Mother Nutri Foods Limited
(Formerly known as Mother Nutri Foods Private Limited)
Reg. Add.: Survey No 276/1, Opp. Petrol Pump Mahuva-Bhavnagar Road, At Otha Mahuva-364295, Bhavnagar, Gujarat, India;
CIN: U51909GJ2022PLC128485; **Email Id:** parthsheth1997@icloud.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF THE MOTHER NUTRI FOODS LIMITED (FORMERLY KNOWN AS MOTHER NUTRI FOODS PRIVATE LIMITED) WILL BE HELD ON MONDAY, SEPTEMBER 10, 2025 AT 3:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SURVEY NO 276/1, OPP. PETROL PUMP MAHUVA-BHAVNAGAR ROAD, AT OTHA MAHUVA-364295, BHAVNAGAR, GUJARAT, INDIA FOR THE TRANSACTION OF THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

Item No. 1 – Adoption Of Audited Financial Statements for the Year Ended March 31, 2025 and the Reports of The Directors and Auditors Thereon:

To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors ('the Board') and auditors thereon.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

"**RESOLVED THAT** the Audited Financial Statements for the financial year ended March 31, 2025 of the Company, comprising of Balance Sheet as at March 31, 2025, Statement of Profit & Loss for the year ended on that date including all the Notes annexed thereto together with the Cash Flow Statement for the year ended March 31, 2025 and Reports of the Board of Directors and the Statutory Auditors thereon as placed before the meeting be and are hereby received, considered and adopted."

For and on behalf of the Board of Directors
Mother Nutri Foods Limited
(Formerly known as Mother Nutri Foods Private Limited)

Chintan Rajnikant Thakar
Managing Director
DIN: 09346153
Dated: August 14, 2025
Place: Mahuva

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on poll on his/her behalf and the proxy need not be a member of the company. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share Capital of Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours (Sunday is included in computation of 48 hours) before the commencement of the Meeting. A Proxy Form is annexed to this report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.

2. The venue for AGM shall be the registered office of the Company i.e. Survey No 276/1, Opp. Petrol Pump Mahuva-Bhavnagar Road, At Otha Mahuva-364295, Bhavnagar, Gujarat, India.

3. The Notice of AGM, Annual Report, Proxy Form and Attendance Slip are being sent to Members.

4. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the AGM.

5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company authorizing their representative to attend and vote on their behalf at the meeting.

6. Members / proxies / authorized representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.

For and on behalf of the Board of Directors
Mother Nutri Foods Limited
(Formerly known as Mother Nutri Foods Private Limited)

MOTHER NUTRI FOODS LIMITED MAHUVA

Chintan Rajnikant Thakar
Managing Director
DIN: 09346153
Dated: August 14, 2025
Place: Mahuva

FORM NO. MGT - 11
PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Members	
Registered address	
E-mail ID	
Folio No. /DP ID & Client ID*	

*Applicable in case shares are held in electronic form.

I/We, being the holder(s) of ______________________ shares of [•], hereby appoint:

Name of the Members	
Address	
E-mail ID	
	Signature: ____________________

or failing him/her

Name of the Members	
Address	
E-mail ID	
	Signature: ____________________

or failing him/her

Name of the Members	
Address	

E-mail ID	
	Signature: ____________________

as my / our proxy to attend and vote (on Poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Wednesday, September 10, 2025 at 3:00 p.m. at the registered office of the Company situated at Survey No 276/1, Opp. Petrol Pump Mahuva-Bhavnagar Road, At Otha Mahuva-364295, Bhavnagar, Gujarat, India, and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Resolution No.	**Description**	**For**	**Against**
Ordinary Business.			
1	Adoption Of Audited Financial Statements for the Year Ended March 31, 2025 and the Reports of The Directors and Auditors Thereon.		

Signed this _____ day of ______ 2025

____
Signature of Member

____
Signature of first proxy holder

____
Signature of second proxy holder

____
Signature of third proxy holder

Affix Revenue Stamp

Mother Nutri Foods Limited
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Mahuva-364295, Bhavnagar, Gujarat, India;
CIN: U51909GJ2022PLC128485; **Email Id:** parthsheth1997@icloud.com

Note:

1. This form in order to be effective must be duly stamped, completed and signed and must be deposited at the registered office of the Company.

2. Please put a 'X' in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

3. Proxy need not be a member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and Secretarial Standards - 2 issued by Institute of Company Secretaries of India, a person can act as Proxy on behalf of not more than 50 (fifty) members and holding in aggregate not more than 10 % (ten percent) of the total share capital of the Company. Members holding more than 10 % (ten percent) of the total share capital of the Company may appoint a single person as Proxy, who shall not act as Proxy for any other Member.

4. The Proxy-holder shall prove his identity at the time of attending the Meeting.

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CIN: U51909GJ2022PLC128485; **Email Id:** parthsheth1997@icloud.com

ATTENDANCE SLIP

Annual General Meeting of the Company to be held on Wednesday, September 10, 2025 at 03:00 p.m. at the registered office of the Company situated at Survey No 276/1, Opp. Petrol Pump Mahuva-Bhavnagar Road, At Otha Mahuva-364295, Bhavnagar, Gujarat, India.

Folio No. / DP ID & Client ID*	
No. of shares held	

Applicable in case shares are held in electronic form.

I/We certify that I/We am/are registered Member /proxy for the registered Member of the Company.

I/We hereby record my presence at the Annual General Meeting of the Company of F.Y. 2023-24 to be held on Wednesday, September 10, 2025 at 03:00 p.m. at the registered office of the Company situated at Survey No 276/1, Opp. Petrol Pump Mahuva-Bhavnagar Road, At Otha Mahuva-364295, Bhavnagar, Gujarat, India.

____
Member's / Authorized Representative

Note: Please fill in the attendance slip and hand it over at the entrance of the Meeting Hall. Joint member(s) may obtain additional attendance slip at the venue of the meeting.

MOTHER NUTRI FOODS LIMITED
(Formerly Known as Mother Nutri Foods Private Limited)
Registered Office: Survey No 276/1, Opp. Petrol Pump Mahuva-Bhavnagar Road, At Otha, Bhavnagar, Mahuva-364295, Gujarat, India.
CIN: U51909GJ2022PLC128485; **Email:** parthsheth1997@icloud.com

DIRECTORS' REPORT

To
The Members,
Mother Nutri Foods Limited
(Formerly Known as Mother Nutri Foods Private Limited)
CIN: U51909GJ2022PLC128485

Your directors are pleased to present the **Annual Report** together with the Audited Financial Statements and Auditors' Report thereon for the year ended March 31, 2025.

1. FINANCIAL RESULTS:

The operating results of your Company for **the Accounting Year ended on March 31, 2025** are as follows:

(Amount in Lakhs)

Particulars	**For the year ended March 31, 2025**	**For the year ended March 31, 2024**
Revenue from Operations	**9,024.31**	**8,091.60**
Total Expenditure	8,272.37	7,504.40
Profit Before Tax	774.15	598.65
Depreciation and amortization expenses	61.36	63.54
Net Profit After Tax	**663.47**	**462.88**
Tax on proposed Dividend	-	-
Transfer to General Reserve	-	-
Surplus carried to Balance Sheet	**663.47**	**462.88**
Earnings Per Share	**7.25**	**5.19**

2. CONSOLIDATED FINANCIAL STATEMENTS:

Company doesn't have any subsidiaries so there is no need to prepare consolidated financial statement for the F. Y. 2024-25.

3. OPERATIONAL REVIEW:

The Company has reported a **net profit of Rs. 663.47 Lakhs** during the current year. There has been no change in the nature of business of the Company. There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

4. STATE OF AFFAIRS / HIGHLIGHTS

There has been no change in the business of the Company during the financial year ended on March 31, 2025.

However, Company has converted from private limited to public limited vide special resolution dated January 15, 2025 and approval of the same has been received from Registrar of Companies on February 01, 2025 pursuant to this name of the Company was changed from Mother Nutri Foods Private Limited to Mother Nutri Foods Limited.

5. DIVIDEND:

In view of the planned business growth, your directors deem it proper to preserve the resources of the Company for its activities and therefore, do not propose any dividend for the Financial Year ended March 31, 2025.

6. WEB LINK OF ANNUAL RETURN:

Pursuant to Section 92(3) read with Section 134(3) (a) of the Act, the Annual Return as on March 31, 2025 is available on the Company's website at https://www.mothernutrifoods.com/

7. TRANSFER TO RESERVES:

The Company has not transferred any amount to the General Reserves. However, a **net profit of Rs. 663.47 Lakhs** has been transferred to Reserves & Surplus.

8. DETAILS OF SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES:

Your Company does not have any subsidiary, joint venture or associate company which have become or ceased to be one during the year under review.

9. CAPITAL AND DEBT STRUCTURE:

During the period, under review, there were changes in Share Capital Structure of the Company which are as follows.

❖ **Authorised Share Capital**

- the Authorised Share Capital of the Company was increased Rs. 12,00,00,000/- (Rupees Twelve Crore Only) divided into 1,20,00,000 (One Crore Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 22,50,00,000/- (Rupees Twenty Two Crore Fifty Lakh Only) divided into 2,25,00,000 (Two Crore Twenty Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each by creation of 1,05,00,000 (One Crore Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each vide ordinary resolution passed at the Extra Ordinary General Meeting of the Company dated December 03, 2024.

❖ **Issued, Subscribed and Paid-up Capital**

- Company has an Authorize Share Capital of Rs. 22,50,00,000 divided into 2,25,00,000 Equity Shares of Rs. 10/- (Rupees Ten Only) and The issued, subscribed and paid-up Capital of Rs. 9,82,78,200 divided into 98,27,820 Equity Shares of Rs. 10/- (Rupees Ten Only).

- The issued, subscribed and paid-up Capital of the Company at the end of the financial year was Rs. 4,90,00,100/- (Rupees Four Crore Ninety Lakh and Hundred Only) divided into 49,00,010 (Forty Nine Lakh and Ten) Equity Shares of Rs. 10/- (Rupees Ten Only).

- During the year under review the Company has issued 4,43,300 (Four Lakh Forty Three Thousand Three Hundred) Equity Shares of Rs. 10/- (Rupees Ten Only) each at premium of Rs. 170/- (Rupees One Hundred Seventy Only) per share, aggregating to Rs. 7,97,94,000/- (Rupees Seven Crore Ninety Seven Lakh Ninety Four Thousand only) on private placement basis.

The Company has not issued any convertible securities / equity shares with differential rights / sweat equity shares and has not provided any stock option scheme to its employees.

Further your Company has not issued any debentures, bonds or any non-convertible securities or warrants.

10. CREDIT RATING OF SECURITIES:

Since there was no need to get a rating of the securities of your Company, hence your Company has not undertaken any credit rating from any credit rating agencies.

11. NUMBER OF BOARD MEETINGS:

The Board of Directors meet at regular intervals to discuss and decide on Company/business policy and strategy apart from other Board businesses. However, in case of a special and urgent business need, the Board's approval is taken by passing resolution by circulation, as permitted by law, which is confirmed at the next Board meeting.

The notice of Board meeting is given well in advance to all the Directors. The agenda is circulated a week prior to the date of the meeting. The Agenda for the Board meetings include detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

During the financial year ended March 31, 2025, the Board of Directors of your Company met 14 (Fourteen) times. The details of attendance of each Director at Board Meetings held in the financial year are as under:

Dates of Board Meetings and Attendance of each director at Board Meeting	**Name of Directors**						
	Chintan Rajnikant Thakar	**Rajnikant Indubhai Thakar**	**Umeshbhai Kantilal Sheth**	**Kaushik Bipinchandra Mehta**	**Jatinbhai Kiritkumar Parekh**	**Ketankumar Kirit Bhai Mehta**	**Tanvi Mafatlal Patel**
April 08,	Yes	Yes	Yes	Yes	Yes	No	NA

2024							
June 19, 2024	Yes	Yes	Yes	No	Yes	Yes	NA
June 28, 2024	Yes	Yes	Yes	Yes	Yes	No	NA
July 05, 2024	Yes	Yes	Yes	No	Yes	Yes	NA
August 31, 2024	Yes	Yes	Yes	Yes	Yes	No	NA
September 26, 2024	Yes	Yes	Yes	No	Yes	Yes	NA
November 07, 2024	Yes	Yes	Yes	Yes	Yes	No	No
November 13, 2024	Yes	Yes	Yes	No	NA	Yes	Yes
November 29, 2024	Yes	Yes	Yes	Yes	NA	No	Yes
December 03, 2024	Yes	Yes	Yes	No	NA	Yes	Yes
December 19, 2024	Yes	Yes	Yes	Yes	NA	No	Yes
February 17, 2025	Yes	Yes	Yes	No	NA	Yes	Yes
March 18, 2025	Yes	Yes	Yes	Yes	NA	No	Yes
March 24, 2025	Yes	Yes	Yes	No	NA	Yes	Yes
Total No of Board Meetings attended	**14**	**14**	**14**	**7**	**7**	**7**	**7**

The Annual General Meeting of your Company was held on September 30, 2024.

During the year The Extraordinary General Meeting of your Company which was held on June 22, 2024, July 03, 2024, November 13, 2024, December 03, 2024, March 11, 2025, March 18, 2025 and March 25, 2025.

12. CHANGE IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

❖ During the year under review, following appointments were made.

1. Mr. Kaushik Bipinchandra Mehta (DIN: 08291188) who was appointed as Additional Director (Independent) as on March 05, 2024, was regularized as Director (Independent) w.e.f. June 22, 2024.

2. Mr. Jatinbhai Kiritkumar Parekh (DIN: 10530067) who was appointed as Additional Director (Independent) as on March 05, 2024, was regularized as Director (Non-Executive) w.e.f. June 22, 2024.

3. Mr. Ketankumar Kirit Bhai Mehta (DIN: 10530107) who was appointed as Additional Director (Independent) as on March 05, 2024, was regularized as Director (Independent) w.e.f. June 22, 2024.

4. Ms. Richa Kachhawaha appointed as Company Secretary w.e.f. July 05, 2024.

5. Mr. Jatinbhai Kiritkumar Parekh (DIN: 10530067) had resigned from position of director w.e.f. November 07, 2024.

6. Ms. Tanvi Mafatlal Patel (DIN: 10808925) was appointed as Additional Director (Independent) w.e.f. November 07, 2024.

❖ Following appointments were made after closure of the Financial Years 2024-25.

1. Designation of Mr. Umeshbhai Kantilal Sheth (DIN: 02624372) was changed from director to Whole-time director w.e.f. May 08, 2025.

2. Mr. Anup Gopaldas Patel was appointed as Chief Financial Officer of the Company w.e.f. December 19, 2024.

3. Ms. Atri Maheshvariben Nileshkumar (DIN: 11091124) was appointed as Additional Director (Independent) w.e.f. May 08, 2025, further she was regularized as Director (Independent) w.e.f. May 10, 2025.

4. Ms. Tanvi Mafatlal Patel (DIN: 10808925) was regularized as Director (Independent) w.e.f. May 10, 2025.

5. Category of Mr. Ketankumar Kiritbhai Mehta was changed from Independent Director (Non-Executive) to Director (Non-Executive) w.e.f. August 14, 2025.

Pursuant to Section 203 of Companies Act, 2013 and applicable rules made and considering factors for the appointment of Key Managerial Personnel for the financial year 2024-25, the Company had appointed Whole-time Key Managerial Personnel on the Board.

During financial year 2024-25 The Company has received necessary declarations from all Independent Directors of the Company in accordance with the provisions of Section 149(7) of the Companies Act, 2013 confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013.

13. EMPOLYEE REMUNERATION:

As your Company does not fall within the class of companies as specified under Section 197(12) read along with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the said provisions are not applicable to Company.

14. PARTICULARS OF LOAN(S), GUARANTEE(S) AND INVESTMENT(S) UNDER SECTION 186:

Your Company has complied with the provisions of section 186 of the Companies Act, 2013, further the details of loan, investment, guarantee and security provided, if any are provided in notes to the financial statements.

15. PARTICULARS OF CONTRACT(S) OR ARRANGEMENT(S) WITH RELATED PARTIES:

All related party transactions entered during the year were in the ordinary course of business and at arm's length basis. There are no transactions with the related parties which could be considered as material in terms of section 188 of the Companies Act, 2013. Accordingly, the disclosure of the Related Party transactions required under the section 134(3)(h) of the Companies Act, 2013 in form AOC-2 is not applicable.

Further details of Related party transactions as per AS-18 are given in notes to accounts to the financial statements.

16. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under section 134(3)(m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are as follows:

I. Conservation of Energy:

Your Company is taking all necessary steps to conserve the natural resources and to adopt environment friendly measures including steps in the direction to promote green initiative.

II. Research & Development (R&D)

Specific R&D Activities: There is no research and development activity.
Benefits derived as a result of above R & D: N.A.
Future Plan of Action: NIL
Expenditure on R & D: NIL

III. Technology Absorption, Adaption and Innovation:

Efforts in brief made towards Technology Absorption etc.: NIL
Benefits derived as a result of above: N.A.
Technology Imported, year of import and has technology been fully absorbed. If not fully absorbed, areas where this has not taken place, reasons thereof and future plan of action: N.A.

IV. Foreign exchange earnings and outgo:

Particulars	**For the year under review (Rs. In Lakhs)**
Foreign exchange Earnings	Rs. 15.43
Foreign exchange Outgo	-

17. RISK MANAGEMENT POLICY:

The Company has developed a very comprehensive risk management policy and the same is reviewed by the Management at periodical intervals, about the risk assessment and minimization procedures adopted by the management. At the corporate level major risks are reviewed by the Directors and directions in this regard are issued accordingly. In the opinion of the Board, there are no such risks which would threaten the existence of the Company.

18. DEPOSITS:

The Company has not accepted any deposit within the meaning of Section 73 of the Companies Act, 2013 during the period under review.

19. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE AND POLICY:

In accordance with the provisions of section 135 of the Companies Act, 2013 and the rules made thereunder your Company has constituted Corporate Social Responsibility Committee of Directors and framed a CSR Policy. The role of the Committee is to review CSR activities of the Company periodically and recommend to the Board amount of expenditure to be spent on CSR annually. the Company has spent Rs. 7.55/- (amount in lakhs) as CSR during the year under review.

Annual Report on CSR activities carried out by the Company during FY 2024-25 is enclosed as Annexure – A to this report.

20. DIRECTOR RESPONSIBILITY STATEMENT:

Your directors state that:

a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

d) The directors had prepared the annual accounts on a going concern basis; and

e) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

21. COST AUDITORS:

Company does not fall within the purview of Section 148 of the Companies Act, 2013 and hence there is no requirement for the Company to appoint Cost Auditor for the financial year 2024-25.

22. INTERNAL AUDITORS:

Company does not fall within the purview of Section 138 of the Companies Act, 2013 and hence there was no requirement for the Company to appoint Internal Auditor for the financial year 2024-25.

23. STATUTORY AUDITORS:

M/s. Ratan Chandak & Co., Chartered Accountants (Firm Registration No. 108696W) were appointed as the Statutory Auditors of the Company at the Annual General Meeting held in September 30, 2024 for a period of five years and they have confirmed their eligibility to be appointed as Auditor of the Company.

The Report given by the Auditors on the financial statements of the Company forms part of this Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

24. BOARDS' COMMENT ON THE AUDITOR'S REPORT:

The observations of the statutory Auditors, when read together with the relevant notes to the accounts and accounting policies are self-explanatory and do not call for any further comment.

25. DETAILS IN RESPECT OF FRAUD REPORTED BY AUDITOR

As per Auditors' report on financial statement there is no fraud u/s 143 (12).

26. DECLARATIONS AND CONFIRMATIONS:

❖ INTERNAL FINANCIAL CONTROL:

Your Company has maintained adequate internal financial control systems, commensurate with the size, scale and complexity of its operations and ensures compliance with various policies, practices and statutes in keeping with the organization's pace of growth and increasing complexity of operations.

❖ COMPLIANCE OF SECRETARIAL STANDARDS:

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively.

- **DISCLOSURE OF REMUNERATION OR COMMISSION RECEIVED BY A MANAGING OR WHOLE-TIME DIRECTOR FROM THE COMPANY'S HOLDING OR SUBSIDIARY COMPANY:**

As the Company does not fall within the class of companies as specified under provisions of the Companies Act, 2013, the provisions of section 197(14) are not applicable to the Company.

- **EVALUATION OF BOARD OF DIRECTORS, COMMITTEES AND INDIVIDUAL DIRECTOR:**

As the Company does not fall within the class of companies as specified under provisions of the Companies Act, 2013, the provisions which require such evaluation to be done, are not applicable.

- **COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:**

The Policy of the Company on Director's Appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub section (3) of section 178 is not applicable to the company.

- **VIGIL MECHANISM:**

As the Company falls within the class of companies as specified under provisions of the Companies Act, 2013 the Company has established a vigil mechanism.

- **SECRETARIAL AUDIT REPORT:**

As the Company does not fall within the class of companies as specified under provisions of the Companies Act, 2013, the provisions relating to Secretarial Audit are not applicable to the Company.

- **DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:**

There were no instances during the period attracting the provisions of Rule 8 (5)(vii) of the Companies (Accounts) Rules, 2014, requiring the details of significant and material orders passed by regulators or courts or tribunals impacting the going concern status and Company's operations in future.

- **DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN ATWORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:**

As per the requirement of the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 read with rules made thereunder, your Company has laid down a Prevention of Sexual Harassment (POSH) Policy and has constituted Internal Complaints Committees (ICs) at all relevant locations across India to consider and resolve the complaints related to sexual harassment. The ICs include external members with relevant experience. The ICs, presided by senior women, conduct the investigations and make decisions at the respective locations. Your Company has zero tolerance on sexual harassment at the workplace. The ICs also work extensively on creating awareness on relevance of sexual harassment issues, including while working remotely. The employees are required to undergo mandatory training/ certification on POSH to sensitize themselves and strengthen their awareness.

- Number of complaints received: Nil
- Number of complaints disposed of: NA
- Number of cases pending for more than 90 days: NA

❖ **COMPLIANCE UNDER THE MATERNITY BENEFIT ACT, 1961**

The Company has complied with the applicable provisions of the Maternity Benefit Act, 1961. All eligible women employees have been extended the benefits as prescribed under the Act. The Company remains committed to supporting working mothers and promoting a gender-inclusive workplace.

27. ACKNOWLEDGMENT:

The Board of Directors wishes to express their deep sense of appreciation and gratitude to all Employees, Bankers and Clients for their assistance, support and co-operation extended by them. At the end the Directors, wish to sincerely thank all shareholders for their continued support.

For and on behalf of the board of directors of
Mother Nutri Foods Limited
(Formerly Known as Mother Nutri Foods Private Limited)

Chintan Rajnikant Thakar	**Umeshbhai Kantilal Sheth**
Managing Director	**Whole-time director**
DIN: 09346153	**DIN:** 02644842

MOTHER NUTRI FOODS LIMITED MAHUVA

Date: August 14, 2025
Place: Mahuva

Annexure-A

REPORT ON CORPORATE SOCIAL RESPONSIBILITY

1) **A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs:**

   CSR policy of the Company encompasses the Company's philosophy for delineating its responsibility as a corporate citizen and lays down the guidelines and mechanism for undertaking socially useful programs for welfare & sustainable development of the community at large.

2) **The Composition of CSR Committee:**

   The Company's CSR Committee comprises three Directors and one of them is Independent Director and is chaired by a Managing Director. The composition of the Committee is set out below:

   a) Mr. Chintan Rajnikant Thakar – Chairman
   b) Mr. Umeshbhai Kantilal Sheth – Member
   c) Mr. Kaushik Bipinchandra Mehta – Member

3) **Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:**

   Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company at https://www.mothernutrifoods.com/

4) **Provide the executive summary along with web-links of Impact assessment of CSR projects carried out in pursuance of Sub-rule (3) of Rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable:**

   Not Applicable during the year under review

5) A. **Average net profit of the company as per section 135(5):** Rs. 375.08 Lacs
   B. **Two percent of average net profit of the company as per section 135 (5):** Rs. 7.50 Lacs

   C. **Surplus arising out of the CSR projects or programmes or activities of the previous financial years:** Nil.

   D. **Amount required to be set off for the financial year, if any:** Nil

   E. **Total CSR obligation for the financial year 2024-25 ((b)+ (c)- (d)):** Rs. 7.50 Lacs

6) **(a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):**

(b) Amount spent in Administrative Overheads: Nil
(c) Amount spent on Impact Assessment, if applicable: Nil
(d) Total amount spent for the Financial Year [(a)+ (b)+ (c)]: Rs. 7.55 Lacs
(e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year (in Rs.)	Amount unspent (Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
7.55 Lacs	N.A.		N.A.		

(f) Excess amount for set-off, if any –

Sr. No.	Particulars	Amount (in Rs.)
(i)	Two percentage of average net profit of the company as per section 135(5)	7.50 Lacs
(ii)	Total amount spent for the Financial Year	7.55 lacs
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0.05 lacs
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

7) A. Details of Unspent CSR amount for the preceding three financial years:

Sr. No	Preceding Financial Year(s)	Amount transferred to unspent CSR Account under Section 135(6) (in Rs.)	Balance Amount in Unspent CSR Account under Section 135(6) (in Rs.)	Amount spent in the Financial Year (in Rs.)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to Section 135(5), if any	Amount remaining to be spent in succeeding Financial Years (in Rs.)	Deficiency, if any
1	FY-1	Not Applicable					
2	FY-2						
3	FY-3						

○ **Whether any capital asset have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: Yes √ No**

If yes, enter the number of capital assets created/ acquired:

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/Authority/beneficiary of the registered owner		
-	-	-	-	-	-		
			CSR Registration Number, if applicable	Name	Registered address		
			-	-	-		

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/Gram panchayat are to be specified and also the area of the immovable property as well as boundaries).

8) **Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5):** Not Applicable

Chintan Rajnikant Thakar **Managing Director & Chairman of CSR Committee** **DIN**: 09346153	**Umeshbhai Kantilal Sheth** **Whole-time Director & Member** **DIN**: 02644842

MOTHER NUTRI FOODS LIMITED MAHUVA

Date: August 14, 2025
Place: Mahuva

RATAN CHANDAK & CO LLP
CHARTERED ACCOUNTANTS
1701, Haware Infotech Park, Sector 30A, Vashi, Navi Mumbai 400 705.
Ph. (022) 4978 22 48, Mob.9082851520; e-mail: navimumbai@rcnco.net

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF MOTHER NUTRI FOODS LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **MOTHER NUTRI FOODS LIMITED (formerly as "MOTHER NUTRI FOODS PRIVATE LIMITED)** (the "Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025 and its profit, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing ("SA's") specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility and Sustainability Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information

and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SA's, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. As we are not obligated for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls as it shall not apply to private company as per section 143(3)(i) of the act whose turnover is less than fifty crore and has borrowings from banks or financial institutions or any body corporate less than rupees twenty five crore

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i)

planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c. The Balance Sheet, the Statement of Profit and Loss, Statement of Changes in Equity and the Statement of Cashflows dealt with by this Report are in agreement with the books of accounts.

   d. In our opinion, the aforesaid financial statements comply with the accounting standard specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

   e. On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164(2) of the Act.

   f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls,refer to our separate report in "Annexure A". Our Report Express an unmodified opinion on the adequacy and operating effectiveness of the Company's internal Financial Control with refrence to Financials Statements.

   g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 (16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company does not have any pending litigations which would impact its financial position in its financial statements.

   ii. The Company didn't have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

   iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

   iv. The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

   The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

   Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement

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v. There is no dividend declared or paid during the year by the company and hence provisions of section 123 of the companies Act, 2013 are not applicable

vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility. The company didn't operate the said facility.

2. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of th/e Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Ratan Chandak & Co. LLP
Chartered Accountants
Firm Reg. No.: 108696W/W101028

RATAN CHANDAK & CO. LLP MUMBAI F.R. No. 108696W / W101028 CHARTERED ACCOUNTANTS

CA Jagadish Sate
Partner
Membership No.: 182935
UDIN: 25182935BMIIEJ6121
Place: Navi Mumbai
Date: 14 August 2025

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of MOTHER NUTRI FOODS LIMITED (formerly known as "MOTHER NUTRI FOODS PRIVATEPRIVATE LIMITED") of even date)

Report on the Internal Financial Controls with reference to Financials Statements under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")

We have audited the internal financial controls with reference to financial statements of **MOTHER NUTRI FOODS LIMITED**(the "Company") as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls with reference to financial statements based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, inreasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2025, based on the criteria for internal financial control with reference to financial statements established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For Ratan Chandak& Co. LLP
Chartered Accountants
Firm Reg. No.: 108696W/W101028

RATAN CHANDAK & CO. LLP
MUMBAI
F.R. No.
108696W / W101028
CHARTERED ACCOUNTANTS

CA Jagadish Sate
Partner
Membership No.: 182935
UDIN: 25182935BMIIEJ6121
Place:Navi Mumbai
Date: August 14, 2025

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of MOTHER NUTRI FOODS LIMITED (formerly known as "MOTHER NUTRI FOOD PRIVATE LIMITED") of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

i. In respect of the Company's property, plant and equipment, right-of-use assets and intangible assets:

a.

A. The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and relevant details of right-of-use assets.

B. The Company has maintained proper records showing full particulars of Intangible assets.

b. The Company has a program of physical verification of property, plant and equipment and right-of-use assets so to cover all the assets at reasonable intervals which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain property, plant and equipment and right-of-use assets were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

c. The Company is having immovable property during the year and we report that, the title deeds of such immovable properties are held in the name of the Company as at Balance Sheet date.

d. The Company has not revalued any of its property, plant and equipment (including right-of-use assets) and intangible assets during the year.

e. Based on our examination of documents and according to the information and representations made by the Company, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

ii. (a) The As per the information and explanations given us, the inventories held by the company have been physically verified by the management. In our opinion, having regard to the nature and location of stocks, the frequency of the physical verification is reasonable and no discrepancies of 10% or more in aggregate for each class of inventory were noticed on physical verification.

(b) The Company has been sanctioned working capital limits of Rs 21 Crores, vide letter from HDFC Bank dated May 06,2024, in aggregate, during the financial year, from bank or financial institution on the basis of primary security of current assets/stock and Book debts. The company has been submitting statements to bank. On verification of the statements deviation from books of accounts was noticed. The same has been disclosed in Note No. 32 of the financial statements.

iii. The Company has not made investments in, provided guarantee or security and granted loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year, in respect of which:

(a) The Company has provided loans and guarantee (in respect of loans) during the year and details of which are given below:

Particulars	Loan (Amt in Lakhs)
Aggregate amount granted/ provided during the year	
Director's Partnership Firm -Sigma Cold	-
A private company in which Company's directors are director -P2B Foods Private Limited	-
Balance outstanding as at balance sheet date	
Director's Partnership Firm -Sigma Cold	1.05
A private company in which Company's directors are director -P2B Foods Private Limited	0.22

(b) In our opinion and according to the information and explanations given to us, the terms and conditions of the loan are not prejudicial to the interest of the Company.

(c) In respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.

(d) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.

f) The company has granted loans or advances in the nature of loans which are repayable on demand or without specifying any terms or period of repayment. The details of such loans are as follows:

(in lakhs)

	Promoters	Related Parties
Aggregate amount of loans/advances in nature of loans - Repayment on demand (A) - Agreement does not specify any terms or period of repayment (B)	- -	1.27 -
Total (A+B)	-	1.27
Percentage of loans/ advances in nature of loans to the total loans	-	100%

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013, in respect of the loan granted during the year.

v. In our opinion and according to the information and representations made to us, the Company has not accepted any deposits from the public, the directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and rules framed there under are therefore not applicable.

vi. In our opinion and according to information and explanation given to us, maintenance of cost records under section (1) of Section 148 of the Companies Act, 2013 is not applicable of the Company, as required under Rule 3 of the Companies (Cost Records and Audit) Amendment Rules, 2014.

vii. In respect of statutory dues

a. In our opinion and according to the information and representations made to us, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

b. According to the information and explanations given to us and the records of the Company examined by us, there are no disputed outstanding statutory dues as on March 31, 2025.

viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

ix.

a. In our opinion and according to the information and representations made to us, the Company has not defaulted in repayment of loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable.

b. In our opinion and according to the information and representations made to us, the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

c. In our opinion and according to the information and representations made to us, and the procedures performed by us the term loans were applied for the purpose for which the loans were obtained.

d. In our opinion and according to the information and representations made to us, and the procedures performed by us the funds raised on short term basis have not been utilized for long term purpose.

e. On an overall examination of the Financial Statements of the Company, the Company has not taken funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

f. In our opinion and according to the information and representations made to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries.

x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the company, the Company has made private placement of shares during the year, the requirements of section 42 of the Companies Act, 2013 have been complied and the funds raised have been used for the purposes for which the funds were raised , hence the clause 3(x)(b) of the Order is not applicable.

xi.

a. No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

b. No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report

c. In our opinion and according to the information and representations made to us, there are no whistle blower complaints received by the company during the year.

xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv.

a. In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

b. The provisions of section 138 of the Act and Rule 13 of the Companies (Accounts) Rules, 2014 are not applicable to the Company, hence reporting under clause 3(xiv)(b) of the Order is not applicable.

xv. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi.

a. In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.

b. In our opinion, the Company has not conducted any Non-Banking Financial or Housing Finance activities without any valid Certificate of Registration from Reserve Bank of India. Hence, the reporting under paragraph clause 3 (xvi)(b) of the Order are not applicable to the Company.

c. In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors of the company during the year.

xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. The Company has fully spent the required amount towards Corporate Social responsibility (CSR) and there are no unspent CSR amounts for the year requiring a transfer to a fund specified in Schedule VII of the Act or special amount in compliance with the provision of sub-section (6) of Section 135 of the Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

For Ratan Chandak & Co. LLP
Chartered Accountants
Firm Reg. No.: 108696W/W101028

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CA Jagadish Sate
Partner
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UDIN: 25182935BMIIEJ6121
Place: Navi Mumbai
Date: August 14, 2025

MOTHER NUTRI FOODS LIMITED
(Formerly Mother Nutri Foods Private Limited)
(CIN: U51909GJ2022PLC128485)
(Address: SURVEY NO 276/1, OPP. PETROL PUMP MAHUVA-BHAVNAGAR ROAD, AT OTHA, Bhavnagar, MAHUVA, Gujarat, India, 364295)
Balance Sheet as at 31 March 2025

(Rs in lakhs)

Particulars	Note	31 March 2025	31 March 2024
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share Capital	3	490.00	445.67
(b) Reserves and Surplus	4	1,996.47	579.40
Total		2,486.47	1,025.07
(2) Non-current liabilities			
(a) Long-term Borrowings	5	17.32	83.81
(b) Long-term Provisions	6	5.00	3.25
Total		22.32	87.06
(3) Current liabilities			
(a) Short-term Borrowings	7	2,264.15	2,459.16
(b) Trade Payables	8		
- Due to Micro and Small Enterprises		1,871.49	826.83
- Due to Others		221.05	115.26
(c) Other Current Liabilities	9	74.62	109.98
(d) Short-term Provisions	10	145.54	161.22
Total		4,576.85	3,672.45
Total Equity and Liabilities		**7,085.64**	**4,784.58**
II. ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment and Intangible Assets			
(i) Property, Plant and Equipment	11	372.36	430.05
(ii) Intangible Assets		0.60	0.76
(b) Deferred Tax Assets (net)	12	6.26	2.46
(c) Other Non-current Assets	13	37.95	30.03
Total		417.17	463.30
(2) Current assets			
(a) Inventories	14	3,179.80	2,589.40
(b) Trade Receivables	15	3,069.15	1,533.21
(c) Cash and cash equivalents	16	3.27	1.91
(d) Short-term Loans and Advances	17	413.02	196.76
(e) Other Current Assets	18	3.23	-
Total		6,668.47	4,321.28
Total Assets		**7,085.64**	**4,784.58**

See accompanying notes to the financial statements

As per our report of even date
For RATAN CHANDAK & CO LLP
Chartered Accountants
Firm's Registration No. 108696W/W101028

JAGADISH LAXMAN SATE
Digitally signed by JAGADISH LAXMAN SATE
Date: 2025.08.14 20:35:30 +05'30'

CA Jagadish Sate
Partner
Membership No. 182935
UDIN: 25182935BMIIEJ6121
Place: Navi Mumbai
Date: 14 August 2025

For and on behalf of the Board of
MOTHER NUTRI FOODS LIMITED

CHINTAN RAJNIKANT THAKAR
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Chintan Thakar
MD
DIN: 09346153

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UmeshBhai Sheth
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DIN: 02644842

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Anup Patel
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Richa Kachhawaha
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Richa Kachhawaha
CS
MRN: A62495

Place: Mahuva
Date: 14 August 2025

MOTHER NUTRI FOODS LIMITED
(Formerly Mother Nutri Foods Private Limited)
(CIN: U51909GJ2022PLC128485)
(Address: SURVEY NO 276/1, OPP. PETROL PUMP MAHUVA-BHAVNAGAR ROAD, AT OTHA, Bhavnagar, MAHUVA, Gujarat, India,
Statement of Profit and loss for the year ended 31 March 2025

(Rs in lakhs)

Particulars	Note	31 March 2025	31 March 2024
Revenue from Operations	19	9,024.31	8,091.60
Other Income	20	22.21	11.45
Total Income		9,046.52	8,103.05
Expenses			
Cost of Material Consumed	21	8,000.95	6,957.68
Change in Inventories of work in progress and finished goods	22	(893.95)	(600.33)
Employee Benefit Expenses	23	331.59	332.37
Finance Costs	24	211.79	193.84
Depreciation and Amortization Expenses	25	61.36	63.54
Other Expenses	26	560.63	557.30
Total expenses		8,272.37	7,504.40
Profit/(Loss) before Exceptional and Extraordinary Item and Tax		774.15	598.65
Exceptional Item		-	-
Profit/(Loss) before Extraordinary Item and Tax		774.15	598.65
Extraordinary Item		-	-
Profit/(Loss) before Tax		774.15	598.65
Tax Expenses	27		
- Current Tax		134.43	112.24
- Deferred Tax		(3.80)	(2.71)
- Prior Period Taxes		(19.95)	26.24
Profit/(Loss) after Tax		**663.47**	**462.88**
Earnings Per Share (Face Value per Share Rs.10 each)			
-Basic (In Rs)	28	7.25	5.19
-Diluted (In Rs)	28	7.25	5.19

See accompanying notes to the financial statements

As per our report of even date
For RATAN CHANDAK & CO LLP
Chartered Accountants
Firm's Registration No. 108696W/W101028

JAGADISH LAXMAN SATE Digitally signed by JAGADISH LAXMAN SATE Date: 2025.08.14 20:36:33 +05'30'

CA Jagadish Sate
Partner
Membership No. 182935
UDIN: 25182935BMIIEJ6121
Place: Navi Mumbai
Date: 14 August 2025

For and on behalf of the Board of
MOTHER NUTRI FOODS LIMITED

CHINTAN RAJNIKANT THAKAR Digitally signed by CHINTAN RAJNIKANT THAKAR Date: 2025.08.14 15:57:23 +05'30'

Chintan Thakar
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MOTHER NUTRI FOODS LIMITED
(Formerly Mother Nutri Foods Private Limited)
(CIN: U51909GJ2022PLC128485)
(Address: SURVEY NO 276/1, OPP. PETROL PUMP MAHUVA-BHAVNAGAR ROAD, AT OTHA, Bhavnagar, MAHUVA, Gujarat, India, 364295)

Cash Flow Statement for the year ended 31 March 2025

(Rs in lakhs)

Particulars	Note	31 March 2025	31 March 2024
CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit after tax		663.47	462.88
Profit/(loss) from Discontinuing Operation (after tax)		-	-
Depreciation and Amortisation Expense		61.36	63.54
Provision for tax		110.69	135.76
Finance Costs		211.79	193.84
Operating Profit before working capital changes		1,047.31	856.03
Adustment for:			
Inventories		(590.41)	(176.58)
Trade Receivables		(1,535.94)	(455.52)
Loans and Advances		(216.00)	189.09
Other Current Assets		(3.23)	1.83
Other Non current Assets		(7.92)	(0.32)
Trade Payables		1,150.44	(335.19)
Other Current Liabilities		(35.36)	(90.53)
Short-term Provisions		(3.07)	12.36
Long-term Provisions		1.74	3.25
Cash (Used in)/Generated from Operations		(192.43)	4.42
Tax paid(Net)		127.35	20.93
Net Cash (Used in)/Generated from Operating Activities		(319.78)	(16.50)
CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Property, Plant and Equipment		(3.51)	(3.97)
Net Cash (Used in)/Generated from Investing Activities		(3.51)	(3.97)
CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds from Issue of Share Capital		797.94	(0.00)
Proceeds from Long Term Borrowings		(66.49)	51.37
Proceeds from Short Term Borrowings		(195.01)	154.77
Interest Paid		(211.79)	(193.84)
Net Cash (Used in)/Generated from Financing Activities		324.65	12.30
Net Increase/(Decrease) in Cash and Cash Equivalents		1.36	(8.17)
Opening Balance of Cash and Cash Equivalents		1.92	10.09
Exchange difference of Foreign Currency Cash and Cash equivalents		-	-
Closing Balance of Cash and Cash Equivalents	16	**3.28**	**1.92**

Components of cash and cash equivalents	**31 March 2025**	**31 March 2024**
Cash on hand	3.19	1.82
Cheques, drafts on hand	-	-
Balances with banks in current accounts	0.09	0.10
Bank Deposit having maturity of less than 3 months	-	-
Others	-	-
Cash and cash equivalents as per Cash Flow Statement	**3.28**	**1.92**

Note:
The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard 3 (AS-3), "Cash Flow Statements".

See accompanying notes to the financial statements

As per our report of even date
For RATAN CHANDAK & CO LLP
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UDIN: 25182935BMIIEJ6121
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Richa Kachhawaha
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MRN: A62495

Place: Mahuva
Date: 14 August 2025

1 COMPANY INFORMATION

This financial statements of Mother Nutri Foods Limited (Formerly Mother Nutri Foods Private Limited till 30th January, 2024) for the year ended March 31, 2025.

Mother Nutri Foods Private Limited is a Private company domiciled in India and is incorporated under the provisions of the Companies Act, 2013 (“the Act”). The registered office of the Company is located at Survey no. 276/1, opp. Petrol pump Mahuva-Bhavnagar road, at otha Mahuva -364295 Gujarat. The principal place of business of the Company is in India. Though the company was incorporated as a private limited company, the status of the compony has been changed to Public Limited Company w.e.f. 01th February, 2024.
The Company is primarily carrying on business of Manufacturing of Peanut Butter Products.

2 SIGNIFICANT ACCOUNTING POLICIES

a Basis of Preparation

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The financial statements have been prepared to comply in all material respects with the Accounting Standards notified under the section 133 of the Companies Act, 2013 read together with rule 7 of the Companies (Accounts) Rules 2014 and Companies (accounting standards) amendment rules 2016. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies have been consistently applied by the company and are consistent with those used in the previous year.

The Company is a Small and Medium Sized Company (SMC) as defined in the General Instructions in respect of Accounting Standards notified as per sub-section (1) of section 129 of the Companies Act, 2013. Accordingly, the Company has complied with the Accounting Standards as applicable to a Small and Medium Sized Company.

All the amounts included in the Financial Statements are presented in Indian Rupees (‘Rupees’ or ‘Rs.’ Or ‘INR’) and are rounded to the nearest Lakhs, except per share data and unless stated otherwise

b Property, Plant and Equipment

Property, plant and equipment are carried at cost less accumulated depreciation and any accumulated impairment, if any. Property, plant and equipment is depreciated few on written-down value basis and others on straight line method to its residual value over its estimated useful life.

Cost directly attributable to acquisition are capitalised until the property, plant and equipment are ready for use, as intended by the management.

Subsequent costs are capitalised on the carrying amount or recognised as a separate asset, as appropriate, only when future economic benefits associated with the item are probable to flow to the Company and cost of the item can be measured reliably. When significant parts of property, plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All repair and maintenance are charged to statement of profit and loss during the reporting period in which they are incurred.

The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the statement of profit and loss on the date

c Intangible assets

Separately acquired intangible assets, such as website are measured initially at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the restated statement of profit and loss in the year in which the expenditure is incurred. Intangible assets with finite useful lives are carried at cost and are amortised on a written down value basis over their estimated useful lives and charged to statement of profit and loss.

Website acquired are amortized at the 5 years on written down value method.

The amortization period and the amortization method are reviewed at least at each financial year end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets is recognised in the restated statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

d Depreciation and amortization

Depreciation and amortisation are provided using the written-down value method and Straight Line charged to statement of profit and loss as per the useful life prescribed under Schedule II of the Companies Act, 2013.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Type of Assets	Useful Life
Buildings	30 Years
Plant and Equipment	15 Years
Furniture and Fixtures	10 Years
Vehicles	8 Years
Office equipment	5 Years
Computers	4 Years

e Impairment of assets

An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in financial year.

f Leases

Assets taken on lease by the Company in its capacity as lessee, where the Company has substantially all the risks and rewards of ownership are classified as finance lease. Such a lease is capitalised at the inception of the lease at lower of the fair value or the present value of the minimum lease payments and a liability is recognised for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor, are recognised as operating leases. Lease rentals under operating leases are recognised in the statement of profit and loss on a straight-line basis.

g Investment

Long-term investments and current maturities of long-term investments are stated at cost, less provision for other than temporary diminution in value. Current investments, except for current maturities of long-term investments, comprising investments in mutual funds, government securities and bonds are stated at the lower of cost and fair value.

h Inventories

Raw materials are carried at the lower of cost and net realisable value. Cost is determined on a weighted average basis. Purchased goods-in-transit are carried at cost. Work-in-progress is carried at the lower of cost and net realisable value. Stores and spare parts are carried at lower of cost and net realisable value. Finished goods produced or purchased by the Company are carried at lower of cost and net realisable value. Cost includes direct material and labour cost and a proportion of manufacturing overheads.

The valuation for inventories is as follows;

Classification	Valuation Policy
Finished Goods	At lower of cost or net realizable value.
Raw Material	At lower of cost or net realizable value.
WIP	At Cost
Consumables	At Cost

i Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

j Earnings/ (loss) per share (EPS)

"Basic EPS amounts are calculated by dividing the profit/ (loss) for the year attributable to equity holders by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit/ (loss) attributable to equity holders by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares."

k Revenue recognition

Revenue from the sale of equipment are recognised upon delivery, which is when title passes to the customer. Revenue is reported net of discounts.
Dividend is recorded when the right to receive payment is established. Interest income is recognised on time proportion basis taking into account the amount outstanding and the rate applicable.

l Employee Benefits

Post-employment benefit plans

Contributions to defined contribution retirement benefit schemes are recognised as expense when employees have rendered services entitling them to such benefits.
For defined benefit schemes, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in full in the statement of profit and loss for the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested, or amortised on a straight-line basis over the average period until the benefits become vested.

The retirement benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, and as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to the present value of available refunds and reductions in future contributions to the scheme.

Other employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the period when the employee renders the service. These benefits include compensated absences such as paid annual leave, overseas social security contributions and performance incentives.

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as an actuarially determined liability at the present value of the defined benefit obligation at the balance sheet date.

m Borrowing Cost

Borrowing Cost attributable to qualifying aasets are capitalized up to the date the assets are ready to put to use. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to statement of profit and loss.

n Research and Development Expenses

Expenditure on Research phase is recognized as an expense when it is incurred. Expenditure on development phase is recognized as an intagible asset. If it likely to generate probable future economic benefits.

o Foreign currency transactions

Income and expense in foreign currencies are converted at exchange rates prevailing on the date of the transaction. Foreign currency monetary assets and liabilities other than net investments in non-integral foreign operations are translated at the exchange rate prevailing on the balance sheet date and exchange gains and losses are recognised in the statement of profit and loss. Exchange difference arising on a monetary item that, in substance, forms part of an enterprise's net investments in a non-integral foreign operation are accumulated in a foreign currency translation reserve.

p Taxation

Current income tax expense comprises taxes on income from operations in India and in foreign jurisdictions. Income taxpayable in India is determined in accordance with the provisions of the Income Tax Act, 1961. Tax expense relating to foreign operations is determined in accordance with tax laws applicable in countries where such operations are domiciled.

Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax after the tax holiday period. Accordingly, MAT is recognised as an asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with it will fructify.

Deferred tax expense or benefit is recognised on timing differences being the difference between taxable income and accounting income that originate in one period and is likely to reverse in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction for relevant tax paying units and where the Company is able to and intends to settle the asset and liability on a net basis.
The Company offsets deferred tax assets and deferred tax liabilities if it has a legally enforceable right and these relate to taxes on income levied by the same governing taxation laws.

q Segment accounting

Company is in only one segment, hence Segment Reporting as per AS-17 is not applicable on the company.

r Government Grants

"i) Grants and subsidies from the government are recognized when there is reasonable assurance that (a) the company will comply with the conditions attached to them, and (b) the grant/subsidy will be received.

ii) Where the grant relates to an asset, it is shown as a reduction from the gross value of the asset concerned in arriving at its book value. The grant is thus recognised in the statement of profit and loss over the useful life of the asset by way of reduced depreciation charge.

iii) Where the grant relates to reimbursement of interest on term loan, it is recognised as a reduction from the finance cost of the term loan concerned."

s Provisions, Contingent liabilities and Contingent assets

Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingencies

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably.

t Exceptional Items

On certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company. Such income or expense is classified as an exceptional item and accordingly disclosed in the Financial Statements.

u Prior Period Items

Prior period items shall be separately disclosed in the statement of profit and loss in the reporting period together with their nature and amount in a manner so that their impact on profit or loss in the reporting period can be perceived.

Had complied with AS 15 the prior period expenses are incurred in the reporting period and which has been recognised and disclosed separately in statement of profit and loss.

As per our report of even date

For RATAN CHANDAK & CO LLP
Chartered Accountants
Firm's Registration No. 108696W/W101028

JAGADISH LAXMAN SATE
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Date: 2025.08.14 20:38:59 +05'30'

CA Jagadish
Partner
Membership No. 182935
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For and on behalf of the Board of
MOTHER NUTRI FOODS LIMITED

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ANUP GOPALDAS PATEL
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DN: c=IN, postalCode=360004, st=GUJARAT, street=RAJKOT, l=RAJKOT, o=Personal, serialNumber=2a57127eeb6ce6b337de22f2a9f0472bdbe777a08ae889387a8b248a1cdf2d6b, pseudonym=ce636c1805de4fc99b79f30eb043a0ae, 2.5.4.20=7e36d4096dec7b4b75572ccea58654da4189780a45aba5fd50bd30a2131baa7f, email=ANUP.SBP@GMAIL.COM, cn=ANUP GOPALDAS PATEL
Date: 2025.08.14 19:06:48 +05'30'

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MRN: A62495

Place:Mahuva
Date: 14/08/2025

MOTHER NUTRI FOODS LIMITED
(Formerly Mother Nutri Foods Private Limited)
(CIN: U51909GJ2022PLC128485)
Notes forming part of the Financial Statements

3 Share Capital (Rs in lakhs)

Particulars	31 March 2025	31 March 2024
Authorised Share Capital		
Equity Shares, of Rs. 10 each, 22,50,00,000 (Previous Year -1,20,00,000) Equity Shares	2,250.00	1,200.00
Issued, Subscribed and Fully Paid up Share Capital		
Equity Shares, of Rs. 10 each, 4900010 (Previous Year -44,56,710) Equity Shares paid up	490.00	445.67
Total	**490.00**	**445.67**

(i) In FY 24-25 Pursuant to a ordinary resolution at the meeting of the members of the company held on March 15, 2024 has been increased the authorised share capital of the company from existing INR 5,00,00,000/- to revised INR 12,00,00,000/- (addition INR 7,00,00,000/-).

(ii) In FY 24-25 Further to Board of Directors resolution dated December 03, 2024, has increased the authorised share capital of the company from existing INR 12,00,00,000/- to revised INR 22,50,00,000/- (addition INR 10,50,00,000/-).

(iii) Pursuant to a Extra ordinary resolution at the meeting of the members of the company held on 08 July,2025 hereby issued and allotted as fully paid-up 49,13,910 equity shares of face value Rs.10 ,amounting to 4,91,39,100 by way of Bonus issue as follows to the holders of Equity Shares of the Company as on August 08 2025 i.e. Record Date, in proposition to 1 (One) Equity Shares for every 1 (One) Equity Share held by them as on record date, which shall rank pari passu with the existing equity shares.

(iv) In FY 24-25 Pursuant to Board of Directors resolution dated March 24, 2025 ,have approved the allotment of 2,43,400 equity shares of face value Rs. 10 , at premium of Rs.170 each, applicant have paid Rs.180 amounting to Rs. 4,38,12,000 to the existing shareholder under Private Placement in accordance with the Section 42 of the Companies Act, 2013.

(v)In FY 24-25Pursuant to Board of Directors resolution dated June 28, 2024 ,have approved the allotment of 63,000 equity shares of face value Rs. 10 , at premium of Rs.170 each, applicant have paid Rs.180 amounting to Rs. 1,13,40,000 to the existing shareholder under Private Placement in accordance with the Section 42 of the Companies Act, 2013.

(vi) In FY 24-25Pursuant to Board of Directors resolution dated July 05, 2024 ,have approved the allotment of 73,200 equity shares of face value Rs. 10 , at premium of Rs.170 each, applicant have paid Rs.180 amounting to Rs. 1,31,76,000 to the existing shareholder under Private Placement in accordance with the Section 42 of the Companies Act, 2013.

(vii)In FY 24-25 Pursuant to Board of Directors resolution dated August 31, 2024 ,have approved the allotment of 19,800 equity shares of face value Rs. 10 , at premium of Rs.170 each, applicant have paid Rs.180 amounting to Rs. 35,64,000 to the existing shareholder under Private Placement in accordance with the Section 42 of the Companies Act, 2013.

(viii)In FY 24-25 Pursuant to Board of Directors resolution dated March 18, 2025 ,have approved the allotment of 43,900 equity shares of face value Rs. 10 , at premium of Rs.170 each, applicant have paid Rs.180 amounting to Rs. 79,02,000 to the existing shareholder under Private Placement in accordance with the Section 42 of the Companies Act, 2013

(ix) In FY 22-23 Pursuant to a extra ordinary resolution at the meeting of the members of the company held on june 24, 2022 has been increased the authorised share capital of the company from existing INR 5,00,000/- to revised INR 5,00,00,000/- (addition INR 4,95,00,000/-.

(x) In FY 22-23 Pursuant to Board of Directors resolution dated July 19, 2022 ,have approved the allotment of 44,06,710 equity shares of face value Rs. 10 each amounting to Rs. 4,40,67,100 to the shareholders determined in the board resolution under Private Placement in accordance with the Section 42 of the Companies Act, 2013,according to the refrence of Annexure VIII

(i) Reconciliation of number of shares

Particulars	31 March 2025		31 March 2024	
Equity Shares	**No. of shares**	**(Rs in lakhs)**	**No. of shares**	**(Rs in lakhs)**
Opening Balance	44,56,710	445.67	44,56,710	445.67
Issued during the year	4,43,300	44.33	-	-
Deletion	-	-	-	-
Closing balance	**49,00,010**	**490.00**	**44,56,710**	**445.67**

(ii) Rights, preferences and restrictions attached to shares

Equity Shares: The Company has one class of equity shares. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(iii) Details of Shares held by shareholders holding more than 5% of the aggregate shares in the company

Equity Shares	31 March 2025		31 March 2024	
Name of Shareholder	**No. of shares**	**In %**	**No. of shares**	**In %**
Parth U Sheth	3,69,707	7.55%	3,69,708	8.30%
Rajnibhai Thakar	18,28,574	37.32%	18,28,574	41.00%
Umesh Kantilal Sheth	20,69,731	42.24%	20,69,731	46.40%

(iv) Shares held by Promoters at the end of the year 31 March 2025

Name of Promoter	Class of Shares	No. of Shares	% of total shares	% Change during the year
Chintan Thakar	Equity	1,38,697	2.83%	-0.28%
Rajnibhai Thakar	Equity	18,28,574	37.32%	-3.71%
Umesh Kantilal Sheth	Equity	20,69,731	42.24%	-4.20%
Vandanaben Umeshbhai Sheth	Equity	25,000	0.51%	-0.05%
Naynaben Rajnikant Thakar	Equity	25,000	0.51%	-0.05%
Parth UmeshBhai Sheth	Equity	3,69,707	7.55%	-0.75%

Shares held by Promoters at the end of the year 31 March 2024

Name of Promoter	Class of Shares	No. of Shares	% of total shares	% Change during the year
Chintan R Thakar	Equity	1,38,697	3.11%	0.00%
Rajnibhai Thakar	Equity	18,28,574	41.03%	0.00%
Umesh Kantilal Sheth	Equity	20,69,731	46.44%	0.00%
Vandanaben Umeshbhai Sheth	Equity	25,000	0.56%	0.00%
Naynaben Rajnikant Thakar	Equity	25,000	0.56%	0.00%
Parth UmeshBhai Sheth	Equity	3,69,707	8.30%	0.00%

4 Reserves and Surplus

(Rs in lakhs)

Particulars	31 March 2025	31 March 2024
Securities Premium		
Opening Balance	-	-
Add: Issue of Shares	753.61	-
Closing Balance	753.61	-
General Reserve		
Opening Balance	0.06	0.06
Closing Balance	0.06	0.06
Statement of Profit and loss		
Balance at the beginning of the year	579.34	116.46
Add: Profit/(loss) during the year	663.47	462.88
Less: Appropriation		
Balance at the end of the year	1,242.81	579.34
Total	**1,996.47**	**579.40**

(i)The amount received in excess of the face value of equity shares issued by the Company is credited to the Securities Premium Reserve. This reserve can be utilized in accordance with the provisions of Section 52 of the Companies Act, 2013.

(ii)General Reserve represents the appropriation of accumulated profits by the Company. It is a free reserve and can be utilized for any purpose as approved by the Board/Shareholders, subject to the provisions of the Companies Act, 2013.Liablities no longer payable have been transfered to

5 Long term borrowings

(Rs in lakhs)

Particulars	31 March 2025	31 March 2024
Secured Term loans from banks	17.32	37.38
Unsecured Term loans from banks	-	46.43
Total	**17.32**	**83.81**

Particulars of Long term Borrowings

Name of Lender/Type of Loan	Nature of Security	Rate of Interest	Monthly Installments	No of Installment
Hdfc Gecl A/c.86670780	Stock & Debtors	8.99%	189052	55

6 Long term provisions

(Rs in lakhs)

Particulars	31 March 2025	31 March 2024
Others		
-Provision for Gratuity	5.00	3.25
Total	**5.00**	**3.25**

7 Short term borrowings

(Rs in lakhs)

Particulars	31 March 2025	31 March 2024
Current maturities of long-term debt	65.56	68.06
Secured Loans repayable on demand from banks	2,110.18	1,728.55
Unsecured Loans and advances from related parties	88.41	662.55
Total	**2,264.15**	**2,459.16**

Particulars of Short term Borrowings

Name of Lender/Type of Loan	Rate of Interest	Nature of Security
HDFC Bank CC	8.99%	Hypothecation of Peanut & Peanut Butter, Debtors, Export Stock,
HDFC GECL-41	9.25%	Hypothecation of Peanut & Peanut Butter, Debtors, Export Stock,
HDFC GECL-80	8.99%	Hypothecation of Peanut & Peanut Butter, Debtors, Export Stock,

The cash credit facility as provided by HDFC Bank, is secured by hypothecation of Peanut & Peanut Butter, Debtors, Export Stock, Export Debtors and Collateral Security of Personal guarantee of Sigma Cold, Jayeshkumar Indubhai Thakar, Mayaben Vinodbhai Thakar, Mahesh Vinodbhai Thakar, Hetal Vinodbhai Thakar, Umeshbhai Kantilal Sheth, Rajnikant Indubhai Thakar, Chintan Rajnikant Thakar and Parth Umeshkumar .

The cash credit facility is also secured by Collateral Security of properties , INDUSTRIAL PROPERTY R S NO 276/1 POFF BHAVNAGAR ROADOPP HP PETROL PUMP364290OTHA , RESIDENTIAL FLATS FLAT NO 101, 102, 201, 202,PLOT NO 6/1 & 6/2,SHANTI FLATS,364290KUMBHARWADA, RESIDENTIAL GROUND FLOORBEHIND LATI BAZARANAND BHUVAN364290HAVELI STREET, RESIDENTIAL PROPERTY SECOND FLOORBEHIND LATI BAZARANAND BHUVAN364290NEAR HAVELI STREET, RESIDENTIAL PROPERTY FISRT FLOORBEHIND LATI BAZARANAND BHUVAN364290NEAR HAVELI STREET, RESIDENTIAL FLAT FLAT NO 101,PARSURAM CHOWKVINASARANGI,364290NR GANDHI BAUG, INDUSTRIAL PLOT PLOT NO. 1 AND 2BESIDE MOTHER VACANT LAND NUTRI FOODS PVT LTDOPP OTHA PETROL PUMP364290NEAR H P PETROL PUMP and COLD STORAGE R SNO 214 P 4BEHIND MEENA 34,200,000.00 HOTELRANPADRA364295RANPADRA.

8 Trade payables

(Rs in lakhs)

Particulars	31 March 2025	31 March 2024
Due to Micro and Small Enterprises	1,871.49	826.83
Due to others	221.05	115.26
Total	**2,092.54**	**942.09**

8.1 Trade Payable ageing schedule as at 31 March 2025

(Rs in lakhs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	1,871.49	-	-	-	1,871.49
Others	221.05	-	-	-	221.05
Disputed dues- MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-
Sub total					**2,092.53**
MSME - Undue	-	-	-	-	
Others - Undue	-	-	-	-	
Total					**2,092.53**

8.2 Trade Payable ageing schedule as at 31 March 2024

(Rs in lakhs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	826.83	-	-	-	826.83
Others	115.26	-	-	-	115.26
Disputed dues- MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-
Sub total					942.09
MSME - Undue	-	-	-	-	
Others - Undue	-	-	-	-	
Total					**942.09**

9 Other current liabilities

(Rs in lakhs)

Particulars	31 March 2025	31 March 2024
Statutory dues		
-GST Payable	-	35.14
-PF Payable	1.04	2.04
-PT Payable	0.31	0.55
-TDS Payable	15.45	14.60
Salaries and wages payable	16.54	9.84
Advances from customers	0.02	2.53
Director's Remuneration Payable	31.50	36.00
Independent Director Sitting Fees Payable	0.63	-
Other payables	9.13	9.28
Total	**74.62**	**109.98**

10 Short term provisions

(Rs in lakhs)

Particulars	31 March 2025	31 March 2024
Provision for income tax	136.25	148.86
Provision for others	9.09	12.24
Provision for Gratuity	0.20	0.12
Total	**145.54**	**161.22**

MOTHER NUTRI FOODS LIMITED

(Formerly Mother Nutri Foods Private Limited)

(CIN: U51909GJ2022PLC128485)

Notes forming part of the Financial Statements

11 **Property, Plant and Equipment**

(Rs in lakhs)

Name of Assets	Gross Block				Depreciation and Amortization				Net Block	Net Block
	As on 01-Apr-24	Addition	Deduction	As on 31-Mar-25	As on 01-Apr-24	for the year	Deduction	As on 31-Mar-25	As on 31-Mar-25	As on 31-Mar-24
(i) Property, Plant and Equipment										
Furniture & Fixtures	14.67	0.69	-	15.36	3.19	1.93	-	5.12	10.23	11.48
Computer	3.17	0.74	-	3.91	1.67	1.09		2.76	1.15	1.50
Building & Construction	250.58	0.96	-	251.54	47.47	20.29		67.76	183.78	203.11
Land	37.29	-	-	37.29	-	-		-	37.29	37.29
Other Asset	9.91	-	-	9.91	1.88	0.94		2.82	7.09	8.03
Plant & Machinery	240.76	1.25	0.12	241.89	72.12	36.95		109.07	132.83	168.64
Total	556.38	3.64	0.12	559.90	126.34	61.20	-	187.54	372.36	430.05
Previous Year	552.68	3.97		556.65	63.33	63.28		126.61	430.04	489.36

(ii) Intangible Assets										
Website	1.29			1.29	0.53	0.16		0.70	0.60	0.76
Total	1.29	-	-	1.29	0.53	0.16	-	0.70	0.60	0.76
Previous Year	1.02	-	1.02	1.02	-	0.27	-	0.27	0.76	1.02

MOTHER NUTRI FOODS LIMITED
(Formerly Mother Nutri Foods Private Limited)
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Notes forming part of the Financial Statements

12 Deferred tax assets net

(Rs in lakhs)

Particulars	31 March 2025	31 March 2024
Deferred Tax Asset (Net)	6.26	2.46
Total	**6.26**	**2.46**

12.1 Significant Components of Deferred Tax

(Rs in lakhs)

Particulars	31 March 2025	31 March 2024
Deferred Tax Asset		
Expenses provided but allowable in Income tax on Payment basis	4.36	1.43
Gross Deferred Tax Asset (A)	**4.36**	**1.43**
Deferred Tax Liability		
Difference between book depreciation and tax depreciation	(1.90)	(1.03)
Gross Deferred Tax Liability (B)	**(1.90)**	**(1.03)**
Net Deferred Tax Asset (A)-(B)	**6.26**	**2.46**

12.2 Significant components of Deferred Tax charged during the year

(Rs in lakhs)

Particulars	31 March 2025	31 March 2024
Expenses provided but allowable in Income tax on Payment basis	(4.36)	(1.43)
Reversal of Deferred Tax Liability	2.46	(0.26)
Difference between book depreciation and tax depreciation	(1.90)	(1.03)
Total	**(3.80)**	**(2.72)**

13 Other non current assets

(Rs in lakhs)

Particulars	31 March 2025	31 March 2024
Security Deposits	17.85	17.81
Bank Deposit having maturity of greater than 12 months		
-FD Investment	12.13	12.13
Other non current Asset	7.97	0.09
Total	**37.95**	**30.03**

14 Inventories

(Rs in lakhs)

Particulars	31 March 2025	31 March 2024
Raw materials	360.52	795.21
Finished goods	2,360.93	1,466.98
Packing Material	458.35	327.21
Total	**3,179.80**	**2,589.40**

15 Trade receivables

(Rs in lakhs)

Particulars	31 March 2025	31 March 2024
Unsecured considered good	3,069.15	1,533.21
Total	**3,069.15**	**1,533.21**

15.1 Trade Receivables ageing schedule as at 31 March 2025

(Rs in lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables- considered good	3,069.15	-	-	-	-	3,069.15
Undisputed Trade Receivables- considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables considered good	-	-	-	-	-	-
Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
Sub total						**3,069.15**
Undue - considered good	-	-	-	-	-	
Total						**3,069.15**

15.2 Trade Receivables ageing schedule as at 31 March 2024

(Rs in lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables- considered good	1,533.21	-	-	-	-	1,533.21
Undisputed Trade Receivables- considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables considered good	-	-	-	-	-	-
Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
Sub total						**1,533.21**
Undue - considered good	-	-	-	-	-	
Total						**1,533.21**

16 Cash and cash equivalents

(Rs in lakhs)

Particulars	31 March 2025	31 March 2024
Cash on hand	3.19	1.81
Balances with banks in current accounts	0.08	0.10
Total	**3.27**	**1.91**

17 Short term loans and advances

(Rs in lakhs)

Particulars	31 March 2025	31 March 2024
Loans and advances to related parties	1.27	168.88
Advances to suppliers	341.63	0.58
Balances with Government Authorities		
-GST Receivable	57.89	-
-TCS Receivable	0.81	0.35
-TDS Receivable	5.12	5.32
Unsecured Loans & Advances	6.30	21.63
Total	**413.02**	**196.76**

18 Other current assets

(Rs in lakhs)

Particulars	31 March 2025	31 March 2024
Prepaid Insurance Expenses	3.23	-
Total	**3.23**	**-**

19 Revenue from operations

(Rs in lakhs)

Particulars	31 March 2025	31 March 2024
Sale of products	9,024.31	8,091.60
Total	**9,024.31**	**8,091.60**

20 Other Income

(Rs in lakhs)

Particulars	31 March 2025	31 March 2024
Dutydrawback	4.35	4.03
Export- Exhibition Refund	2.43	-
Foreign Exchange Gain/Loss	15.43	7.42
Total	**22.21**	**11.45**

21 Cost of Material Consumed

(Rs in lakhs)

Particulars	31 March 2025	31 March 2024
Raw Material Consumed		
Opening stock	795.21	892.00
Purchases	6,730.26	5,582.70
Less: Closing stock	360.52	795.21
Total	**7,164.95**	**5,679.49**
Packing Material Consumed		
Opening stock	327.21	654.16
Purchases	967.14	951.24
Less: Closing stock	458.35	327.21
Total	**836.00**	**1,278.19**
Total	**8,000.95**	**6,957.68**

22 Change in Inventories of work in progress and finished goods

(Rs in lakhs)

Particulars	31 March 2025	31 March 2024
Opening Inventories		
Finished Goods	1,466.98	866.64
Less: Closing Inventories		
Finished Goods	2,360.93	1,466.98
Total	**(893.95)**	**(600.33)**

23 Employee benefit expenses

(Rs in lakhs)

Particulars	31 March 2025	31 March 2024
Salaries and wages	271.65	287.40
Staff welfare expenses	42.24	12.00
Director's Remuneration	13.50	27.00
Gratuity expense	1.82	3.38
Professional Tax	1.39	0.55
Provident Fund	0.99	2.04
Total	**331.59**	**332.37**

24 Finance costs

(Rs in lakhs)

Particulars	31 March 2025	31 March 2024
Interest expense	205.28	178.57
Other borrowing costs	0.13	14.09
Bank Charges	6.38	1.18
Total	**211.79**	**193.84**

25 Depreciation and amortization expenses

(Rs in lakhs)

Particulars	31 March 2025	31 March 2024
Depreciation on property, plant and equipment	61.36	63.54
Total	**61.36**	**63.54**

26 Other expenses

(Rs in lakhs)

Particulars	31 March 2025	31 March 2024
Auditors' Remuneration	3.40	4.80
Advertisement	0.49	3.73
Commission	42.75	4.20
Consumption of stores and spare parts	2.88	4.10
Direct expenses	15.45	29.20
Insurance	1.48	6.63
Power and fuel	103.56	97.89
Professional fees	30.66	12.89
Repairs to machinery	24.45	8.31
Website Expense	0.88	-
Others Expense	14.93	15.61
Telephone expenses	1.31	0.94
Travelling Expenses	13.66	20.97
Miscellaneous expenses	1.00	1.05
Interest on GST	-	164.88
Cold Storage Services	52.50	-
Discount	20.17	0.17
Donation Expense	10.71	1.12
Exhibition Expense	35.29	8.03
Freight & Forwarding	77.07	55.98
Import & Export Expenses	67.51	74.94
Independent Director Sitting Fees	0.63	-
Interest & Penalty on Income Tax	-	5.38
Interest & Penalty on TDS/TCS	0.73	8.39
Postage & Courier	9.36	5.76
Printing & Stationery	12.85	7.18
Stamp Duty	4.90	-
Transportation Exp	12.01	15.15
Total	**560.63**	**557.30**

27 Tax Expenses

(Rs in lakhs)

Particulars	31 March 2025	31 March 2024
Current Tax	134.43	112.24
Deferred Tax	(3.80)	(2.71)
Prior Period Taxes	(19.95)	26.24
Total	**110.68**	**135.77**

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28 Earning per share

(Rs in lakhs)

Particulars	31 March 2025	31 March 2024
Profit attributable to equity shareholders (Rs in lakhs)	663.47	462.88
Weighted average number of Equity Shares	91,52,055	89,13,420
Earnings per share basic (Rs)	7.25	5.19
Earnings per share diluted (Rs)	7.25	5.19
Face value per equity share (Rs)	10	10

29 Auditors' Remuneration

(Rs in lakhs)

Particulars	31 March 2025	31 March 2024
Payments to auditor as		
- Auditor	2.80	4.20
- for taxation matters	0.60	0.60
- for company law matters	3.00	-
Total	**7.10**	**4.80**

30 Related Party Disclosure

(i) List of Related Parties

	Relationship
Sigma Cold	Director's Partnership Firm (Cold Storage Service)
Sigma Foods	Director's Partnership Firm
Mother Nutri Foods	Director's Partnership Firm
Chintan Thakar	Managing Director
Parth Sheth	SMP
Umesh Kantilal Sheth	Whole time director
Rajnibhai Thakar	Director
Naynaben Rajnibhai Thakar	Relative of Director
Vandanben Sheth	Relative of Director
Dharmesh Rajnikant Thakar	Relative of Director
P2B Foods Private Limited	Private Company in which Company's directors are directors
Soparia Hotel Private Limited	Private Company in which Company's directors are directors
Richa Kachhawaha	CS
Kaushik Mehta	Independent Director
Ketan Kumar Mehta	Independent Director
Anup Patel	CFO
Tanvi Patel	Independent Director

(ii) Related Party Transactions

(Rs in lakhs)

Particulars	Relationship	31 March 2025	31 March 2024
Loan & Advances Taken			
- Sigma Cold	Director's Partnership Firm (Cold Storage Service	55.78	24.28
- Sigma Foods	Director's Partnership Firm	1.50	152.20
- Mother Nutri Foods	Director's Partnership Firm	1,785.78	1,934.92
- Naynaben Rajnibhai Thakar	Relative of Director	39.00	-
Loan & Advances Given			
- Sigma Cold	Director's Partnership Firm (Cold Storage Service	-	27.90
- Sigma Foods	Director's Partnership Firm	-	46.70
- Mother Nutri Foods	Director's Partnership Firm	1,785.78	1,935.10
- Dharmesh Rajnikant Thakar	Relative of Director	10.10	2.50
Unsecured Loan Repaid			
- Chintan Thakar	Managing Director	156.80	114.69
- Umesh Kantilal Sheth	Whole time director	89.50	106.69
- Rajnibhai Thakar	Director	254.25	-
- Parth Sheth	SMP	3.00	-
Remuneration			
- Chintan Thakar	Managing Director	4.50	4.50
- Parth Sheth	SMP	-	4.50
- Umesh Kantilal Sheth	Whole time director	4.50	4.50
- Rajnibhai Thakar	Director	4.50	4.50
- Naynaben Rajnibhai Thakar	Relative of Director	-	4.50
- Vandanben Sheth	Relative of Director	-	4.50
Other Expenses			
- Chintan Thakar	Managing Director	26.81	4.35
- Vandanben Sheth	Relative of Director	86.00	52.61
Unsecured Loan Taken			
- Umesh Kantilal Sheth	Whole time director	28.00	39.31
- Rajnibhai Thakar	Director	112.00	33.31
- Chintan Thakar	Managing Director	112.00	-
Independent Director Fees			
- Kaushik Mehta	Independent Director	0.14	-
- Ketan Kumar Mehta	Independent Director	0.14	-
- Tanvi Patel	Independent Director	0.35	-
CFO Salary			
- Anup Patel	CFO	1.01	-
CS Salary			
- Richa Kachhawaha	CS	1.76	-
Cold Storage			
- Sigma Cold	Director's Partnership Firm (Cold Storage Service	61.95	-

(iii) Related Party Balances

(Rs in lakhs)

Particulars	Relationship	31 March 2025	31 March 2024
Short Term loans & Advance			
- Sigma Cold	Director's Partnership Firm (Cold Storage Service	1.05	119.53
- Sigma Foods	Director's Partnership Firm	-	1.64
- Mother Nutri Foods	Director's Partnership Firm	-	-
- Naynaben Rajnibhai Thakar	Relative of Director	-	39.00
- Dharmesh Rajnikant Thakar	Relative of Director	-	8.50
- P2B Foods Private Limited	Private Company in which Company's directors a	0.22	0.22
Unsecured Loan			
- Chintan Thakar	Managing Director	44.39	87.29
- Parth Sheth	SMP	9.92	96.42
- Umesh Kantilal Sheth	Whole time director	20.67	242.42
- Rajnibhai Thakar	Director	13.42	236.42
Remuneration Payable			
- Chintan Thakar	Managing Director	4.50	4.50
- Parth Sheth	SMP	-	4.50
- Umesh Kantilal Sheth	Whole time director	4.50	4.50
- Rajnibhai Thakar	Director	4.50	4.50
- Naynaben Rajnibhai Thakar	Relative of Director	9.00	9.00
- Vandanben Sheth	Relative of Director	9.00	9.00
Other Payables			
- Vandanben Sheth	Relative of Director	0.40	2.25
- Chintan Thakar	Managing Director	8.73	-
Independent Director Fees			
- Kaushik Mehta	Independent Director	0.14	-
- Ketan Kumar Mehta	Independent Director	0.14	-
- Tanvi Patel	Independent Director	0.35	-
CFO Salary			
- Anup Patel	CFO	1.01	-
CS			
- Richa Kachhawaha	CS	0.18	-

32 Security of Current Assets Against Borrowings

Reconciliation between Current Assets as per Quarterly statement filed with Bank and Current Asset as per Books of Account

(Rs in lakhs)

Particulars	Jun, 2024	Sept, 2024	Dec, 2024	Mar, 2025
Current Assets as per Quarterly Return filed with Bank	2,863.00	3,206.00	3,122.00	3,461.00
Less:				
Valuation Difference	(652.86)	(535.14)	(594.26)	(989.40)
Current Assets as per Books of Account	**3,515.86**	**3,741.14**	**3,716.26**	**4,450.40**

33 Ratio Analysis

Particulars	Numerator/Denominator	31 March 2025	31 March 2024	Change in %
(a) Current Ratio	Current Assets / Current Liabilities	1.46	1.18	23.82%
(b) Debt-Equity Ratio	Total Debts / Shareholder's Equity	0.92	2.48	-63.01%
(c) Debt Service Coverage Ratio	Earning available for Debt Service / Debt Service	5.07	4.71	7.68%
(d) Return on Equity Ratio	Profit after Tax / Average Shareholder's Equity	37.79%	58.32%	-35.21%
(e) Inventory turnover ratio	Total Turnover / Average Inventories	3.13	3.24	-3.30%
(f) Trade receivables turnover ratio	Total Turnover / Average Trade Receivable	3.92	6.20	-36.73%
(g) Trade payables turnover ratio	Total Purchases / Average Trade Payable	5.07	5.89	-13.84%
(h) Net capital turnover ratio	Total Turnover / Closing Working Capital	4.31	12.47	-65.40%
(i) Net profit ratio	Net Profit / Total Turnover	7.35%	5.72%	28.52%
(j) Return on Capital employed	Earning before interest and taxes / Capital Employed	20.68%	22.21%	-6.90%
(k) Return on investment	Return on Investment / Total Investment	0.00%	0.00%	

34 Registration of Charge

The company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

35 Undisclosed Income

The company has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the years in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961), unless there is immunity for disclosure under any scheme.

36 Subsequent Events

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed. Hence, there were no events occurred after the balance sheet date.

37 Regrouping

Previous years figures have been regrouped/reclassified wherever considered necessary to make them comparable with those of the current year.

38 CSR Expenditure

(Rs in lakhs)

Particulars	31 March 2025	31 March 2024
Amount required to be spent by the company during the year	7.55	-
Amount of expenditure incurred	7.55	-

39 Utilisation of Borrowed funds and share premium:

The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:
(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

40 Segment reporting

Company is in only one segment, hence Segment Reporting as per AS-17 is not applicable on the company.

41 Title deed of immovable property not held in the name of company

The company does not hold any title deeds of immovable property in its name.

42 Benami property

The company does not have any Benami property, where any proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions

43 Wilful defaulter

The company is not declared as wilful defaulter by any bank or financial Institution or other lender.

44 Transactions with struck off companies

The company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013.

45 Scheme of Arrangements

There is no Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

40 Revaluation of PPE and Intangible assets

The company has not revalued its Property, Plant and Equipment and Intangible asstes during the reporting periods. The disclose as to whether the revaluation is based on the valuation by a registered valuer as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017 is not applicable.

41 Audit Trails and Backup of Books and papers

The company has not used accounting software for maintaining its books of accounts for the financial period ended March 31, 2025 which has a feature of recording audit trail (Edit Log) facility. The company has not operated the said facility.

42 Loans and Advances given to Related Parties

(Rs in lakhs)

Type of Borrower	31-Mar-25		31 March 2024	
	Amount outstanding	**% of Total**	**Amount outstanding**	**% of Total**
Related Parties	1.27	100.00%	168.88	100.00%
Total	**1.27**	**100.00%**	**168.88**	**100.00%**

43 Regrouping/Reclassification

Previous year's figures have been regrouped/rearranged wherever necessary to make them comparable with current year figures.

44 Trade Receivables, Trade Payables, Borrowings, Loans & Advances and Deposits

Balances of Trade Receivables, Trade Payables are subject to confirmation.

45 Capital Work-in-Progress Ageing Schedule

As there is no Capital-work-in progress as on balance sheet dates, disclosure/ reporting with respect to ageing of the same is not applicable during the periods under consideration.

46 Intangible Assets under Development Ageing Schedule

As there are no Intangible assets under development as on balance sheet dates, disclosure/ reporting with respect to ageing of the same is not applicable during the periods under consideration.

47 Lease

The Company does not have any leasing arrangements, and accordingly, no disclosures are required under AS 19 Leases.

48 Disclosure pertaining to 'details of crypto currency or virtual currency'

The company has not traded or invested in Crypto currency or Virtual Currency during the reporting periods.

49 Compliance with number of layers of companies

The Company does not have any subsidiaries therefore disclosure of compliance with number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable.

See accompanying notes to the financial statements

As per our report of even date

For RATAN CHANDAK & CO LLP

Chartered Accountants

Firm's Registration No. 108696W/W101028

JAGADISH LAXMAN SATE
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Date: 2025.08.14 20:40:40 +05'30'

CA Jagadish Sate

Partner

Membership No. 182935

UDIN: 25182935BMIIEJ6121

Place: Navi Mumbai

Date: 14 August 2025

For and on behalf of the Board of
MOTHER NUTRI FOODS LIMITED

CHINTAN RAJNIKANT THAKAR
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Date: 2025.08.14 15:59:10 +05'30'

Chintan Thakar

MD

DIN: 09346153

UMESHBHAI KANTILAL SHETH
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Date: 2025.08.14 16:40:51 +05'30'

UmeshBhai Sheth

WTD

DIN: 02644842

ANUP GOPALDAS PATEL
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Date: 2025.08.14 19:10:13 +05'30'

Anup Patel

CFO

Richa Kachhawaha
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Richa Kachhawaha

CS

MRN: A62495

Place: Mahuva

Date: 14 August 2025