



August 31, 2026

To,
The Manager
Department of Corporate Services (DCS-Listing)
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai- 400001
Script Code: 531717

To,
The Manger
Listing Compliance
National Stock Exchange India Limited,
Exchange Plaza, Plot No. C/1, G-Block,
Bandra-Kurla Complex,
Bandra (East), Mumbai- 400051
Trading Symbol: VIDHIING

Dear Sir/Madam,

Subject: Annual Report for FY 2025-26 under Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations).

This has reference to our letter dated July 29, 2026, wherein the Company had informed that the 33rd Annual General Meeting ('AGM') of the Company will be held on Thursday, September 24, 2026 at 03:30 p.m. through Video Conferencing ('VC')/ Other Audio-Visual Means (OAVM).

Pursuant to Regulation 34(1) of the SEBI Listing Regulations, enclosed is the Annual Report of the Company containing Notice of 33rd AGM and other Statutory Reports for the Financial Year 2025-26. The Annual Report is being sent through electronic mode to those Member(s) whose e-mail addresses are registered with the Company/Registrar and Transfer Agent/Depositories. Further in accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, the Company is also sending a letter to those Members(s) who have not registered their e-mail addresses with the Company, Registrar and Transfer Agent/Depositories providing the web-link from where the Annual Report 2025-26 can be accessed on the Company's website.

The Annual Report for FY 2025-26 is also uploaded on the Company's website and can be accessed at <https://vidhifoodcolors.com/wp-content/uploads/2026/08/33rd-Annual-Report-2025-26.pdf>

Thanking you.

Yours faithfully,
For **Vidhi Specialty Food Colors Limited**

ANUPAM Digitally signed
by ANUPAM
JITENDRA VYAS
Date: 2026.08.31
14:55:09 +05'30'

Anupam J Vyas
Company Secretary & Compliance Officer
Membership No.: A60464
Email: Vsfilcs@vidhifoodcolors.com
Enc. As above

Vidhi Specialty Food Ingredients Limited.

E/27/28/29, Commerce Centre, 78, Tardeo Road, Mumbai - 400034, India.
58/B, M.I.D.C. Dhatav, Picha, Raigad, Maharashtra - 402116, India.
68, M.I.D.C. Dhatav, Picha, Raigad, Maharashtra - 402116, India.
Z/61 & Z/62, Dahej, SEZ, Vagra, Bharuch, Gujarat-392130, India.

+ 91 22 6140 6666

+ 91 22 2352 1960

www.vidhifoodcolors.com

L24110MH1994PLC076156

mitesh.manshi@vidhifoodcolors.com

COLOURS You Can Trust For Your Food.



 www.vidhifoodcolors.com

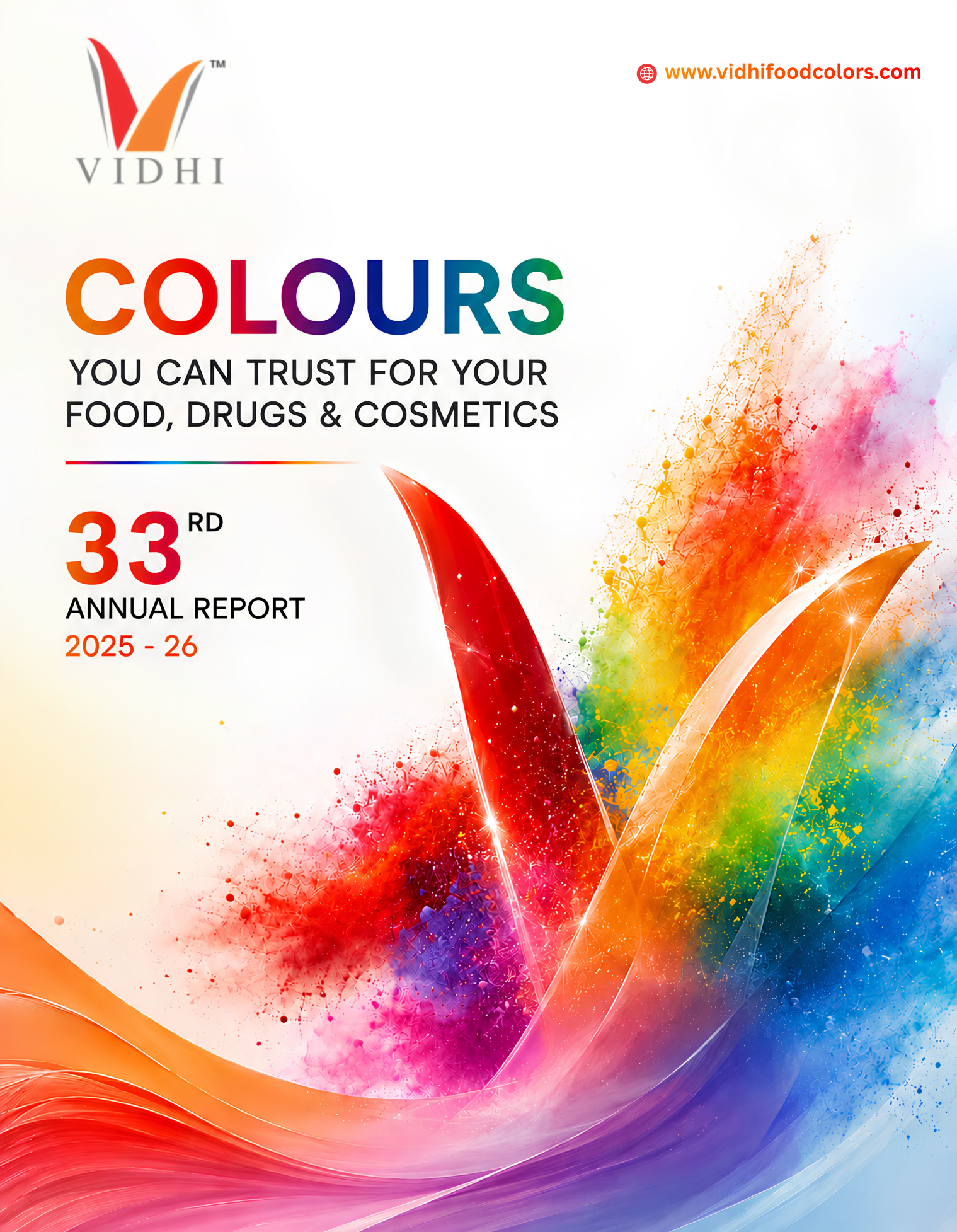
COLOURS

YOU CAN TRUST FOR YOUR
FOOD, DRUGS & COSMETICS

33RD

ANNUAL REPORT

2025 - 26

The background of the lower half of the page is a vibrant, abstract composition. It features large, flowing, translucent shapes in shades of red, orange, yellow, green, and blue, resembling liquid or smoke. These shapes are overlaid with a dense pattern of small, colorful dots and lines, creating a complex, network-like texture. The overall effect is one of dynamic energy and visual richness.

CORPORATE OVERVIEW

03-12

- 03 Financial Highlights & Performance
- 07 Performance Indicators
- 10 Board of Directors
- 12 Message from the Chairman and Managing Director

STATUTORY REPORTS

13-129

- 13 Notice of Annual General Meeting
- 30 Board's Report
- 58 Business Responsibility Substitutability Report
- 95 Report on Corporate Governance
- 123 Management Discussion and Analysis

STANDALONE FINANCIAL STATEMENTS

130-193

- 130 Independent Auditor's Report
- 144 Balance Sheet
- 145 Statement of Profit & Loss
- 146 Statement of Cash Flows
- 149 Notes forming part of the Financial Statement

CONSOLIDATED FINANCIAL STATEMENTS

194-256

- 194 Independent Auditor's Report
- 204 Balance Sheet
- 205 Statement of Profit & Loss
- 206 Statement of Cash Flows
- 209 Notes forming part of the Financial Statement



CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Bipin M. Manek (DIN: 00416441)
Chairman & Managing Director

Mr. Mihir B. Manek (DIN: 00650613)
Joint Managing Director

Mrs. Vidhi H. Parekh (DIN: 07584061)
Whole-time Director

Mrs. Pravina B. Manek (DIN: 00416533)
Non-Executive Director

Mr. Ashit K. Doshi (DIN: 08486679)
Independent Director

Ms. Jyoti S. Modi (DIN: 08699101)
Independent Director

Mrs. Pranali P. Govekar (DIN: 10727843)
Independent Director

Mr. Anil Udeshi (DIN: 08285657)
Independent Director

Mr. Chetan P. Bavishi (DIN: 01978410)
Additional Independent Director
w.e.f. 11.08.2026

CHIEF FINANCIAL OFFICER

Mr. Mitesh D. Manek

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Anupam J Vyas
w.e.f. 06.06.2025

STATUTORY AUDITORS

M/s. Bhuta Shah & Co LLP.
Chartered Accountants

SECRETARIAL AUDITORS

M/s. Hemanshu Kapadia & Associates
Practicing Company Secretaries

INTERNAL AUDITORS

M/s. Jayesh Kothari & Co.
Chartered Accountants

BANKERS

HDFC Bank

Bank of Baroda

REGISTRAR & SHARE TRANSFER AGENTS (R & TA):

MUFG Intime India Private Limited

(Formerly Link Intime India Private Limited)

C-101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai - 400 083.

Tel: 8108116767 Fax: 022- 4918 6060

Website: www.in.mpms.mufig.com

E-mail: investor.helpdesk@in.mpms.mufig.com

REGISTERED OFFICE:

Vidhi Specialty Food Ingredients Limited

CIN: L24110MH1994PLC076156

E/27, Commerce Centre,

78, Tardeo Road,

Mumbai – 400034

Tel: + 91 22 6140 6666

Fax: + 91 22 2352 1980

E-mail: mitesh.manek@vidhifoodcolors.com

Website: <https://vidhifoodcolors.com/>

CORPORATE OFFICE:

Vidhi Specialty Food Ingredients Limited

E/28 & 29, Commerce Centre,

78, Tardeo Road,

Mumbai – 400034

Tel: + 91 22 6140 6615

LOCATIONS OF PLANTS:

Factory I and II:

Plot No. 59/B & 68, M.I.D.C Dhatav - Roha,
Dist. Raigad, Maharashtra – 402 116

Factory III:

Plot No. Z/61 & Z/62, Dahej, SEZ Tal: Vagra Dist:
Bharuch, Gujrat-392130, India.

ABOUT US:

Established in 1994, Vidhi Specialty Food Ingredients Limited (Formerly known as 'Vidhi Dyestuffs Manufacturing Limited') ['Vidhi'] is a leading manufacturer of Superior Synthetic and Natural Food Grade Colours; providing customers with world class color solutions in applications of Foods & Beverages, Confectionaries, Pharmaceuticals, Feeds, Cosmetics, Inkjet Inks and Salt Free Colors. Our colors are being distributed and consumed in over 80 countries across 6 continents.

At Vidhi, we have a transcendental combination of highly experienced and young and dynamic force of qualified chemists dedicated towards partnering the efforts of our discerning customers in developing superior colour solutions for their products. A fully equipped & functional laboratory accredited by The Bureau of Indian Standards forms the core of Quality Control Department with dedicated R&D facility with a team of PhDs and qualified chemists. Our technical team works closely with the end user, right from the stage of envisioning the product to commercial production and after sales support. Stringent procedures and fail-safe methods of testing are adopted, right from the stage of sampling of all raw materials, in process checks at various stages of the reactions and thorough testing of all finished products is carried out by our team of highly qualified and trained chemists. We share up to date information and news developments, regarding regulatory procedures and new standards being implemented across all global markets thereby securing the interests of our valued customers.

Our company has two state-of-the-art manufacturing facilities, one located in the Dhatav village of Raigad district in Maharashtra and the recently commercialized Greenfield expansion in Dahej of Gujarat. This Greenfield expansion will enable Vidhi to address the growing demand supply gap and will result in increasing better realizations as the company forays into new high-margin products. Our manufacturing facilities are spread over an area of 1,76,000 square feet, located in Dhatav Village of Raigad District in the state of Maharashtra – India and and 1,08,250 square feet, located in Vagra Taluka in Bharuch District in the State of Gujrat – India. Today Vidhi is an ISO 9001:2000, ISO 22000:2005 and HACCP certified company. Vidhi is 1st Company in the field of manufacturing synthetic food colours in India to be awarded with ISO 9002 in the year of 2000. Our company continue to penetrate into newer geographies and add new customers across diversified end-user industries and further improve our wallet share from our existing customers. With the new greenfield expansion, vidhi has focus to enhance product portfolio and improve operational efficiencies and operating leverage. The board strives for a bright future for the company with overall growth and turnover, as well as profit through expansion of its production facility. Our Manufacturing facilities have been audited and found satisfactory by the U.S. FDA. All our products carry HALAL and Kosher certification. Vidhi is steadfastly working towards adoptions of standards like GFSI compliance.

PRODUCT PORTFOLIO

Synthetic Water Soluble Colours: (European Commission & JECFA Approved)

Available in microfine powder, fine plating grade powder & in granular forms.

Aluminum Lakes: (European Commission & JECFA Approved)

Food grade insoluble pigments available in microfine powder form.

FD&C Colours: (U. S. FDA Approved)

Available in microfine powder, fine plating grade powder as well as granular forms.

FD&C Lakes: (U. S. FDA Approved)

Food grade insoluble pigments available in microfine powder form.

D&C Colours: (U. S. FDA Approved)

Available in microfine powder for drug & cosmetic applications.

Blends: (European Commission, JECFA & U. S. FDA Approved)

Useful for acquiring any desired shade.

Co-Blended Lakes & Co-Blended Granules: (European Commission, JECFA & U. S. FDA Approved)

To achieve custom blended shades.

Natural Colours: (European Commission, JECFA & U. S. FDA Approved)

Natural colour formulations tailor made to suit any product applications.

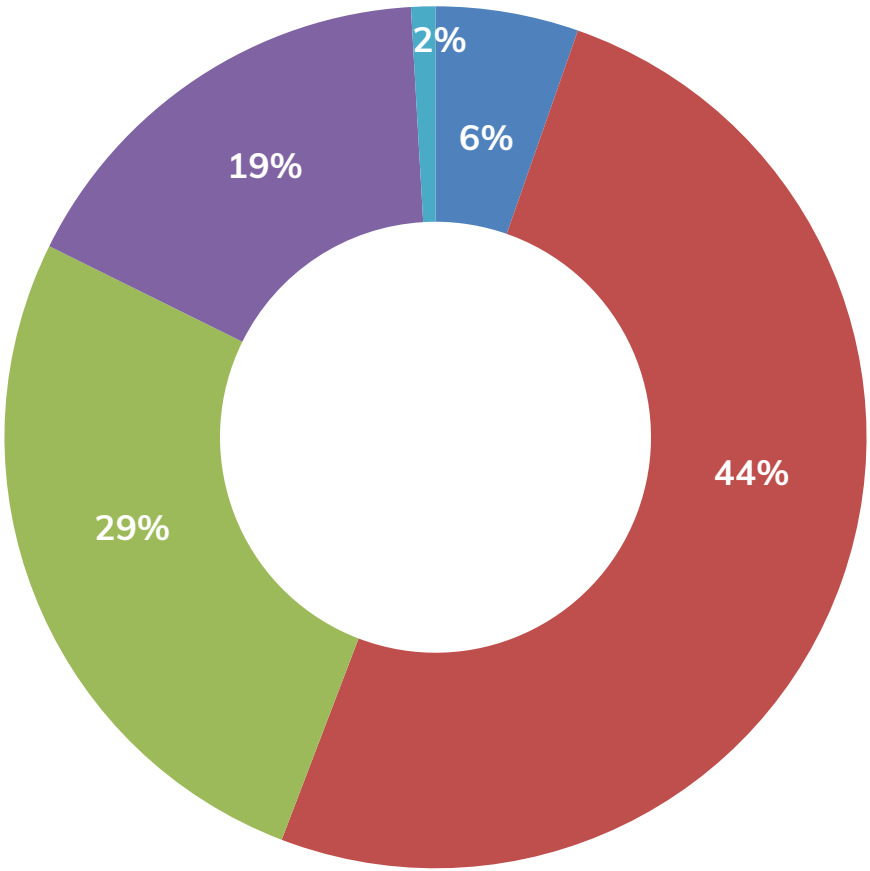
A TRULY GLOBAL FOOT PRINT



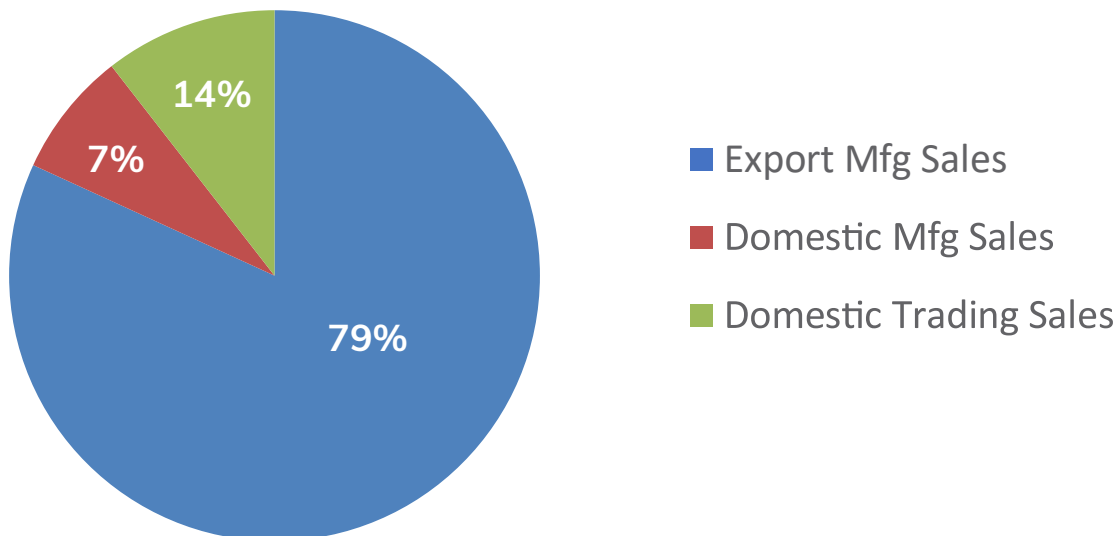
95.20% of all colours manufactured by VSFIL are exported globally.

Americas	Europe	Africa	Middle East
Argentina	Czech Republic	Egypt	Hongkong
Bolivia	France	Kenya	Iran
Brazil	Germany	South Africa	Singapore
Canada	Hungary	Uganda	Syria
Chile	Italy		UAE
Colombia	Malta		
Costarica	Morocco		
El Salvador	Republic of Poland		
Guatemala	Russian Federation		
Mexico	Spain		
Peru	The Netherlands		
Trinidad	Turkey		
USA	Ukraine		
URUGUAY	UK		
Venezuela			

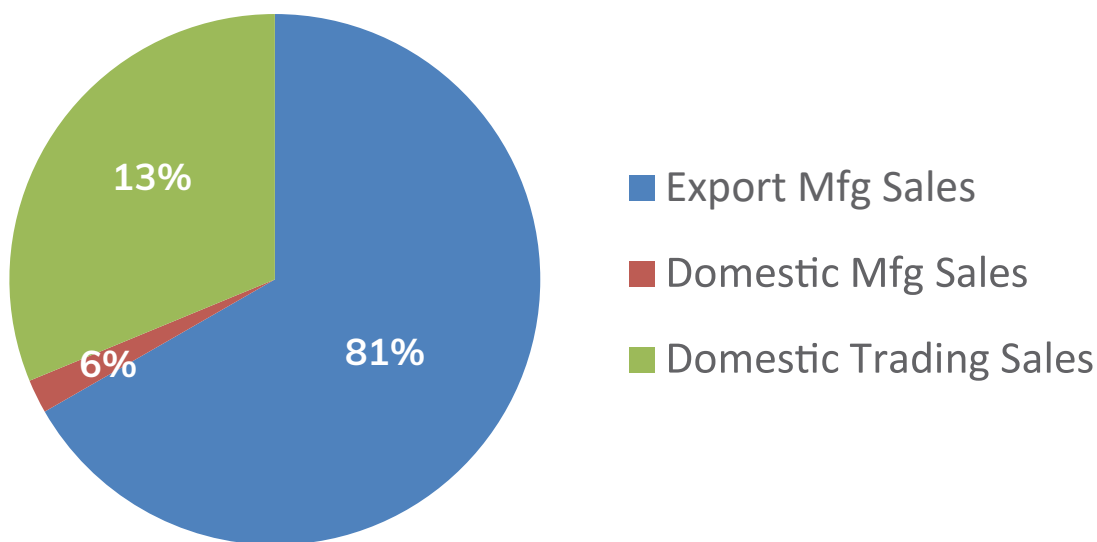
Continent Wise Break Up In Sales



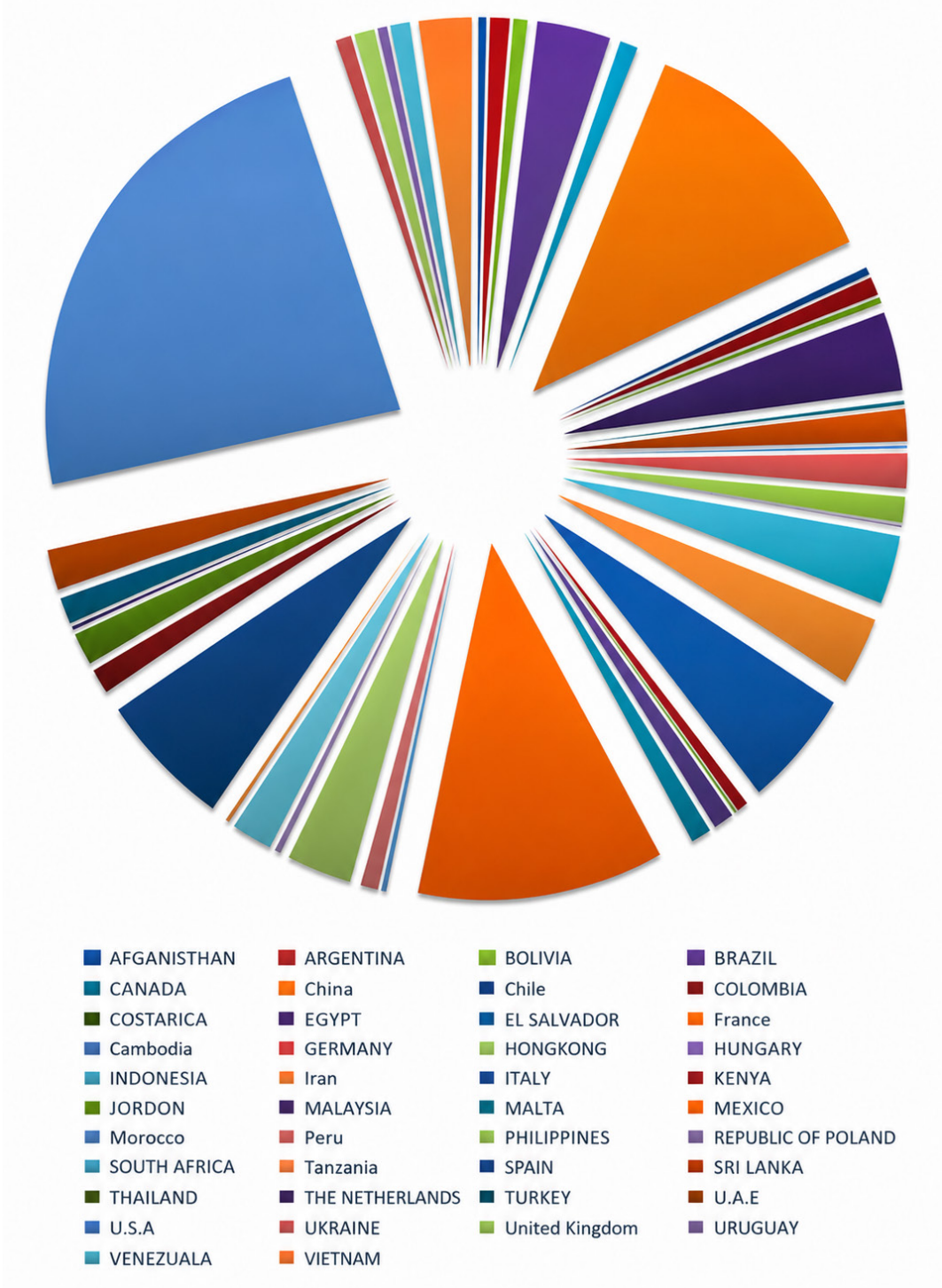
Sales 2026



Sales 2025

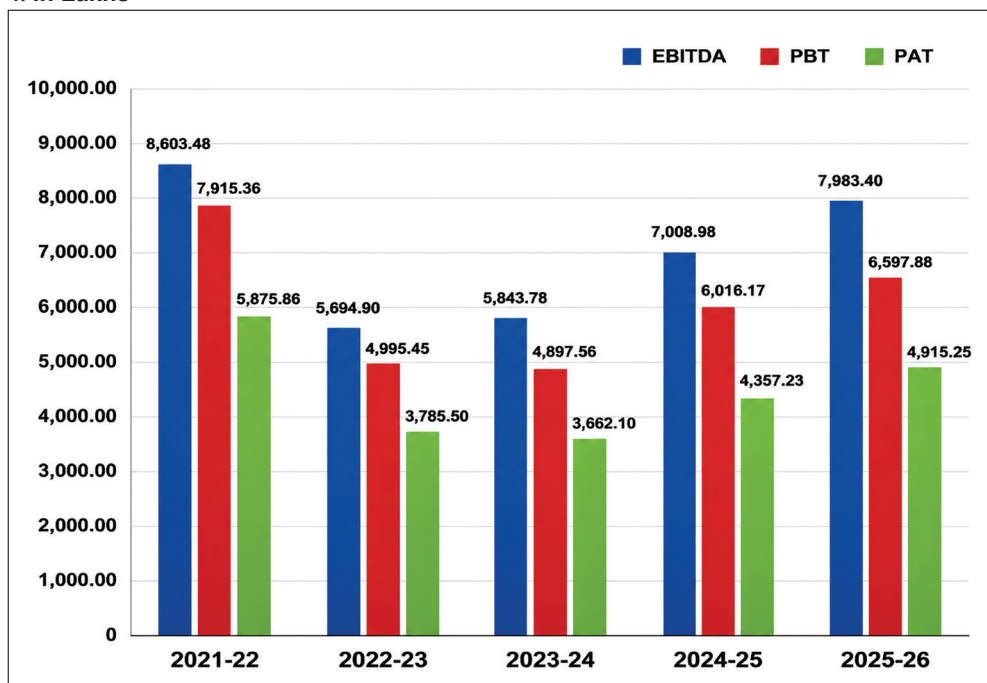


Country Wise Break Up In Sales

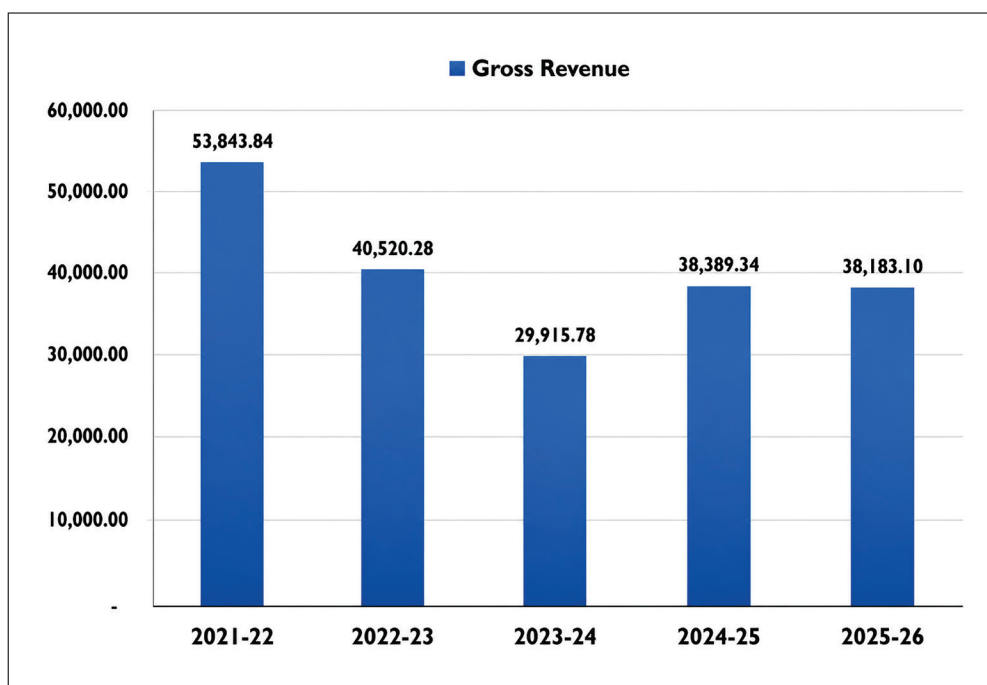


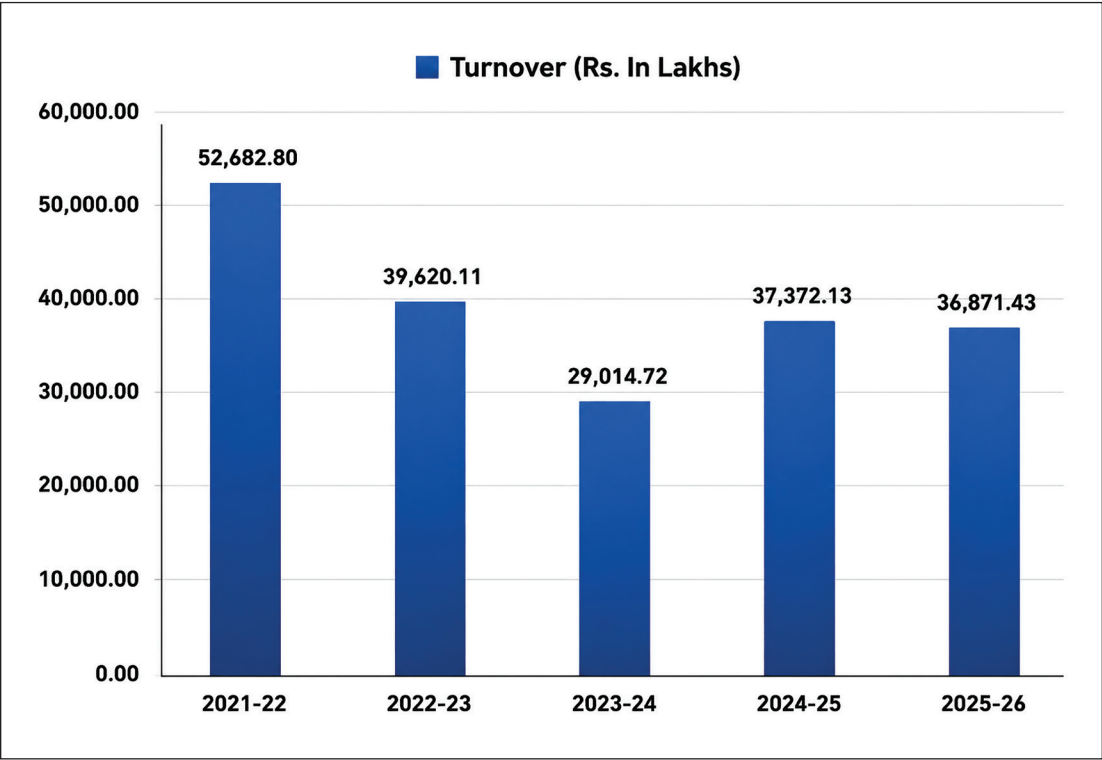
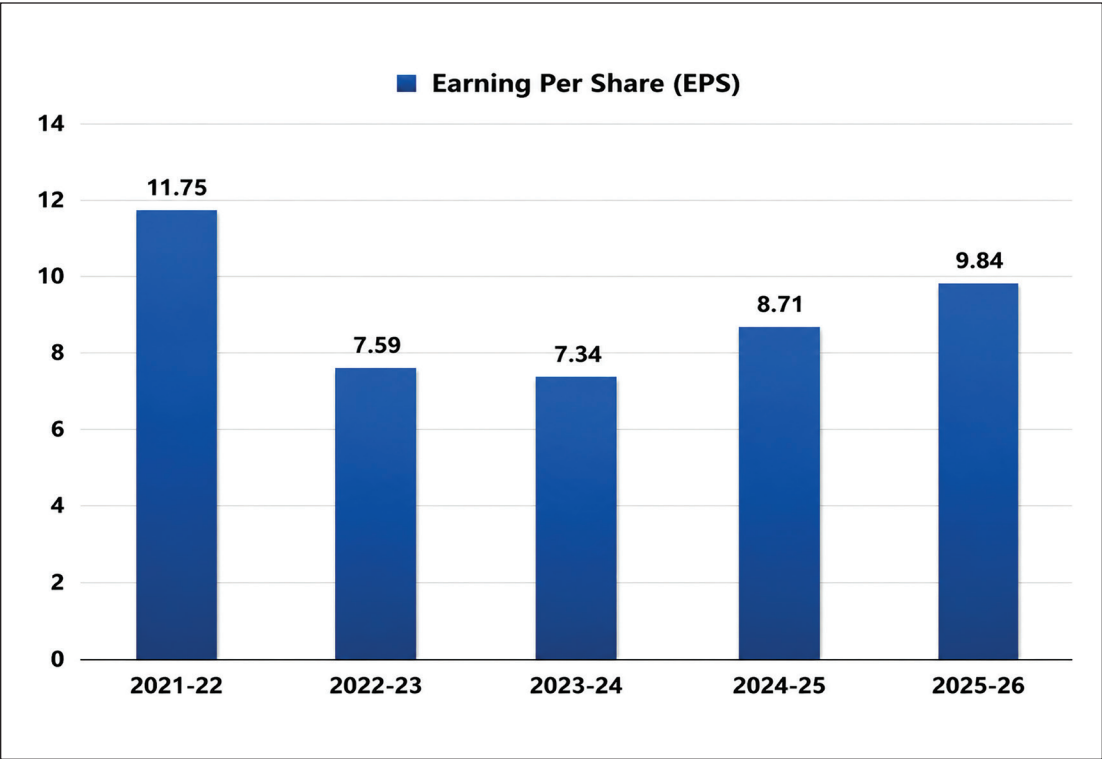
Key Performance Indicators

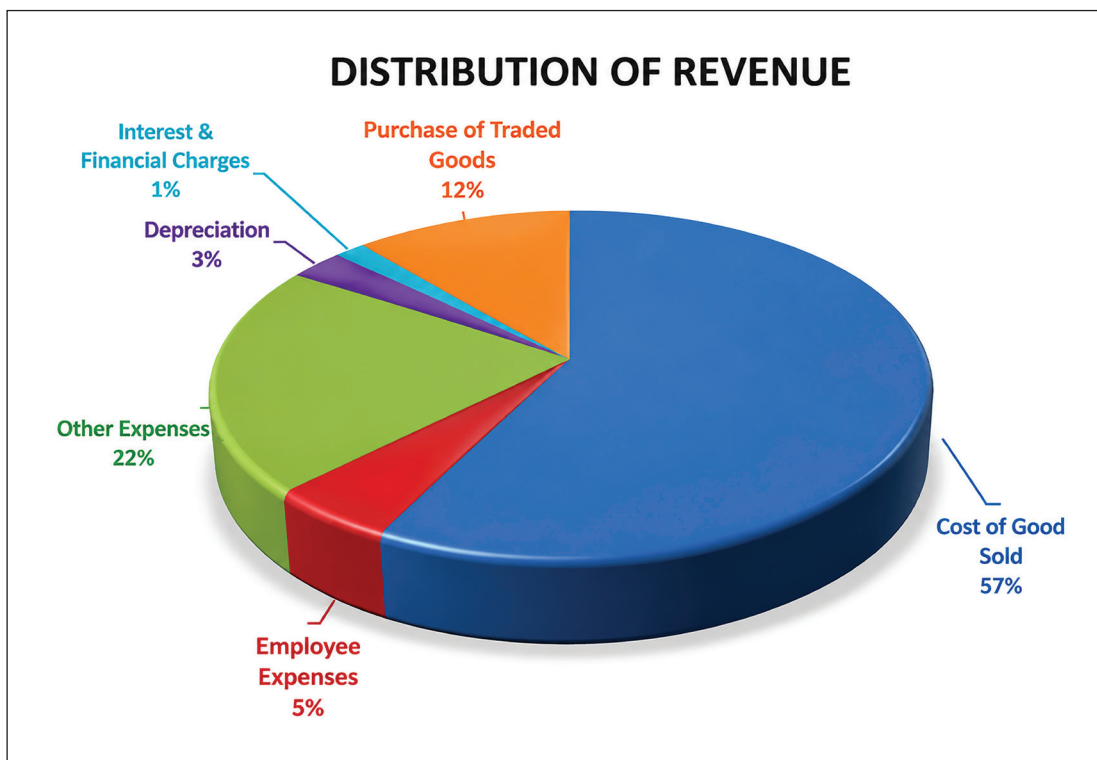
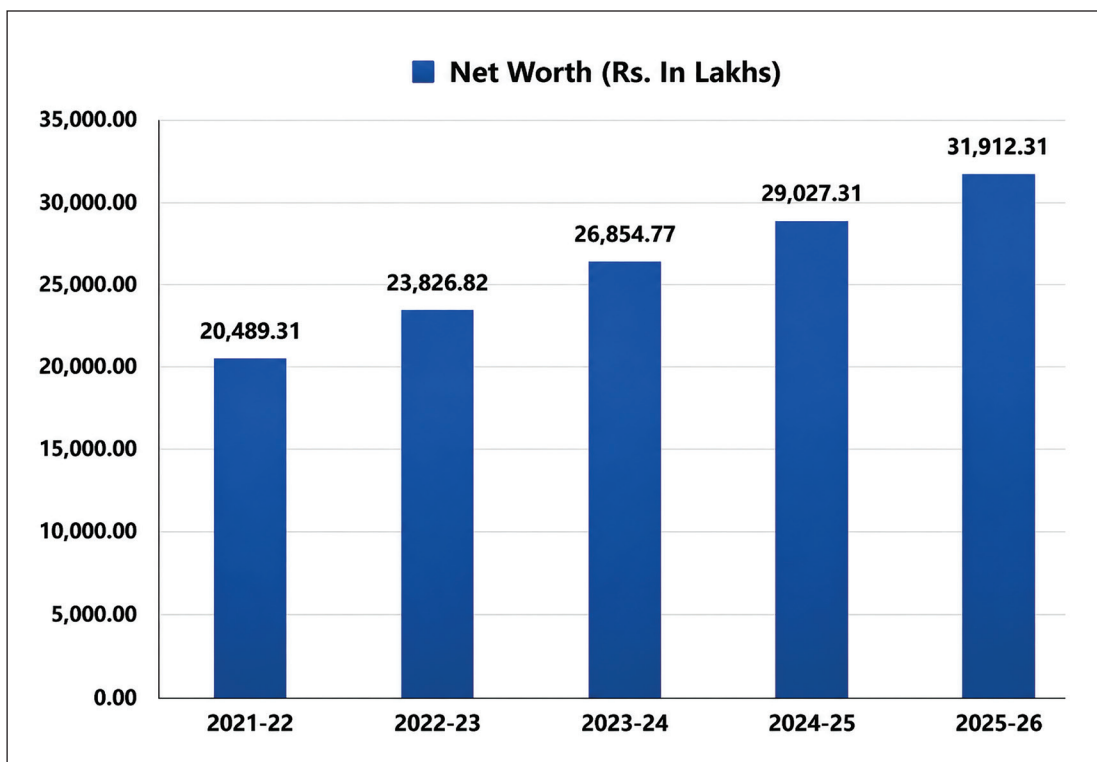
₹. In Lakhs



₹. In Lakhs







BOARD OF DIRECTORS



Mr. Bipin M. Manek
Executive Chairman & Managing Director

- One of the Promoters of the Company
- Actively associated with the Company since its inception
- Acknowledged as a thought leader in transforming the Company from a small food color manufacturing Company to the Asia's 2nd largest food color manufacturing Company
- Played a key role in bringing the Company to its present heights
- A Commerce Graduate
- Over 39 years of experience in the field of Imports & Exports in food colour industries and Business Management



Mrs. Pravina B. Manek
Woman Director Non-Executive

- One of the Promoters of the Company
- Associated with the Company since its inception
- An Arts Graduate from University of Mumbai
- Over 24 years of vast experience and expertise in food colour business



Mr. Mihir B. Manek
Executive Joint Managing Director

- A Science Graduate from University of Mumbai with a major in Industrial Chemistry
- Associated with the Company for more than 20 years
- Played a significant role in leading multiple initiatives to accelerate production and sales of the Company
- An experience and expertise in the business of procurement of imported raw materials and distribution of various chemicals for over 20 years



Mrs. Vidhi Harsh Parekh
Executive - Whole-time Director

- She is a Commerce Graduate.
- She has an experience of more than 19 years relating to handling work pertaining to the Directorate General of foreign trade viz. import licensing, export incentives, duty drawback etc.
- She has an experience of more than 19 years relating to handling work pertaining to Human Resources Development.



Mr. Ashit Doshi
Director Non-Executive & Independent

- A remisier in equity market since last 25 years
- Associated with Mansi Shares and Stock Advisors Private Limited as a remisier past 15 years
- Formerly associated with Setu Securities as a remisier for 10 years
- A SYBcom graduate
- He is acting as a Director in Nariman Investment Holdings Private Limited



Mrs. Jyoti S. Modi
Director Non-Executive & Independent

- An Arts Graduate and B.H.S.C. by qualification from Pune University
- Appointed on the Board of the Company w.e.f. March 19, 2020
- More than 8 Years of experience in food industry



Mrs. Pranali P. Govekar
Director Non-Executive & Independent

- She has done Bachelor's Degree in Biochemistry from University of Mumbai in 2007.
- Appointed on the Board of the Company w.e.f. August 08, 2024
- More than 18 Years of experience in cost estimation of residential, commercial, industrial, healthcare, data center, infrastructure and hospitality projects.



Mr. Anil P. Udeshi
Director Non-Executive & Independent

- He holds degree in Government Commercial Diploma in Accounts.
- Appointed on the Board of the Company w.e.f. August 08, 2024
- More than 45 Years of dynamic experience in the field of Printer Part for Copier Machine Spare & Toners



Mr. Chetan Prabhudas Bavishi
Director Non-Executive Independent [Additional]

- Over 40 years of multi-sectoral expertise across Manufacturing, Food Colors, Steel & Iron, Jewellery, and NGOs.
- Appointed as an Additional Non-Executive & Independent Director effective August 11, 2026.
- He previously contributed to the Company's growth and governance as a Non-Executive Independent Director between January 06, 2003, and June 12, 2018.

CHAIRMAN'S SPEECH

Dear Esteemed Shareholders,

It gives me great pleasure to welcome you to our Thirty Third Annual General Meeting and to present an overview of your Company's performance for Financial Year 2025–26, along with our strategic roadmap for the future., the global economy continued to navigate a complex geopolitical environment as the Iran conflict temporary paused. While the International Monetary Fund (IMF) revised its 2026 global GDP growth forecast to 2.9% in April, the broader outlook remains one of resilience rather than recession. Oil-importing economies, including India, Japan, South Korea, and much of Europe, have experienced the greatest impact from elevated energy prices. At the same time, the ongoing AI investment super cycle has emerged as a significant growth driver, with global hyper scaler capital expenditure commitments for 2026 exceeding US\$400 billion. The successful SpaceX IPO, debuting at a valuation of approximately US\$2.1 trillion, represents a landmark milestone for private-sector innovation and is expected to stimulate a new wave of technology listings worldwide. Amid these evolving global developments, your Company has remained focused on disciplined execution, prudent planning, and operational resilience, enabling it to successfully navigate the changing business landscape.

On the domestic front, India's macroeconomic fundamentals remained robust, supported by timely policy measures introduced jointly by the Reserve Bank of India and the Government of India. These initiatives included rationalization of bond taxes for foreign investors, enhanced access to Fully Accessible Route (FAR) bonds, the launch of FCNR(B) deposit schemes offering attractive interest rates, and proactive measures to maintain foreign exchange market stability. Consequently, India's GDP growth for FY 2025-26 stood at a strong 7.7%, compared with 7.1% in the previous financial year. Looking ahead, consensus estimates project GDP growth of 6.8%–7.0% for FY 2026-27, supported by expectations of stable crude oil prices and a normal monsoon. The India Meteorological Department's (IMD) June 2026 forecast of a normal-to-above-normal monsoon, along with reduced El Niño risk, is expected to strengthen rural demand, support agricultural output, and help moderate food inflation, thereby creating a favorable environment for sustained economic growth.

Your Company operates world-class manufacturing infrastructure spanning **2.8 lakh sq. ft.** across two facilities in Dhatav (Raigad, Maharashtra) and a Greenfield site in Dahej (Gujarat). Operational since December 2023, the Dahej plant more than doubled our total capacity from **350 MTPM to 675 MTPM**; Vidhi is now the **3rd-largest global manufacturer** and **2nd-largest in Asia** for synthetic food-grade dyes.

Driven by strong technical expertise, in-house R&D, and backward integration, we serve top global brands such as Nestlé, Britannia, Pepsi, Cipla, Parle G, Unilever, and ITC. **Over 95% of our production is exported**, with primary FY 2025-26 revenues coming from the Americas (44%), Australia (29%), and Europe (19%).

Performance & Dividend Payout

We remain focused on our strategic pivot toward high-margin manufacturing operations while phasing out low-margin trading business. In FY 2025-26:

- Manufacturing revenue Marginally reduced by 2% over F.Y 2024-25.
- Consolidated EBITDA grew by 14%, supported by improved profit margins.

To reward our shareholders, the Board declared two interim dividends totaling **₹3.00 per share** (300%) of face value ₹1/- each during 2025-26. To conserve the cash resources for further expansion, the Board of Directors have not recommended final dividend.

Future Outlook & Governance

We are optimistic about future revenue and margin growth, backed by geographical expansion, new customer acquisition, a growing share of wallet with key clients, product portfolio enhancements, and operating leverage.

Underpinned by the highest standards of ethics and governance, our journey continues to be guided by long-term value creation. On behalf of the Board, I express my sincere gratitude to our clients, partners, employees, and shareholders for their continued trust and support.

I extend my heartfelt gratitude to each of you for your contributions and trust in our vision.

Warm Regards

Bipin Madhavji Manek
Chairman and Managing Director

NOTICE OF THE THIRTY-THREE ANNUAL GENERAL MEETING

To,

The Members

Vidhi Specialty Food Ingredients Limited,

Notice is hereby given that the **Thirty-Third Annual General Meeting** of the Members of **Vidhi Specialty Food Ingredients Limited (“the Company”)** will be held on Thursday, September 24, 2026 at 03:30 p.m. (IST) through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) which will be deemed to be held at the Registered Office of the Company to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2026, including the Audited Balance Sheet as at March 31, 2026, the Change in Equity, Statement of Profit and Loss and Cash Flow Statement of the Company for the year ended on that date and notes related thereto together with the Reports of the Board and Auditors’ thereon.
2. To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2026 including the Audited Balance Sheet as at March 31, 2026, the Change in Equity, Statement of Profit and Loss and Cash Flow Statement of the Company for the year ended on that date and notes related thereto together with the Report of Auditors’ thereon.
3. To confirm payment of the 1st Interim Dividend and 2nd Interim Dividend on Equity Shares declared for the financial year 2025-26.
4. To appoint a Director in place of Mrs. Pravina Bipin Manek (DIN 00416533), who retires by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013 (‘the Act’) and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

5. **To appoint Mr. Chetan Prabhudas Bavishi (DIN: 01978410) as a Non-Executive, Independent Director.**

To consider and, if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED THAT pursuant to provisions of Sections 149, 152, 160 and 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (hereinafter referred to as “the Act”) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (hereinafter referred to as “the Listing Regulations”), Mr. Chetan Prabhudas Bavishi (DIN: 01978410), who was appointed by the Board of Directors, as an Additional Independent Director of the Company with effect from August 11, 2026 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable Rules made under the Act read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable regulations the Listing Regulations, Mr. Chetan Prabhudas Bavishi (DIN: 01978410), who meets the criteria for independence as provided in Section 149(6) of the Act and the Listing Regulations and who has submitted a declaration to that effect and who is eligible for appointment as an Independent Director of the Company, be and is hereby appointed as the Independent Non-Executive Director not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from August 11, 2026 to August 10, 2031, on such terms and conditions as set out in the Statement pursuant to Section 102 of the Act annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

**By Order of the Board of Directors
For Vidhi Specialty Food Ingredients Limited,**

Date: August 11, 2026

Place: Mumbai

Sd/-

Bipin Madhavji Manek

Chairman & Managing Director

(DIN: 00416441)

Address: 1601, Artesia 1ower, Plot No 249 and 249A,
Hind Cycle Compound, Worli, Mumbai - 400030

Registered Office:

E/27, Commerce Centre,

78, Tardeo Road, Mumbai – 400 034

Tel: +91 22 6140 6666

Email: mitesh.manek@vidhifoodcolors.com

CIN: L24110MH1994PLC076156

www.vidhifoodcolors.com

NOTES:

- a) The Ministry of Corporate Affairs ('MCA') **has vide its General Circular No. 03/2025 dated September 22, 2025** read with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 (collectively referred to as "MCA Circulars") permitted convening the Annual General Meeting ('AGM') through video conferencing ('VC') or other audio visual means ('OAVM') without the physical presence of the Members at a common venue. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. In compliance with the provisions of the Companies Act, 2013 (the 'Act') and MCA Circulars, the 33rd AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM will be the Registered Office of the Company.

- b) In line with the MCA Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) the Notice of the AGM along with the Annual Report for FY 2025-26 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/R&TA/Depositories, i.e. National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL").

In accordance with the provisions of Regulation 36(1)(b) of the SEBI Listing Regulations, the Company is sending a letter to those Members whose e-mail addresses are not registered with the Company / DPs/RTA, providing the weblink of Company's website from where the Annual Report can be accessed and downloaded. The Company shall send a physical copy of the Annual Report to those Members who request for the same at vdmlcs@hotmail.com mentioning their Folio No./DP ID and Client ID.

The Notice of AGM and Annual Report 2025-26 are available on the Company's website viz. <https://vidhifoodcolors.com/investor-relation/annual-reports/> and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. The AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) at www.evoting.nsdl.com.

- c) As per Section 105 of the Act, a Member entitled to attend and vote at the general meeting is entitled to appoint a proxy, who need not be a Member. Since this AGM is being held through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence, the proxy form, attendance slip and route map of AGM are not annexed to this notice. However, in pursuance of Sections 112 and 113 of the Companies Act, 2013, representatives of the Members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- d) The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No. 5 of the Notice, is annexed hereto. Further, the relevant details with respect to Item Nos. 4 and 5 pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment / re-appointment at this AGM are also annexed.

Brief resume of the Directors of the Company has also been furnished separately in the Annual Report. The Directors proposed to be appointed / re-appointed have furnished the relevant consent for their appointment/re-appointment.

- e) Members, who have not encashed/received the dividend warrants so far in respect of the below mentioned periods, are requested to make their claim to the R&TA well in advance before due dates. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid and Unclaimed Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF). Pursuant to the provisions of Section 124(2) of the Act read with the Rules made thereunder, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on its website: <https://vidhifoodcolors.com/investor-relation/unclaimed-dividends/> and also on the website of the Ministry of Corporate Affairs.

Due dates of transferring unclaimed and unpaid dividends declared by the Company during the financial year 2019-20 and thereafter to IEPF:

Financial Year	Date of declaration of dividend	Last date for claiming unpaid/ unclaimed dividend
2019-20 (1 st Interim Dividend)	August 14, 2019	September 17, 2026*
2019-20 (Final Dividend for FY 2018-19)	September 23, 2019	October 27, 2026*
2019-20 (2 nd Interim Dividend)	November 12, 2019	December 16, 2026*
2019-20 (3 rd Interim Dividend)	February 11, 2020	March 15, 2027*
2020-21 (1 st Interim Dividend)	August 14, 2020	September 17, 2027
2020-21 (Final Dividend for FY 2019-20)	September 29, 2020	November 02, 2027
2020-21 (2 nd Interim Dividend)	November 12, 2020	December 16, 2027
2020-21 (3 rd Interim Dividend)	February 09, 2021	March 13, 2028
2021-22 (Final Dividend for FY 2020-21)	September 28, 2021	November 01, 2028
2021-22 (1 st Interim Dividend)	November 08, 2021	December 12, 2028
2022-23 (Final Dividend for FY 2021-22)	September 30, 2022	October 10, 2029
2022-23 (1 st Interim Dividend)	November 11, 2022	December 15, 2029
2023-24 (Final Dividend for FY 2022-23)	September 29, 2023	November 02, 2030
2023-24 (1 st Interim Dividend)	November 08, 2023	December 12, 2030
2023-24 (2 nd Interim Dividend)	February 07, 2024	March 11, 2031
2024-25 (1 st Interim Dividend)	August 08, 2024	September 11, 2031
2024-25 (Final Dividend for FY 2023-24)	September 24, 2024	October 28, 2031
2024-25 (2 nd Interim Dividend)	November 11, 2024	December 15, 2031
2024-25 (3 rd Interim Dividend)	January 20, 2025	February 13, 2032
2025-26 (1 st Interim Dividend)	July 28, 2025	August 31, 2032
2025-26 (Final Dividend FY 2024-25)	September 25, 2025	October 29, 2032
2025-26 (2 nd Interim Dividend)	November 10, 2025	December 15, 2032

* Unclaimed/unpaid amount due to be transferred to IEPF during the current financial year.

- f) Pursuant to the applicable provisions of the Act read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the shares in respect of which dividend has not been paid or claimed by the Members for seven consecutive years or more shall also be transferred to the demat account created by the IEPF Authority. During the current financial year, 1st Interim Dividend for the financial year 2019-20 declared in the Board Meeting dated August 14, 2019; Final Dividend for the financial year 2018-19 declared in the Annual General Meeting held on September 23, 2019; 2nd Interim Dividend for the financial year 2019-20 declared in the Board Meeting dated November 12, 2019 and 3rd Interim Dividend for the financial year 2019-20 declared in the Board Meeting dated February 11, 2020 are due to be transferred in IEPF as seven years will be completed from the date of transfer of amount to Unpaid Dividend Account. The Members whose dividend/ Shares, if transferred to the IEPF Authority, can claim the same from the Authority by following the procedure as detailed on the website of IEPF Authority i.e. <https://www.iepf.gov.in/IEPF/refund.html>.

- g) In compliance with the requirements set out in the Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial years 2025-26, had transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer. Details of shares so far transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: <https://vidhifoodcolors.com/investor-relation/unclaimed-dividends/>
- h) Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to the RTA in case shares are held by them in physical form in prescribed Form ISR-1 quoting their folio number and enclosing the self-attested supporting documents as stated therein. and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/ MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023.
- i) The Members may note that the SEBI has mandated the submission of PAN by every participant in securities market. The Company had earlier sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 in Form ISR-1. The Form ISR-1 is also available on the website of the Company at <https://vidhifoodcolors.com/INVPDFDocs/General%20Announcement/2021-22/12.%20Form%20ISR-1.pdf> and on the website of the RTA at <https://web.in.mpms.mufg.com/KYC-downloads.html> under the tab KYC. Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Form ISR-1.
- j) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
- k) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 members on a first come first served basis as per the MCA Circulars. This limit will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Board Committees, Auditors etc., who are allowed to attend this AGM without restriction on account of first come first served basis.
- l) In terms of Section 72 of the Act read with the applicable Rules made under the Act, every holder of shares in the Company may at any time nominate, in the prescribed manner (Form No. SH-13), a person to whom his/her shares in the Company shall vest, in the event of his/her death. Accordingly, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form ISR-3 or Form SH-14, as the case may be.

The said forms can be downloaded *from* the Company's website as follows –

1. Form SH-13 - <https://vidhifoodcolors.com/INVPDFDocs/General%20Announcement/2021-22/10.%20Form%20SH-13.pdf>
2. Form SH-14 - <https://vidhifoodcolors.com/INVPDFDocs/General%20Announcement/2021-22/11.%20Form%20SH-14.pdf>
3. Form ISR-3 - <https://vidhifoodcolors.com/INVPDFDocs/General%20Announcement/2021-22/13.%20Form%20ISR-3.pdf>

4. The same are also available on the website of the R&TA at <https://web.in.mpms.mufg.com/KYC-downloads.html> under the tab KYC.

The duly filled in Nomination Form shall be sent to R & TA by the Members holding shares in physical mode. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

- m) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members/Beneficial Holders of the Company will be entitled to vote at the AGM.
- n) Non-Resident Indian (NRI) Members are requested to inform the Company/R&TA the following immediately:
- i) Change in the residential status on return to India for settling permanently, if any/applicable.
 - ii) Particulars of NRE Bank Account maintained in India with complete name & address of the Bank, if not furnished earlier.
- o) Members desiring any information pertaining to the Financial Statement or any matter to be placed at the AGM, are requested to write to Mr. Anupam J. Vyas, Company Secretary of the Company, at Vdmlcs@hotmail.com on or before September 17, 2026 through your registered email address quoting their Folio no./ DP ID & Client ID so as to enable the Management to reply at the AGM.
- p) Electronic copies of all the documents referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be made available for inspection electronically without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. till September 24, 2026. Members seeking to inspect such documents can send an email to vdmlcs@hotmail.com. During the 33rd AGM also, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; the Register of Contracts and Arrangements in which Directors are interested maintained under section 189 of the Act.
- q) As per Regulation 40 of Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same, to eliminate all risks associated with physical shares, for ease of portfolio management and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or R&TA for assistance in this regard.
- r) With effect from April 02, 2026, SEBI has dispensed with the requirement of issuance of Letter of Confirmation (LOC) by the Company/ R&TA while processing service request for (i) Issue of duplicate securities certificate; (ii) Claim from Unclaimed Suspense Account; (iii) Renewal / Exchange of securities certificate; (iv) Endorsement; (v) Sub-division / Splitting of securities certificate; (vi) Consolidation of securities certificates/folios; (vii) Transmission; and (viii) Transposition. Accordingly, securities will be credited directly to the shareholder's demat account upon submission of valid demat account details along with the latest Client Master List (not older than 2 months), Demat Conversion Request Form for NSDL/ Demat Request form for CDSL and Latest Client Master List, both attested by Depository Participant, besides mandatory documents for the subject service requests subject to folio being KYC Compliant. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at <https://vidhifoodcolors.com/investor-relation/announcements/> under 2021-22.
- s) The Company has made special arrangement with the R&TA for registration of e-mail addresses in terms of the MCA Circulars for Members who wish to receive the Annual Report along with the AGM Notice electronically and to cast the vote electronically. In order to register the email id for receiving the Notice of 33rd AGM and Annual Report through email please submit request at https://web.in.mpms.mufg.com/EmailReg/Email_Register.html and provide the requisite information and attach requisite documents. The system will then confirm the e-mail address for the limited purpose of servicing the Notice of this AGM along with the Annual Report for the year 2025-26.

- t) Special window for re-lodgment of physical share transfer requests: Members who have executed the transfer prior to April 1, 2019 but were not lodged for transfer or were lodged and subsequently rejected, returned or not attended due to deficiency in the documents have been provided a special re-lodgment window till February 4, 2027, to re-lodge the transfer requests. Transfers would be approved if all the requisite documents are in place. Transfer under this window will be credited only in dematerialized form and will carry a one-year lock-in period from the date of transfer registration. Members can contact the Company or the RTA, for assistance in this regard.
- u) SEBI has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market. Accordingly, post exhausting the option to resolve their grievances with the R&TA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the investor can also access the ODR portal available on the website of the Company at <https://vidhifoodcolors.com/investor-relation/investor-contact/>
- v) Voting through Electronic Means:**
1. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the Listing Regulations, as amended, MCA Circulars and the SEBI Circulars, the Company is providing its Members the facility to exercise their right to vote on resolutions proposed to be considered at the 33rd AGM by electronic means (by using the electronic voting system provided by NSDL) either by (a) remote e-voting prior to the AGM or (b) remote e-voting during the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. Instructions for Members for attending the AGM through VC/OAVM are explained below.
 2. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the Listing Regulations (as amended), MCA Circulars, the Company is providing its Members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means (by using the electronic voting system provided by NSDL). The instructions for e-voting system are given herein below.
 3. Subject to the applicable provisions of the Act read with the Rules made there under (as amended), the voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date for the purpose of remote e-voting, being Thursday, September 17, 2026. Members are eligible to cast vote only if they are holding shares as on Thursday, September 17, 2026.
 4. **The remote e-voting period will commence at 09:00 a.m. (IST) on Monday, September 21, 2026 and will end at 05:00 p.m. (IST) on Wednesday, September 23, 2026.** During this period, the Members of the Company holding shares in physical form or in dematerialized form as on cut-off date may cast their vote through remote e-voting. **The remote e-voting module shall be blocked/disabled for voting thereafter.**
 5. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Thursday, September 17, 2026, may obtain the login ID and password by sending a request at evoting@nsdl.com However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
 6. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  

Individual Shareholders holding securities in demat mode with CDSL	1. users who have opted for Easi / Easiest, they can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e- Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 .
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 00 21 099 11

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 141331 then user ID is 141331001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c. How to retrieve your ‘initial password’?
 - i. If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of Vidhi which is 141331 to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/ Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 or send a request to Ms. Prajakta Pawle at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to vdmlcs@hotmail.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to vdmlcs@hotmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders, who would like to express their views/have questions, may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number to reach the Company's email address vdmlcs@hotmail.com on or before 05:00 p.m. (IST) on Thursday, September 17, 2026. The same will be replied by the Company suitably.
6. Members, who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.com or call on 022 - 4886 7000 or send a request to Ms. Prajakta Pawle at evoting@nsdl.com

- w) Mr. Hemanshu Kapadia (FCS: 3477 and CP: 2285), Proprietor of M/s. Hemanshu Kapadia & Associates, Practicing Company Secretaries, failing him, Ms. Pooja Mayank Jain (FCS: F8160 and CP: 9136), Partner of M/s. VPP & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- x) The Scrutinizers shall immediately, after the conclusion of voting at the AGM, first count the votes cast during the meeting and thereafter unblock the votes cast through remote e-voting and make, within two working days from the conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against of the resolutions transacted in the AGM and submit forthwith the same to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.
- y) The Chairman or the authorised person shall declare the results of the voting forthwith and the results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. <https://vidhifoodcolors.com/investor-relation/announcements/#general-meeting> and on the website of NSDL i.e. www.evoting.nsdl.com. The Company shall also simultaneously forward the results to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), where the shares of the Company are listed.
- z) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the Thirty-Third AGM i.e. Thursday, September 24, 2026.

**By Order of the Board of Directors
For Vidhi Specialty Food Ingredients Limited,**

Date: August 11, 2026

Place: Mumbai

Sd/-

Bipin Madhavji Manek

Chairman & Managing Director

(DIN: 00416441)

Address: 1601, Artesia1ower, Plot No 249 and 249A,
Hind Cycle Compound, Worli, Mumbai - 400030

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**Item No. 5:**

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Chetan Prabhudas Bavishi (DIN: 01978410) as an Additional Director in the capacity of Non-Executive Independent Director of the Company with effect from August 11, 2026 for a term of five years.

Pursuant to Regulation 17(1C) of SEBI Listing Regulations, a company is required to take approval of its shareholders for appointment of a person on the board of the company at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received a notice in writing under Section 160 of the Act from a Member proposing the candidature of Mr. Chetan Prabhudas Bavishi (DIN: 01978410) for the office of Independent Director of the Company.

The Company has received following documents and declaration from Mr Chetan Prabhudas Bavishi (DIN:01978410):

- a) Letter of consents to act as Directors in the prescribed form DIR-2 pursuant to Section 152 of the Companies Act, 2013 and Rule 8 of the Companies (Appointment and Qualification of Directors) Rules 2014,
- b) Letter of intimation in the prescribed form DIR-8 pursuant to Section 164 of the Companies Act, 2013 and Rule 14 of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified to become Director under the Act,
- c) Notice of disclosure of interest in prescribed form MBP-1 pursuant to Section 184(1) of the Companies Act, 2013 and Rule 9(1) of the Companies (Meetings of Board and its Powers) Rules, 2014,
- d) Declaration that he meet the criteria of independence as provided in Section 149 of the Act and in the Regulation 16(1)(b) of the Listing Regulations and he is not aware of any circumstances or situations, which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence and that he is independent of the management and that he is not disqualified to become a director under the Act; and
- e) Declaration that he is not debarred or restrained from holding the office of Director by virtue of any order from the Securities and Exchange Board of India ('SEBI') or any other such authority pursuant to circulars dated June 20, 2018, issued by the BSE Limited and National Stock Exchange of India Limited pertaining to enforcement of SEBI orders regarding appointment of Directors by the listed companies.

The Nomination and Remuneration Committee has recommended appointment of Mr. Chetan Prabhudas Bavishi (DIN: 01978410) as Independent Director for a term of 5 (five) consecutive years. In the opinion of the Board of Directors, Mr. Chetan Prabhudas Bavishi (DIN: 01978410) fulfill the conditions specified in the Act, Rules made thereunder and Schedule IV of the Act and the Listing Regulations, as amended, for their appointment as Independent Directors of the Company and that he is independent of the Management and is not disqualified to become Director under the Act and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director. The Board believes that his association would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director. Accordingly, the Board of Directors has appointed him as Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years w.e.f. August 11, 2026 to August 10, 2031. The brief profile of

Mr. Chetan Prabhudas Bavishi (DIN: 01978410) pursuant to the provisions of Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is given in the Annexure to the Notice convening 33rd AGM and which shall form part of the Explanatory Statement. Director shall be entitled to receive the remuneration, commission, sitting fees for attending meetings of the Board or Committees thereof, reimbursement of expenses for participating in the Board and Committee meetings, as permitted to be received in a capacity of the Independent Director pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act and the Rules made thereunder and the Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and Members of the Company from time to time. The terms & conditions of his appointment and all the documents referred to in resolution mentioned at item no. 5 of the accompanying Notice of the 33rd AGM and the Explanatory Statement shall be made available for inspection electronically without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. till September 24, 2026. Members seeking to inspect such documents can send an email to ydmlds@hotmail.com.

Mr. Chetan Prabhudas Bavishi (DIN: 01978410) and his relatives are concerned or interested in the Resolution mentioned at Item No. 5 relating to his own appointment. None of the other Directors and Key Managerial Personnel of the Company or their respective relatives, except, mentioned above, are in any way, concerned or interested, in the Resolution set out at Item No. 5 of the Notice.

In accordance with the provisions of Section 149 read with Schedule IV of the Act and other applicable provisions of the Act and in terms of Regulation 25(2A) of the Listing Regulations, appointment of Mr. Chetan Prabhudas Bavishi (DIN: 01978410) as an Independent Director requires approval of Members of the Company by passing a Special Resolution. Accordingly, the Board recommends the Special Resolution at Item No. 5 for approval by the Members.

(Details as required to be furnished under the Secretarial Standard–2 para 1.2.5 and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of the Director	Mrs. Pravina Bipin Manek	Mr. Chetan Prabhudas Bavishi
DIN	00416533	01978410
Date of Birth	February 29, 1956	February 29, 1960
Age	70 Years	66 Years
Qualifications	B.A.	Under Graduate
Nationality	Indian	Indian
Expertise in specific functional Areas	Over 25 years of vast experience and expertise in the business of food colour. Proposed to be re-appointed as a Director whose office is liable to retire by rotation.	Strategic C-Suite leader and Independent Board Director leveraging 30+ years of multi-sector experience spanning heavy industry, luxury goods, and non-profits. Proven track record in board leadership and committee oversight, offering high-level expertise in corporate governance, risk management, and capital allocation to drive long-term value creation.
Terms and conditions of appointment/ reappointment	Proposed to be re-appointed as a Director whose office is liable to retire by rotation.	As per the resolution at Item No. 5 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Chetan Prabhudas Bavishi is proposed to be appointed as an Independent Director for an initial term of five (5) years i.e. up to August 10, 2031.
Details of remuneration sought to be paid	No Remuneration paid	Sitting Fees
Date of first appointment on the Board	January 19, 1994	August 11, 2026
Shareholding in the Company - Own - For other persons on a beneficial basis	34,90,667 Equity shares (excluding shares held as one of the Trustees of three Private Trusts)	87,426 Equity Shares 1,16,595 Equity Shares held by spouse
List of Directorships held in other Companies	Arjun Food Colorants Manufacturing Private Limited; Vidhi Finechem Private Limited & Vidhi Food Colours (Dahej) Private Limited	Garware Club House
Committee Membership in other Company	Nil	Nil
Number of Meetings Board attended during 2025-26	Six Six	Not applicable Not applicable

Name of the Director	Mrs. Pravina Bipin Manek	Mr. Chetan Prabhudas Bavishi
(a) Total Meetings held during respective tenure	Six	Not Applicable
(b) Attended	Six	
Companies from which the Director has resigned from Directorship in last three (3) years (Financial years)	Nil	Nil
Remuneration last drawn	Nil	N.A.
Remuneration sought to be paid	Nil	Sitting Fees
Relationship between other Directors and Key Managerial Personnel, if any.	Mrs. Pravina Bipin Manek is related to Mr. Bipin Madhavji Manek, Mr. Mihir Bipin Manek and Mrs. Vidhi Harsh Parekh.	Mr. Chetan Prabhudas Bavishi is not related with any Director, Manager and KMP

**By Order of the Board of Directors
For Vidhi Specialty Food Ingredients Limited,**

Date: August 11, 2026

Place: Mumbai

Sd/-

Bipin Madhavji Manek

Chairman & Managing Director

(DIN: 00416441)

Address: 1601, Artesia 1ower, Plot No 249 and 249A,
Hind Cycle Compound, Worli, Mumbai - 400030

BOARD'S REPORT

To,
The Members,

Vidhi Specialty Food Ingredients Limited

Your Directors are presenting the **Thirty-Third Annual Report** on the business and operations of your Company together with the Audited Financial Statement for the financial year ended March 31, 2026.

1. Financial Summary or Highlights:

The financial highlights of the Company on standalone basis are as follows:

(Rs. in Lakhs)

Particulars	Current Year		Previous Year	
	2025-26		2024-25	
Total Income		38,183.10		38,389.34
Total Expenditure (excluding Depreciation and exceptional item)		30,676.23		31,628.32
Profit for the year before providing Depreciation and exceptional item		7,506.87		6,761.02
Less: Depreciation	908.99		744.85	
Less: Exceptional Items	Nil		Nil	
Profit before Tax		6,597.88		6,016.17
Less: Provision for Taxation				
Current Year	1,595.00		1,415.00	
Earlier Year	12.71		(43.93)	
Deferred Tax	74.92	1,682.63	287.87	1,658.94
Profit after Tax		4,915.25		4,357.23
Add: Other Comprehensive Income		25.56		(5.51)
Total Comprehensive Income		4,940.81		4,351.72
Add: Profit brought forward from Previous Year		27,263.51		25,159.31
Total Profit in Balance Sheet		32,204.32		29,511.03
Less: Appropriation				
Dividend Paid		2,247.53		2,247.53
Transfer to General Reserve		0		0
Transitional Provisions (Ind-AS 116)		0		0
Balance Profit carried to Balance Sheet		29,956.79		27,263.50

2. Financial Performance, Operations and State of the Company's affairs:

The financial performance of the Company, during the year under review, is described as follows -

(Rs. In Lakhs)

Sr. No.	Particulars	As on March 31, 2026	As on March 31, 2025	Increase / (Decrease) (in %)
1	Total Income	38,183.10	38,389.34	(0.53%)
2	Profit Before Tax	7,506.87	6,016.17	24.78%
3	Profit After Tax from continuing Operations	4,915.25	4,357.23	12.80%

The financial performance is discussed in detail in the Management Discussion and Analysis Report which forms part of the Annual Report.

The Company has manufactured **5,352.63 MT** of food colours during the financial year 2025–26, as against **4,081 MT** in the previous year. The steady second year of operations at the Dahej unit has contributed significantly to the overall output and operational efficiency of the Company.

The Board remains committed to steering the Company towards a strong and sustainable future, with continued growth in turnover and profitability, driven by the expansion and optimization of its production facilities.

3. Change in the nature of business, if any:

The Company is engaged in the business of manufacturing and trading in synthetic food colours and chemicals. There was no change in nature of business activity during the year.

4. Dividend:

With a view to conserving the financial resources of the Company for its future growth and business requirements, the Board of Directors has not recommended any final dividend for the financial year ended March 31, 2026. The Board of Directors had declared interim dividend during the financial year 2025-26 as per details given below:

Type of Dividend	Date of Board Meeting	Rate of Dividend	Per share Dividend	Total Outflow
1 st Interim Dividend	July 28, 2025	150% per share	Rs. 1.50/- per share	Rs. 749.18 lakhs
2 nd Interim Dividend	November 10, 2025	150% per share	Rs. 1.50/- per share	Rs. 749.18 lakhs

Total dividend pay-out for the year 2025-26 is Rs. 3.00/- per equity share of Rs.1.00/- each against Rs.5.00/- per equity share for previous year.

5. Reserves:

As permitted under the Act, the Board does not propose to transfer any amount to General Reserve and has decided to retain the entire amount of profit for FY 2025-26 in the retained earnings.

6. Investor Education and Protection Fund (IEPF):

Pursuant to the applicable provisions of the Companies Act, 2013 ("the Act"), read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules"), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF after the completion of seven years. Further, according to the IEPF Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of the IEPF Authority. Since last Board Report, the Company has transferred the unclaimed and unpaid dividend amount in IEPF as per details given below:

Sr. No.	Dividend type	Dividend declaration date	Amount transferred to IEPF (In Rs.)*	Dividend Transferred to IEPF on	Number of shares transferred
1.	1 st Interim Dividend for FY 2018-19	August 10, 2018	73,826.00	December 12, 2025	Nil
2.	Final Dividend for FY 2017-18	September 28, 2018	75,686.00	December 27, 2025	Nil

Sr. No.	Dividend type	Dividend declaration date	Amount transferred to IEPF (In Rs.)*	Dividend Transferred to IEPF on	Number of shares transferred
3.	2 nd Interim Dividend for FY 2018-19	November 05, 2018	77,919.00	January 01, 2026	03
4.	3 rd Interim Dividend for FY 2018-19	February 12, 2019	74,575.51	April 14, 2026	02
Total			3,02,006.51		05

As per the requirements of the IEPF Rules, the Company has transferred 05 Equity Shares on which dividends were unclaimed for seven consecutive years. Further, the details of unclaimed dividend and due dates for transfer of unclaimed dividend to IEPF account has been given in Notes to the Notice calling Thirty-Third AGM and are also available on our website, at <https://vidhifoodcolors.com/investor-relation/unclaimed-dividends/>

7. Details of the Subsidiaries, Joint Ventures or Associate Companies:

The Company has a Wholly-owned Subsidiary Company namely, Arjun Food Colorants Manufacturing Private Limited, as on March 31, 2026. The Company did not have any Joint Venture or Associate Company during the year under review. During the year under report, no Company became or ceased to be Subsidiary, Joint Ventures or Associate Companies.

Arjun Food Colorants Manufacturing Private Limited did not have any business operation during the year 2025-26. Hence, there was no income from operation. However, the Company has incurred total expenses of Rs. 7.68 lakhs during the year as compared to expenses of Rs. 5.61 lakhs in the previous year. The Loss after tax of the Company during the year was Rs. 7.52 lakhs as compared to Loss after Tax of Rs. 5.61 lakhs in the previous year. Since there was no business income, the said Company has not contributed to the turnover/performance of the Company but due to losses, it has negatively impacted on consolidated profits of the Company.

As required pursuant to first proviso to sub section (3) of section 129 read with Rule 5 of Companies (Accounts) Rules, 2014, Form AOC-1 forms part of this report, appended as **Annexure A**

Further, pursuant to the provisions of Section 136 of the Act, the Standalone as well as Consolidated financial statements of the Company along with and all other documents required to be attached thereto and separate audited financial statement in respect of the subsidiary is available on the website of the Company at <https://vidhifoodcolors.com/investor-relation/annual-reports/>

8. Deposits:

Your Company has not accepted any deposits from the public during the year under review and no deposit was outstanding to be paid. Since there was no such outstanding as on beginning of the financial year, there is no question of payment on account of principal or interest on public deposits arises.

9. Directors and Key Managerial Personnel:

As on the date of this Report, your Company had Nine (9) Directors consisting of 5 (Five) Independent Directors, 3 (Three) Executive Directors and 1 (One) Non-Executive Director (Promoter). The said Directors include 2 (Two) Independent Woman Directors, 1 (One) Executive Woman Director and 1 (One) Non-executive Woman Director.

During the financial year 2025-26, following were the changes in Directors / Key Managerial Personnel:

Mrs. Vidhi Harsh Parekh (DIN: 07584061), Whole time Director of the Company, who retired by rotation in terms of Section 152(6) of the Act was reappointed by the Members at the 32nd Annual General Meeting of the Company held on September 25, 2025..

The Members have at the 32nd Annual General Meeting held on September 25, 2025 approved the re-appointment of Mr. Mihir Bipin Manek (DIN: 00650613) as Joint Managing Director and Mrs. Vidhi Harsh Parekh (DIN: 10727843) as Whole-Time Director for a term of five years with effect from July 15, 2025 and November 01, 2025 respectively.

In terms of the provisions of Section 152(6) of the Act and Articles of Association of the Company, Mrs. Pravina Bipin Manek (DIN: 00416533), retires by rotation in the ensuing AGM and, being eligible, has offered herself for re-appointment. A resolution seeking her reappointment forms part of the Notice convening the ensuing Annual General Meeting scheduled to be held on September 24, 2026. The Board of Directors recommends her re-appointment to the Members of the Company.

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors had appointed Mr. Chetan Prabhudas Bavishi as Additional Director (Non-Executive, Independent) with effect from 11th August, 2026 for a term of five years, subject to approval of shareholders at the Thirty Third Annual General Meeting. Accordingly, a Special Resolution seeking his appointment as an Independent Director forms part of the Notice convening the Annual General Meeting.

The Company has received declarations from all the Independent Directors of the Company pursuant to the provisions of Section 149(7) of the Companies Act, 2013 along with Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations stating that they meet the criteria of independence as provided under the Act and the Listing Regulations and that they are not disqualified to become Directors under the Act; and in the opinion of the Board of Directors, all the Independent Directors fulfill the criteria of independence as provided under the Act read with the Listing Regulations and that they are independent of the Management.

Further, at the time of the appointment of an Independent Director, the Company issues a formal letter of appointment outlining his role, function, duties and responsibilities. The format of the letter of appointment is available on our website at <https://vidhifoodcolors.com/INVPDFDocs/9.%20Codes%20and%20Polices/14.%20Terms%20&%20Conditions%20of%20ID.pdf>

Brief resume and other details of the Directors proposed to be appointed / re-appointed, as stipulated under the Listing Regulations and Secretarial Standard-2, has been furnished separately in the Notice convening the AGM read with the Annexure thereto forming part of this Annual Report.

Pursuant to the provisions of Section 203 of the Act, following persons are designated as Key Managerial Personnel (KMP) as on March 31, 2026:

- Mr. Bipin Madhavji Manek (DIN: 00416441), Chairman and Managing Director
- Mr. Mitesh Dinesh Manek, Chief Financial Officer
- Mr. Anupam J. Vyas (Membership No. A60464) has been appointed as a Company Secretary and Compliance Officer [w.e.f. June 06, 2025]

10. Board Evaluation:

The Board of Directors is committed to continued improvement in its effectiveness. Accordingly, formal evaluation of Board's, its Committee and Directors performance is carried out annually. This was designed to ensure, amongst other things, that the Board, its Committees and each Director continue to contribute effectively.

As per Section 134(3)(p) of the Act, a statement indicating the manner in which formal annual evaluation was made by the Board of their performance and that of its Committees and individual Directors, has to be furnished to the Members as part of the Board's Report.

As per provisions of Section 178(2) of the Act, Nomination and Remuneration Committee shall specify the manner for effective evaluation of performance of Board, its Committees and individual Directors to be carried out. Further, the Independent Directors, as part of their mandate under Schedule IV of the Act, need to make an evaluation of performance of the Board, its Committee and constituents of the Board apart from their self-evaluation. Under this process, a structured questionnaire was prepared after taking into consideration inputs received from the Directors, setting out parameters of evaluation; the questionnaire for evaluation are to be filled in, consolidated and discussed with the Chairman. The evaluation by the Independent Directors has been undertaken at their meeting held on February 02, 2026. The Board of Directors undertook evaluation of Independent Directors at their meeting held on February 02, 2026 and placed on its record that the Independent Directors have the requisite qualification, expertise and track record for performing their duties as envisaged under the Law, and they add value in the decision-making process of the Board.

The criteria for evaluation of performance of Directors, the Board as a whole and the Board's Committee, as specified by Nomination and Remuneration Committee, are summarized in the table given below:

Evaluation of	Evaluation by	Criteria
Non-Independent Director (Executive)	Independent Directors	Transparency, Leadership (business and people), Governance and Communication
Non-Independent Director (Non-Executive)	Independent Directors	Preparedness, Participation, Value addition, Governance and Communication
Independent Director	All other Board Members	Preparedness, Participation, Value addition, Governance and Communication
Chairman	Independent Directors	Meeting dynamics, Leadership (business and people), Governance and Communication
Committees	Board Members	Composition, Process and Dynamics
Board as a whole	Independent Directors	Composition, Process and Dynamics

11. Board Familiarization Program:

At the time of appointment of Independent Director, through the induction process, he/she is familiarized with the Company, the Director's roles, rights and responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. A presentation is made before the Board Members on the Board Meeting date covering various areas including business, strategy, financial performance and forecast, compliances/regulatory updates, audit reports, risk assessment and mitigation, industry, roles, rights, responsibilities of Independent Directors, etc. The Familiarization Program aims to provide insights into the Company to enable the Independent Directors to understand its business in depth and contribute significantly to the Company. All Independent Directors attended the orientation and familiarization programs held during the financial year 2025-26.

The details of training and familiarization programs are available on our website at <https://vidhifoodcolors.com/INVPDFDocs/9.%20Codes%20and%20Polices/5.%20Familiarization%20Programme%20of%20Independent%20Directors.pdf>

12. Policy on the Directors' appointment and remuneration:

The Board, on the recommendation of the Nomination and Remuneration Committee, has framed the policy for selection and appointment of Directors including determining qualifications and independence of an Independent Director, Key Managerial Personnel ("KMP"), Senior Management Personnel and their remuneration as part of its charter and other matters provided under Section 178(3) of the Companies Act, 2013.

Pursuant to Section 134(3) of the Companies Act, 2013, the nomination and remuneration policy of the Company which lays down the criteria for determining qualifications, competencies, positive attributes and independence for appointment of Directors and policies of the Company relating to remuneration of Directors, KMP and other employees is available on the Company's website at <https://vidhifoodcolors.com/INVPDFDocs/9.%20Codes%20and%20Polices/7.%20Nomination%20and%20Remuneration%20Policy.pdf>

We affirm that the remuneration paid to Directors, Senior Management and other employees is in accordance with the remuneration policy of the Company.

13. Number of meetings of the Board of Directors:

The Board of Directors met Six (6) times during the Financial Year under review. The intervening gap between any two meetings was not more than 120 days as prescribed under the Act. Details of the dates of Board Meetings and the attendance of the Directors at the Board Meetings are provided separately in the *Report on Corporate Governance*.

14. Committees of the Board:

As on March 31, 2026, the Board had five Committees namely, Audit Committee, Nomination and Remuneration Committee, Stakeholder's Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee.

The Composition of all the Committees is in line with the requirement of the Act and the Listing Regulations. During the year, all the recommendations made by the Committees were accepted by the Board.

A detailed note on the composition, number and dates of meetings held and attendance of Committee Members for the Audit Committee, Nomination and Remuneration Committee, Stakeholder's Relationship Committee and Risk Management Committee is provided separately in the *Report on Corporate Governance* and details of Corporate Social Responsibility Committee are provided in this Report under separate heading.

15. Corporate Social Responsibility Committee (CSR Committee):

Since net profit of the Company is in excess of Rs. 5 Crores, the provisions of Section 135 of the Act regarding Corporate Social Responsibility became applicable to the Company. The constitution, composition, quorum requirements, terms of reference, role, powers, rights and obligations of CSR Committee are in conformity with the provisions of Section 135 and all other applicable provisions of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and all other applicable Rules made under the Act.

The CSR Committee comprises of the following Directors as on the date of this Report:

Name	Designation	Category
Mrs. Jyoti Sunil Modi (DIN: 08699101)	Chairperson	Non-Executive, Independent
Mrs. Pranali Prathamesh Govekar (DIN: 10727843)	Member	Non-Executive, Independent
Mr. Anil Popatlal Udeshi (DIN: 08285657)	Member	Non-Executive, Independent

4 (Four) Committee Meetings were held during the financial year under review, on May 12, 2025, July 28, 2025, November 10, 2025 and February 02, 2026. All the Committee Members had attended all such meetings.

Brief description of terms of reference of the Committee *inter-alia* includes:

- formulate and recommend to the Board of Directors (Board), a Corporate Social Responsibility (CSR) Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Act;
- formulate and recommend to the Board, an annual action plan in pursuance of its CSR policy.

- recommend the Board alteration in annual action plan at any time during the financial year with reasonable justification.
- Recommend CSR activities;
- recommend to the Board the amount of expenditure to be incurred on the CSR activities;
- monitor the CSR Policy of the Company from time to time;
- institute a transparent monitoring mechanism for implementation of the CSR projects or programs or activities undertaken by the Company; and
- carry out any other functions as authorized by the Board from time to time or as enforced by statutory/regulatory authorities.

CSR Policy development and implementation:

The CSR Policy of the Company is available on the Company's website at:

<https://vidhifoodcolors.com/INVPDFDocs/9.%20Codes%20and%20Polices/4.%20CSR%20Policy.pdf>

Annual Report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 has been appended as **Annexure B** to this Report.

16. Vigil Mechanism:

The Company has a 'Whistle Blower Policy'/'Vigil Mechanism' in place as per Section 177(9) of the Act and Regulation 22 of SEBI Listing Regulations. The objective of the Vigil Mechanism is to provide the employees, Directors, customers, contractors and other stakeholders of the Company an impartial and fair avenue to raise concerns and seek their redressal, in line with the Company's commitment to the highest possible standards of ethical, moral and legal business conduct and fair dealings with all its stakeholders and constituents and its commitment to open communication channels. The Company is also committed to provide requisite safeguards for the protection of the persons who raise such concerns from reprisals or victimization for whistleblowing in good faith. The Board of Directors affirms and confirms that no personnel have been denied access to the Audit Committee. The Policy contains the provision for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases.

Vigil Mechanism cum Whistle Blower Policy is available on the Company's website at:

<https://vidhifoodcolors.com/INVPDFDocs/9.%20Codes%20and%20Polices/13.%20Vigil%20Mechanism%20Cum%20Whistle%20Blower%20Policy.pdf>

17. Audit Report:

a) Statutory Audit Report:

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (IndAS) notified under Section 133 of the Act. The Company has received an unmodified opinion in the Auditors' Report for the financial year 2025-26.

b) Secretarial Audit Report:

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed M/s. Hemanshu Kapadia & Associates, Practicing Company Secretaries, to undertake the Secretarial Audit of the Company for the financial year 2025-26 and issue Secretarial Audit Report. Secretarial Audit Report issued by M/s. Hemanshu Kapadia & Associates for the financial year 2025-26 in Form MR-3 forms part of this report and annexed hereto as **Annexure C**. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

18. Auditors:**a) Statutory Auditors:**

On the recommendation of the Audit Committee and the Board, the Members in their Twenty-Ninth AGM had appointed M/s. Bhuta Shah & Co. LLP, Chartered Accountants (Firm Registration No.: 101474W/W100100), as the Statutory Auditors of the Company to hold office for a term of five consecutive financial years from the conclusion of the Twenty-Ninth AGM of the Company till the conclusion of the Thirty-Fourth AGM to be held for the financial year 2026-27.

b) Secretarial Auditors:

On the recommendation of the Audit Committee and the Board. The members in their Thirty-second AGM had appointed M/s. Himanshu Kapadia & Associates, Practicing Company Secretaries (FCS: 3477 and C.P. No. 2285) as Secretarial Auditors of the company for a term of five consecutive years commencing from 2025-26 till financial year 2029-30.

c) Internal Auditors:

Pursuant to the provisions of Section 138 of the Act read with Rule 13 of Companies (Accounts) Rules, 2014 and on the basis of the recommendation of Audit Committee, the Board of Directors in their meeting held on May 14, 2026 had appointed M/s. Jayesh Kothari & Co., Chartered Accountants, (FRN: 148528W) as the Internal Auditors of the Company for the financial year 2026-27.

19. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo:

The information as per Section 134(3)(m) of the Act read with the Companies (Accounts) Rules, 2014 with respect to Conservation of Energy, Technology Absorption & Foreign Exchange Earnings and Outgo are given in **Annexure D** to this Report.

20. Managerial Remuneration and Particulars of Employees:

The information required to be disclosed with respect to the remuneration of Directors and KMPs in the Board's Report pursuant to Section 197 of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the financial year 2025-26, is appended as **Annexure E** to the Board's Report.

The names of top ten employees of the Company in terms of remuneration drawn as required pursuant to Section 197 of the Companies Act, 2013, read with Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the financial year 2025-26, is appended as **Annexure E** to the Board's Report.

No Managing Director or Whole-time Director of the Company were paid any remuneration or commission from any of its Subsidiary Company.

21. Annual Return:

Pursuant to Section 92(3) and 134(3)(a) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the Annual Return is placed on website of the Company and which shall be treated as part of this Report. The link is as follows:

<https://vidhifoodcolors.com/investor-relation/annual-reports/>

22. Share Capital & Listing of Securities:

During the financial year under review, the Company has not issued:

- any equity shares with differential rights as to dividend, voting or otherwise;
- any equity shares (including sweat equity shares) to employees of the Company under any scheme;
- any sweat equity shares; and
- any other type of shares/securities.

The Company's equity shares are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). The stock code of the Company at BSE is 531717 and the symbol for NSE is VIDHIING.

23. Management Discussion and Analysis Report:

Management Discussion and Analysis Report for the financial year under review as stipulated under regulation 34 of the Listing Regulations is set out in a separate section forming part of the Annual Report.

24. Corporate Governance:

The Company is adhering to good corporate governance practices in every sphere of its operations. The Company has taken adequate steps to comply with the applicable provisions of Corporate Governance as stipulated under the Listing Regulations. A separate *Report on Corporate Governance* is enclosed as a part of the Annual Report along with the Certificate from the Practicing Company Secretary on Corporate Governance.

25. Directors' Responsibility Statement:

As stipulated under section 134(3)(c) read with Section 134(5) of the Act, your Directors hereby state and confirm that:

- a) in the preparation of the annual accounts for the financial year ended on March 31, 2026, the applicable accounting standards have been followed and that there are no material departures from the same;
- b) they have 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 ended on March 31, 2026 and of the profit of the Company for that period;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts on a going concern basis;
- e) they have laid down internal financial controls for the Company and such internal financial controls are adequate and operating effectively during the financial year ended March 31, 2026; and
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively during the financial year ended March 31, 2026.

26. Particulars of Contracts and arrangements with related parties:

During the financial year under review, the Company has not entered into any contracts/arrangements/transactions with related parties which could be considered material in accordance with the Company's Policy on materiality of related party transactions. All contracts/arrangements/transactions entered into by the Company during the financial year under review with related parties were in the ordinary course of business and on an arm's length basis but not material in nature. Accordingly, the disclosure of related party transactions to be provided under Section 134(3)(h) of the Act in Form AOC-2 is not applicable.

The details of transactions entered into with related parties, as per Accounting Standards, are disclosed in the Note No.40 of the Financial Statement.

The Company's Policy on Materiality of related party transactions and dealing with related party transactions is available on the Company's website at:

<https://vidhifoodcolors.com/INVPDFDocs/9.%20Codes%20and%20Polices/11.%20Policy%20on%20Related%20Party%20Transactions.pdf>

27. Particulars of loans given, investments made, guarantees given and securities provided:

During the year under Report, the Company has not given any loan, except, loan to employees and loan to Wholly-owned Subsidiary Company for working capital, or given guarantee or provided securities as covered under Section 186 of the Act. Further, the Company has not made any fresh investment during the year.

However, the investment made in previous years in the Subsidiary Company is continuing.

The details of loan given and Investment made by the Company have been given in note no.6 and 7 of the Financial Statement.

28. Risk Management:

The Company is exposed to inherent uncertainties owing to the sector in which it operates. A key factor in determining a Company's capacity to create sustainable value is the risks that the Company is willing to take (at strategic and operational levels) and its ability to manage them effectively. Many risks exist in a Company's operating environment and they emerge on a regular basis. The Company's Risk Management process focuses on ensuring that these risks are identified on a timely basis and addressed.

The Risk Management Committee ('RMC') of the Board provides oversight and sets the tone for implementing the Enterprise Risk Management ("ERM") framework across the organization. It reviews the status of key risks, progress of ERM implementation across locations and any exceptions as flagged to it, on periodic basis. The Committee oversees enterprise risk management framework to ensure execution of decided strategies with focus on action and monitoring risks arising out of unintended consequences of decisions or actions and related to performance, operations, compliance, incidents, processes, systems and transactions are managed appropriately. The Company believes that the overall risk exposure of present and future risks remains within risk capacity.

During the year under Report, the Company is keeping track to proactively manage risks and ensure health and safety of employees, while simultaneously ensuring growing business operation without any interruption.

29. Internal Financial Controls with reference to the Financial Statement:

The Company has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the 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.

The Company has in place adequate internal financial controls with reference to financial statements. The Company's internal control systems, including internal financial controls, are commensurate with the nature of its business and the size and complexity of its operations and the same are adequate and operating effectively. These systems are periodically tested and no reportable material weakness in the design or operation was observed. The Audit Committee reviews adequacy and effectiveness of the Company's internal control system including internal financial controls.

30. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Your Company has always believed in providing a safe and harassment-free workplace for every individual working in the Company. The Company has complied with the applicable provisions of the aforesaid Act, including constitution of the Internal Complaints Committee. The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary and trainees) are covered under this Policy. The Policy is gender neutral.

We are pleased to inform you that no complaints pertaining to sexual harassment were received during the Financial Year 2025-26 and pending as on March 31, 2026.

31. Statement of compliance of provisions of Maternity Benefit Act, 1961:

The Company has complied with the provisions of the Maternity Benefit Act, 1961.

32. Secretarial Standards:

The Company has complied with all the applicable Secretarial Standards issued by the Institute of Company Secretaries of India and notified by the Central Government.

33. Cost Records:

As per Section 148(1) of the Act read with the Companies (Cost Records and Audit) Rules, 2014, the maintenance of cost records is not mandated for the products manufactured by the Company.

34. Business Responsibility and Sustainability Reporting (BRSR):

The Listing Regulations mandate the inclusion of the Business Responsibility and Sustainability Reporting (BRSR) from 2022-23 in lieu of the Business Responsibility Report (BRR) as part of the Annual Report for the top 1,000 listed entities based on market capitalization. Since your Company falls under Top 1,000 Companies by Market Cap, Pursuant to Regulation 34(2)(f) of the Listing Regulations and SEBI circular no. SEBI/LAD-NRO/ GN/2021/22 dated May 5, 2021, your Company provides the prescribed disclosures in new reporting requirements on Environmental, Social and Governance ("ESG") parameters called the Business Responsibility and Sustainability Report ("BRSR") which includes performance against the nine principles of the National Guidelines on Responsible Business Conduct and the report under each principle which is divided into essential and leadership indicators.

The BRSR in the format prescribed by SEBI is annexed to the Annual Report as **Annexure F**.

Also, a detailed BRSR Report describing various initiatives, actions and process of the Company towards the ESG endeavor can be accessed at <https://vidhifoodcolors.com/investor-relation/annual-reports/>

35. Dividend Distribution Policy

The Company has formulated a Dividend Distribution Policy as required under regulation 43A of the Listing Regulations. The said Policy is uploaded on the Company's website. The weblink of the same is as follows:

<https://vidhifoodcolors.com/INVPDFDocs/9.%20Codes%20and%20Polices/18.%20Dividend%20Distribution%20Policy.pdf>

36. Other Disclosures/Reporting:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no events/instances/transactions occurred on these items during the year under review:

- a) Material changes and commitments, if any, 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;
- b) Voting rights which are not directly exercised by the employees in respect of shares for the subscription/ purchase of which loan was given by the Company (as there is no scheme pursuant to which such persons can beneficially hold shares as envisaged under section 67(3)(c) of the Act);
- c) The details of application made and proceeding pending under the Insolvency and Bankruptcy Code, 2016;
- d) The details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions;
- e) Significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future; and
- f) Details in respect of frauds reported by the Auditors under section 143(12) other than those which are reportable to the Central Government, as there were no such frauds reported by the Auditors.

37. Acknowledgements:

Your Board wish to place on record their appreciation and acknowledge with gratitude the support and co-operation extended by the Government Authorities, Bankers, Customers, Employees and Members during the year under review and look forward to their continued support.

**By Order of the Board of Directors
For Vidhi Specialty Food Ingredients Limited,**

Date: August 11, 2026
Place: Mumbai

Sd/-
Bipin Madhavji Manek
Chairman & Managing Director
(DIN: 00416441)
Address: 1601, Artesia 1ower,
Plot No 249 and 249A,
Hind Cycle Compound, Worli, Mumbai - 400030

Form No. AOC-1

[Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies
(Accounts) Rules, 2014]

**Statement containing salient features of the financial statement of Subsidiaries or Associate
Companies or Joint Ventures**

Part "A": Subsidiaries

(Information in respect of each subsidiary is presented with amounts in Rupees)

(Amount in Rs. Lakhs)

Sr. No.	Name of the subsidiary	Arjun Food Colorants Manufacturing Private Limited
1.	The date since when subsidiary was acquired	April 22, 2019
2.	Reporting period for the subsidiary concerned, if different from the Holding Company's reporting period	01.04.2025 to 31.03.2026
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of Foreign Subsidiaries	Not Applicable
4.	Share capital	8.28
5.	Reserves & surplus	476.00
6.	Total assets	520.97
7.	Total Liabilities	36.70
8.	Investments	Nil
9.	Turnover	0.00
10.	Profit (Loss) before taxation	(7.52)
11.	Provision for taxation	0
12.	Profit (Loss) after taxation	(7.52)
13.	Proposed Dividend	Nil
14.	Extent of shareholding	100.00%

Notes:

- Names of subsidiaries which are yet to commence operations: **Arjun Food Colorants Manufacturing Private Limited**
- Names of subsidiaries which have been liquidated or sold during the year: **Not Applicable**

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Not applicable as the Company is/was not having any Associate Company or Joint Venture during the reporting period.

**By Order of the Board of Directors
For Vidhi Specialty Food Ingredients Limited,**

Sd/-
Bipin Manek
Chairman and Managing Director
(DIN: 00416441)

Sd/-
Mihir Manek
Joint Managing Director
(DIN: 00650613)

Sd/-
Mitesh Manek
Chief Financial Officer

Date: August 11, 2026

Place: Mumbai

Annual Report on Corporate Social Responsibility (CSR) activities

[Pursuant to clause (c) of Section 134(1) of the Companies Act, 2013 and the provisions of Section 135 of the Companies Act, 2013 read with Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. A brief outline on Company's Corporate Social Responsibility (CSR) Policy:

Vidhi Specialty Food Ingredients Limited ('Vidhi'/'the Company') considers CSR as its commitment to its stakeholders, including the society at large, to conduct business in an economically, socially and environmentally sustainable manner that is transparent and ethical.

The Company's CSR Policy aims to develop and implement a long-term vision and strategy for Vidhi's CSR initiatives including formulating relevant potential CSR activities, their timely and expeditious implementation and establishing an overview mechanism of the activities undertaken/to be undertaken, in synchronization with the various eligible activities prescribed under schedule VII of the Companies Act, 2013.

The CSR Policy is available on the Company's website at: <https://vidhifoodcolors.com/INVPDFDocs/9.%20Codes%20and%20Polices/4.%20CSR%20Policy.pdf>

2. The Composition of the CSR Committee as on March 31, 2026 as follows:

Sl. No.	Name of Committee Members	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mrs. Jyoti Sunil Modi	Chairperson (Independent Director)	4	4
2.	Mrs. Pranali Prathmesh Govekar	Member (Independent Director)	4	4
3.	Mr. Anil Popatlal Udeshi	Member (Independent Director)	4	4

Web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company:

CSR Committee Composition - <https://vidhifoodcolors.com/investor-relation/directors-committees/>

CSR Policy - <https://vidhifoodcolors.com/INVPDFDocs/9.%20Codes%20and%20Polices/4.%20CSR%20Policy.pdf>

CSR Projects - <https://vidhifoodcolors.com/investor-relation/csr-activities/>

3. Executive Summary along with web-link(s) 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

4. a) **Average net profit of the Company as per sub-section (5) of Section 135:** Rs.53,03,06,744/-
b) **Two percent of average net profit of the Company as per sub-section (5) of Section 135:** Rs.1,06,06,135/-
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:** Rs. 2,48,859/-
e) **Total CSR obligation for the financial year [(b)+ (c)-(d)]:** Rs.1,03,57,276/-
5. a) **Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):** Rs. 1,08,57,000/- [please refer note given below the table given in clause (f)].
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. 1,08,57,000/-
e) **CSR amount spent or unspent for the financial year:**

Total Amount Spent for the Financial Year. (in ₹.)	Amount Unspent (in ₹.)				
	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.
1,08,57,000/-	Nil	Not Applicable	Not Applicable	Nil	Not Applicable

- f) **Excess amount for set off, if any:**

Sl. No.	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the Company as per section 135(5)	1,06,06,135
(ii)	Total amount spent for the Financial Year	* 1,11,05,859
(iii)	Excess amount spent for the financial year [(ii)-(i)]	4,99,724
(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)]	4,99,724

* Total amount spent for the financial year of Rs.1,11,05,859 is aggregate of actual amount spent (Rs.1,08,57,000) and amount carried forward from previous year (Rs.2,48,859) for set-off in 2025-26.

6. Details of Unspent CSR amount for the preceding three financial years: NIL

Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹.)	Balance Amount in Unspent CSR Account under Section 135(6) (in ₹.)	Amount spent in the Financial Year (in ₹.)	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 ₹.)	Deficiency, if any
					Amount (in ₹.)	Date of transfer		
1.			Not Applicable					
	TOTAL							

7. Whether any capital assets 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

Not Applicable

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		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration number, if applicable	Name	Registered Address
		Not Applicable					

(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

Sd/-

Bipin Madhavji Manek

(DIN: 00416441)

Chairman and Managing Director

Address: 1601, Artesia Tower,
Plot No 249 and 249A,
Hind Cycle Compound, Worli Mumbai City,
Maharashtra 400030

Date: August 11, 2026

Place: Mumbai

Sd/-

Jyoti Sunil Modi

(DIN:08699101)

Chairperson of CSR Committee

Address: 54, Jai Vijay Society, Sahar Road,
Western Express Highway, Opp. Parsee Wada, Sahar
P and T Colony, Vile Parle (East), Mumbai -400099

Date: August 11, 2026

Place: Mumbai

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the Financial year ended March 31, 2026

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,
The Members,
Vidhi Specialty Food Ingredients Limited
CIN: L24110MH1994PLC076156
E/27, Commerce Centre 78,
Tardeo Road, Mumbai – 400034

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Vidhi Specialty Food Ingredients Limited** (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2026 (“the audit period”) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2026, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not Applicable to the Company as during the Audit period there were no Foreign Direct Investments, Overseas Direct Investments in the Company and no External Commercial Borrowings were made by the Company);**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the Company during the Audit period);**
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as applicable **(Not Applicable to the Company during the Audit period);**

- (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not Applicable to the Company during the Audit period as the Company has not issued any Non-Convertible Securities);**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client **(Not Applicable to the Company during the Audit period);**
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not Applicable to the Company during the Audit period as delisting of securities did not take place);** and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not Applicable to the Company during the Audit period as the Company has not bought back its securities).**
- (i) The following industry specific laws and regulations, as informed and certified by the Audit Committee of the Company which are specifically applicable to the Company based on Food Colour Manufacturing Industry:
 - The Food Safety & Standards Act, 2006;
 - The Food Safety and Standards (Laboratory and Sampling Analysis) Regulations, 2011;
 - The Food Safety and Standards (Packaging) Regulations, 2018;
 - Food Safety and Standards (Labelling and Display) Regulations, 2020;
 - The Food Safety and Standards (Licensing and Registration of Food Businesses) Regulations, 2011;
 - The Food Safety and Standards (Food Products Standards and Food Additives) Regulations, 2011;
 - The Food Safety and Standards (Contaminants, Toxins and Residues) Regulations, 2011; and
 - The Chemical Accidents (Emergency Planning, Preparedness and Response) Rules, 1996.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards (SS-1 and SS-2) issued by the Institute of Company Secretaries of India and as notified by the Central Government, and
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above (wherever applicable);

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Notices of the Board/Committee Meetings were given to all the Directors along with the agenda and detailed notes on agenda at least seven days in advance, except where meeting was called and held at shorter notice, in compliance with the provisions of the Companies Act, 2013, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings held during the year and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded. Further, as confirmed by the Management, mechanism to capture and record the dissenting Members' views as a part of the minutes, exist.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there were no instances of:

- (i) Public/Rights/Preferential issue of shares/debentures/sweat equity;
- (ii) Redemption/buy-back of securities;
- (iii) Merger/amalgamation/reconstruction, etc.; and
- (iv) Foreign Technical Collaborations.

For Hemanshu Kapadia & Associates

Practising Company Secretaries

Peer Review Certificate No.: 1620/2021

Sd/-

Hemanshu Kapadia

Proprietor

C.P. No.: 2285 | Membership No.: F3477

UDIN: F003477H000989715

Date: July 31, 2026

Place: Mumbai

*This report is to be read with our letter of even date which is annexed as **Annexure I** and forms an integral part of this report.*

To,
The Members,
Vidhi Specialty Food Ingredients Limited
(CIN: L24110MH1994PLC076156)
E/27, Commerce Centre 78,
Tardeo Road, Mumbai – 400034

Our report of even date is to be read along with the letter.

1. Maintenance of secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required we have obtained the Management representation about the compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the Management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

For **Hemanshu Kapadia & Associates**
Practising Company Secretaries
Peer Review Certificate No.: 1620/2021

Sd/-
Hemanshu Kapadia
Proprietor
C.P. No.: 2285 | Membership No.: F3477
UDIN: F003477H000989715

Date: July 31, 2026
Place: Mumbai

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo
(Pursuant to provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014)

A. Energy Conservation:

1. The steps taken/impact on conservation of energy:

The Company is continuously reviewing various proposals for reduction in consumption of energy, mainly by way of replacement of existing equipments by modern and energy efficient equipments. Your Company has always considered energy and natural resource conservation as a focus area and has been consciously making efforts towards improving the energy performance year after year. Energy efficiency improvement initiatives have been implemented across all the plants and offices by undertaking various energy and resource conservation steps for sustainable development.

In addition to this, the Company had set-up 2 MW Solar Power Plant at Village: Rambhapur, Tal: Murtizapur, Dist: Akola, Maharashtra. 100% of electricity generated through above solar power plant is utilised for captive use for Company's Plant situated in Roha. This project supports the Company's green energy requirements for its manufacturing units. It also helps the Company reducing carbon emissions.

Further, the Company ensures adopting and following below mentioned energy saving measures:

- a) LED bulbs installed to save energy;
- b) Switching off equipments whenever not in use;
- c) Printing only important documents;
- d) Improvement in low insulation;
- e) Periodic desertion of Boiler;
- f) Use of energy efficient electric equipments;
- g) Regular maintenance of Machines and equipments;
- h) Use of natural lightning and natural ventilation; and
- i) Educating employees and workers for energy conservation and creating awareness amongst the employees and workers.

2. The steps taken by the Company for utilising alternate sources of energy:

- a) Installation of Solar Power Plant;
- b) Few batch processes scaled up/modified for saving of energy and time;
- c) The Company will take continuous steps to use the alternate sources by using cost effective fuels; and
- d) Power factor kept unity, few capacitors replaced resulting in significant cost savings.

3. The capital investment on energy conservation equipments:

For the year under review, the total capital investment on energy conservation equipment is NIL.

B. Technology Absorption:**1. The efforts made towards technology absorption:**

Your Company has continued its endeavor to absorb advanced technologies for its product range to meet the requirements of a globally competitive market. Further, the Company is taking efforts to further improve quality of the products. The Company strives to achieve innovations in its operations.

2. The benefits derived like product improvement, cost reduction, product development or import substitution:

Not Applicable as the Company has not absorbed new technology during the year.

3. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):

No technology was imported during the last three years preceding to the reporting year.

4. Expenditure incurred on Research and Development:

The Company has an exclusive and dedicated Research & Development Division (R&D Division) attached to its major production centre. It carries out development of new products besides improvement of existing products and production processes. R&D Division is playing a pivotal role not only in the case of new products already launched but also those on the anvil. R&D Division is entrusted with the responsibility to develop ways and means to minimize the adverse effect of quality deterioration, if any. R&D Division of the Company has a team of trained and dedicated personnel to further strengthen its activities.

The Specific areas in which R&D is carried out are:

- Development of production processes to meet specific customer requirements;
- Development of new products, especially line extension of existing products and new applications for the same;
- Development of new process techniques for cost optimization as well as fuel and energy conservation; and
- Reduction in water consumption.

(₹ in lakhs)

Particulars	Financial Year 2025-26
Research & Development Activities	336.67

C. Foreign Exchange Earnings and Outgo:

The Company's products are distributed over 80 countries across 6 continents. The Company continues to improve its export earning and increase in global presence. The Company has continued to maintain focus and avail of export opportunities based on economic consideration. The total Foreign Exchange Earning and Outgo in terms of actual inflow and outflow during the year was as follows:

(Rs. in lakhs)		
Particulars	Financial Year 2025-26	Financial Year 2024-25
Foreign Exchange Inflow	29,160.23	30,127.12
Foreign Exchange Outflow	6,882.76	9,147.35

By Order of the Board of Directors
For Vidhi Specialty Food Ingredients Limited,

Date: August 11, 2026
Place: Mumbai

Sd/-
Bipin Madhavji Manek
 Chairman & Managing Director
 (DIN: 00416441)
 Address: 1601, Artesia Tower,
 Plot No 249 and 249A,
 Hind Cycle Compound, Worli, Mumbai - 400030

DETAILS OF REMUNERATION

Details pertaining to remuneration as required under section 197(12) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The percentage increase in remuneration of each Director during the Financial Year 2025-26, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2025-26 are as under:

Sr. No.	Name of Director/ KMP and Designation	Remuneration of Director/ KMP (in Rs.)	% Increase/ Decrease in Remuneration in the Financial Year 2025-26	Ratio of remuneration of each Director to median remuneration of employees
1.	Mr. Bipin Madhavji Manek (DIN: 00416441) Chairman and Managing Director	3,57,50,000	9.66%	75.69
2.	Mr. Mihir Bipin Manek (DIN: 00650613) Joint Managing Director	3,57,50,000	9.66%	75.69
3.	Mrs. Pravina Bipin Manek* (DIN: 00416533) Non-Executive Director	Nil	N.A.	N.A.
4.	Mrs. Vidhi Harsh Parekh (DIN: 07584061) Whole-time Director	12,00,000	Nil	2.54
5.	Mr. Ashit Kantilal Doshi@ (DIN: 08486679) Independent Director	90,000	12.50%	0.19
6.	Mrs. Jyoti Sunil Modi@ (DIN: 08699101) Independent Director	110,000	37.50%	0.23
7.	Mr. Anil Popatlal Udeshi@ (DIN: 08285657) (w.e.f. 08.08.2024)	110,000	N.A.#	0.23
8.	Mrs. Pranali Prathamesh Govekar@ (DIN: 10727843) (w.e.f. 08.08.2024)	110,000	N.A.#	0.23
9.	Mr. Mitesh Dinesh Manek Chief Financial Officer	24,50,000	8.89%	N.A.
10.	Mr. Anupam J Vyas## Company Secretary & Compliance Officer [w.e.f.06.06.2025]	6,57,633	N.A.	N.A.

*Mrs. Pravina Bipin Manek (DIN: 00416533) do not draw any remuneration from the Company.

@The remuneration of Independent Directors covers sitting fees only which is Rs.30,000/- per meeting in which financial results are considered w.e.f. July 14, 2025.

#Since the remuneration of these Directors is only for part of the year 2024-25, the percentage increase in their remuneration cannot be provided.

##Since Mr. Anupam J Vyas was appointed as Company Secretary w.e.f. 06.06.2025. Hence, percentage increase for his remuneration is not applicable.

i. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year:

The median remuneration of employees of the Company during the Financial Year was Rs. 4,72,293/- and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year is provided in the above table.

ii. The percentage increase in the median remuneration of employees in the Financial Year:

In the Financial Year, the median remuneration of employees decreased/Increase by 19.04%.

iii. The number of permanent employees on the pay roll of the Company:

There were 126 (Including KMPs) permanent employees on the pay roll of the Company as on March 31, 2026.

iv. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Average percentile increase made in the salaries of employees other than the managerial personnel in the Financial Year i.e. 2025-26 was 16.41% whereas percentile increase in the managerial remuneration for the Financial Year 2025-26 was 9.47%.

The average percentile increase in salary of the employees other than the managerial personnel is higher than the percentile increase in the managerial remuneration. The Managerial Personnel were paid remuneration up to the maximum allowed limit under the Companies Act.

v. Affirmation that the remuneration is as per the remuneration policy of the Company:

It is hereby affirmed that the remuneration paid is as per the Policy for Remuneration of the Directors, Key Managerial Personnel and other employees.

Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sr. No.	1	2
Name	Bipin Madhavji Manek*	Mihir Bipin Manek*
Designation	Chairman & Managing Director	Joint Managing Director
Remuneration paid	Rs.3,57,50,000/-	Rs.3,57,50,000/-
Nature of employment	Executive Director	Executive Director
Qualifications and Experience	B.Com with an overall experience of 40 years in the field of Imports & Exports in food colour industries and business management.	B.Sc. in Industrial Chemistry with an overall experience of 20 years and expertise in the business of procurement of imported raw materials and distribution of various chemicals.

Date of commencement of employment	January 19, 1994	July 31, 2006
Age	70 years	44 years
Previous Employment	N.A. since he is associated with the Company since its inception.	He was not employed before joining the Company
No. of shares in the Company along with his spouse and dependent children	<u>Individual holding:</u> 26,10,333 Equity Shares (5.23%) <u>Holding of the spouse:</u> 34,90,667 Equity Shares (6.99%) <u>Holding as one of the Trustee of Bipin Manek Family Private Trust:</u> 1,15,00,000 Equity Shares (23.03%) <u>Holding as one of the Trustee of Pravina Manek Family Private Trust:</u> 1,30,00,000 Equity Shares (26.03%) <u>Holding as one of the Trustee of Manek Family Private Trust:</u> 15,00,000 Equity Shares (3.00%)	<u>Holding as one of the Trustee of Bipin Manek Family Private Trust:</u> 1,15,00,000 Equity Shares (23.03%) <u>Holding as one of the Trustee of Pravina Manek Family Private Trust:</u> 1,30,00,000 Equity Shares (26.03%)
Whether relative of Director or employee	Related to Mr. Mihir Bipin Manek, Mrs. Pravina Bipin Manek & Mrs. Vidhi Harsh Parekh	Related to Mr. Bipin Madhavji Manek, Mrs. Pravina Bipin Manek & Mrs. Vidhi Harsh Parekh

**these employees were in receipt of remuneration of more than one crore and two lakh rupees in aggregate for the financial year under review within the meaning of Rule 5(2)(i) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.*

Sr. No.	3	4
Name	Parag Y Surve	Mitesh Dinesh Manek
Designation	Works Manager	Chief Financial Officer
Remuneration paid	Rs. 27,69,472/-	Rs. 22,50,000/-
Nature of employment	Permanent	Key Managerial Personnel
Qualifications and Experience	M.Sc. with an overall experience of 30 years in production and administration	M.Com with an overall experience of 23 years in finance and administration
Date of commencement of employment	July 01, 1996	April 01, 2002
Age	54 years	49 years
Previous Employment	He was not employed before joining the Company	He was not employed before joining the Company
No. of shares in the Company along with his spouse and dependent children	Individual Holding: 4,000 Equity Shares (0.01%)	Holding of spouse: 1,00,000 Equity Shares (0.20%)
Whether relative of Director or employee	Not related	Not related

Sr. No.	5	6
Name	Manoj Madhukar Jadhav	Vidhi H Parekh
Designation	Senior R&D Officer	Whole-time Director
Remuneration paid	Rs. 20,55,000/-	Rs. 12,00,000/-
Nature of employment	Permanent	Executive Director
Qualifications and Experience	Ph.D. with an overall experience of 13 years in Research and Development	Commerce Graduate with an experience of more than 20 years in work related to the DGFT and Human Resources
Date of commencement of employment	September 16, 2016	November 01, 2020
Age	40 years	39 Years
Previous Employment	Rallis India Limited	Fazlani La Academie Globale
No. of shares in the Company along with his spouse and dependent children	716 Equity Shares (0.00%)	Nil
Whether relative of Director or employee	Not related	Related to Mr. Bipin Madhavji Manek, Mrs. Pravina Bipin Manek & Mr. Mihir Bipin Manek

Sr. No.	7	8
Name	Jaysingh K Burundkar	Milind R Patil
Designation	Maintenance Manager	Quality Control Manager
Remuneration paid	Rs. 10,01,740/-	Rs. 10,30,144/-
Nature of employment	Permanent	Permanent
Qualifications and Experience	B.E. with an overall experience of 33 years in maintenance of plant, machinery and other assets	M.Sc. with an overall experience of 33 years in quality control
Date of commencement of employment	April 01, 2014	April 01, 1996
Age	52 years	54 years
Previous Employment	Roha Dyechem Private Limited	Roha Dyechem Private Limited
No. of shares in the Company along with his spouse and dependent children	1002 Equity Shares (0.00%)	Nil
Whether relative of Director or employee	Not related	Not related

Sr. No.	9	10
Name	Ashish R. Arekar	Sagar Subhash Pathak
Designation	Production Supervisor	Sr Export Executive
Remuneration paid	Rs.7,49,728/-	Rs. 10,25,900/-
Nature of employment	Permanent	Permanent
Qualifications and Experience	M.Sc with an overall experience of 20 years	B.Sc. (Chemistry & Botany) PGDM (Welingkar Mumbai) with an overall experience of 13 years
Date of commencement of employment	April 01, 2006	April 01, 2011
Age	47 years	44 years
Previous Employment	He was not employed before joining the company	Sun Pharmaceuticals Limited
No. of shares in the Company along with his spouse and dependent children	Nil	Nil
Whether relative of Director or employee	Not Related	Not related

**By Order of the Board of Directors
For Vidhi Specialty Food Ingredients Limited,**

Date: August 11, 2026

Place: Mumbai

Sd/-

Bipin Madhavji Manek

Chairman & Managing Director

(DIN: 00416441)

Address: 1601, Artesia 1ower, Plot No 249 and 249A,
Hind Cycle Compound, Worli, Mumbai - 400030

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING FORMAT

(Business Responsibility and Sustainability Reporting (BRSR) is the practice of companies disclosing information about their environmental, social, and governance (ESG) performance. It goes beyond financial reporting to provide stakeholders with a comprehensive view of a company's non-financial impacts and contributions to sustainable development. BRSR covers topics such as environmental impact, social responsibility, and governance practices, aiming to promote transparency and accountability.)

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

Sr. No.	Particulars	FY 2025-2026
1	Corporate Identity Number (CIN) of the Listed Entity	L24110MH1994PLC076156
2	Name of the Listed Entity	VIDHI SPECIALTY FOOD INGREDIENTS LIMITED
3	Year of incorporation	19/01/1994
4	Registered office address	E/27 COMMERCE CENTER78, TARDEO ROAD, MUMBAI MH 400034
5	Corporate address	E/27 COMMERCE CENTER78, TARDEO ROAD, MUMBAI MH 400034
6	E-mail	vdmlcs@hotmail.com
7	Telephone	022 6140 6666
8	Website	https://vidhifoodcolors.com/
9	Financial year for which reporting is being done	Financial year 2025-26
10	Name of the Stock Exchange(s) where shares are listed	BSE Limited & The National Stock Exchange of India Limited
11	Paid-up Capital	Rs.4,99,45,000
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Name: Mr.Mitesh Manek (Chief Financial Officer) Email Id: mitesh.manek@vidhifoodcolors.com Phone Number : 022 6140 6666
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Standalone Basis
14	Name of assurance provider	Not Applicable
15	Type of assurance obtained	Not Applicable

II. Products/services

16. Details of business activities (accounting for 90% of the turnover):

Sr. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Manufacturing	Chemical and chemical products, pharmaceuticals, medicinal chemical and botanical product	90.00%
2.	Trade	Wholesale Trading	10.00%

Note: Percentage of turnover of entity is calculated on the basis of revenue from operations.

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

Sr. No.	Product/Service	NIC Code	% of total Turnover Contributed
1.	Synthetic food colours, dyes and pigments from any source in basic form or as concentrate	20114	90.00%
2.	Wholesale of industrial chemicals	51496	10.00%

*NIC Code – 2008

III. Operations**18. Number of locations where plants and/or operations/offices of the entity are situated:**

Location	Number of plants	Number of offices	Total
National	2	4*	6
International	0	0	-

*Includes 2 office, R&D Lab and a warehouse

19. Markets served by the entity:**a. Number of locations**

Locations	Number
National (No. of States)	28
International (No. of Countries)*	80
The Company is selling outside Maharashtra and exporting through dealers and distributors.	
b. What is the contribution of exports as a percentage of the total turnover of the entity?	79%
c. A brief on types of customers	

Vidhi Specialty Food Ingredients Ltd. is a global leader in the manufacture of synthetic and natural food-grade colour. We deliver safe, high-quality and innovative colour solutions that cater to diverse applications in foods and beverages, confectionery, pharmaceuticals, animal nutrition, cosmetics, inkjet inks and also offer specialized salt-free colour formulations to meet the evolving customer needs. With a strong international presence, our products are exported to more than **80 countries across six continents**, reaching markets through both a robust distributor network and direct collaborations with end-users.

IV. Employees**20. Details as at the end of Financial Year:****a. Employees and workers (including differently abled):**

Sr. No.	Particulars	Total	Male		Female	
		(A)	No. (B)	% (B / A)	No. (C)	% (C / A)
<u>EMPLOYEES</u>						
1	Permanent (D)	104	85	81.73%	19	18.27%
2	Other than Permanent (E)	0	-	-	-	-
3	Total employees (D + E)	104	85	81.73%	19	18.27%
<u>WORKERS</u>						
4	Permanent (F)	21	21	100%	0	-
5	Other than Permanent (G)	74	70	94.59%	4	5.41%
6	Total workers (F + G)	95	91	95.79%	4	4.21%

b. Differently abled Employees and workers:

Sr. No.	Particulars	Total	Male		Female	
		(A)	No. (B)	% (B / A)	No. (C)	% (C / A)
<u>DIFFERENTLY ABLED EMPLOYEES</u>						
1	Permanent (D)	-	-	-	-	-
2	Other than Permanent (E)	-	-	-	-	-
3	Total differently abled employees (D + E)	-	-	-	-	-
<u>DIFFERENTLY ABLED WORKERS</u>						
4	Permanent (F)	2	2	100%	-	-
5	Other than Permanent (E)	0	-	-	-	-
6	Total differently abled workers (F + G)	2	2	100%	-	-

Participation/Inclusion/Representation of women

Particular	Total	No. and percentage of Females	
	(A)	No. (B)	% (B / A)
Board of Directors	8	4	50.00%
Key Management Personnel*	2	0	-

*KMP is defined as per Section 203 of Companies Act, 2013.

22. Turnover rate for permanent employees and workers

Particular	FY 2025-26			FY 2024-25			FY 2023-24		
	(Turnover rate in current FY)			(Turnover rate in previous FY)			(Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	9.27%	0	8.00%	15.38%	76.92%	20.98%	11.38%	42.86%	14.60%
Permanent Workers	0	0	-	12.24%	-	12.24%	8.00%	-	8.00%

V. Holding, Subsidiary and Associate Companies (including joint ventures)**23.(a) Names of holding / subsidiary / associate companies / joint ventures**

Sr. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business responsibility initiatives of the listed entity? (Yes/No)
1.	ARJUN FOOD COLORANTS MANUFACTURING PRIVATE LIMITED	Wholly Owned	100.00%	No

VI. CSR Details

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No)	Yes
a. Turnover (in ₹)	38,002.62/- Lakhs
b. Net worth (in ₹)	31,912.31/- Lakhs

Transparency and Disclosures Compliances**25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:**

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) *	FY 2025-26			FY 2024-25		
		Current Financial Year			Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes	0	0	-	0	0	-
Investors (other than shareholders)	Yes	0	0	-	0	0	-
Shareholders	Yes	0	0	-	0	0	-
Employees and workers	Yes				0	0	-
Customers	Yes	20	0	-	15	0	-
Value Chain Partners	Yes	0	0	-	0	0	-
Other (please specify)	Yes	0	0	-	0	0	-

* Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)

Stakeholder group from whom complaint is received	Web Link for Grievance Policy
Shareholders	Yes, Shareholders can register their grievances on SCORES Portal at https:// scores.sebi.gov.in/ and on ODR Portal at https:// smartodr.in
Employees and workers	Yes, WHISTLE BLOWER POLICY
Customers	Yes, WHISTLE BLOWER POLICY
Value Chain Partners	Yes, WHISTLE BLOWER POLICY
Communities	Yes, https://vidhifoodcolors.com/contact/
Investors (other than shareholders)	
Other (please specify)	

26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	GHG Emissions	R	Production processes generate GHG emissions from fossil fuel combustion. With stricter emission norms, the company may face regulatory fines, operational challenges, and compliance costs.	• Transition to low carbon renewable energy through a 2.5 MW solar project at Sunbless Solar Park, Maharashtra. • Energy conservation practices across operations • Phasing out old equipment and replacing with energy-efficient equipment. • Emission control by installing wet scrubbers on HCL, Oleum, and H₂SO₄ tanks. • Conducting regular air quality monitoring and inspections to control air pollution. • Wastewater recycling using RO systems at Dahej.	Negative
2	Water and Wastewater Management	R	Water is a critical input in chemical production. Rising scarcity, higher treatment costs, and climate change risks can disrupt operations and increase costs.	• Efficient Water Recycling by directing 80 KL process-water through Multi Evaporator Plant and repurposing the water for gardening and domestic use. Thus, minimising wastewater discharge and maximising resource utilisation. • Comprehensive Wastewater treatment of the remaining process water through our 2 stage ETP and then further through a Common Effluent Treatment Plant to reduce environmental impact and meeting regulatory standards. • Rainwater Harvesting for use in gardening and other operational activities to conserve water and meet our water management goals.	Negative

3	Waste and Hazardous Material Management	R	Our manufacturing processes generate hazardous waste, such as heavy metals and sludge, that are governed by strict regulatory requirements for handling, transport, and disposal. Inadequate management could lead to compliance risks, penalties, and environmental liabilities.	• Responsible waste management: Vidhi adheres to Pollution Control Board guidelines to ensure responsible handling, treatment, and disposal of hazardous waste. • Scientific Disposal: Hazardous waste, including ETP sludge, is safely collected and transferred to Mumbai Waste Management Limited (MWML) for proper treatment and disposal. • Calorific Value Norms: Waste with a calorific value below 3000 kcal/kg is managed in line with prescribed practices, reducing environmental impact.	Negative
4	Energy Efficiency	R	Chemical production is energy-intensive, typically relying on fossil fuels or purchased electricity. This makes energy sourcing a significant operational cost and a potential compliance risk, depending on environmental regulations. Inadequate energy management could hamper operations and increase costs, emissions and regulatory exposure.	• Commitment to Renewable Energy: Vidhi is reducing dependence on non-renewable sources by integrating renewable energy solutions, including its 2.5 MW solar power project. • Carbon Footprint Reduction: The company actively pursues sustainable practices to lower emissions and contribute positively to climate goals. • Energy-Efficient Operations: Adoption of modern, energy-efficient equipment and continuous process improvements help optimize energy use, reduce pollution, and strengthen environmental stewardship.	Negative

5	Human Rights	R	Respecting human rights is essential to sustainable business operations. It includes fair treatment of employees, fair labour practices, safe working conditions, respect for community rights, and diversity. Failure to uphold human rights could result in reputational damage, regulatory penalties and potential litigations.	• Commitment to Human Rights: Vidhi upholds international human rights standards through established policies and procedures embedded in its governance framework. • Reporting Mechanism: Employees can raise concerns with their Head of Department, and if unresolved, escalate them to the CFO. • Internal Compliance Committee: Depending on the nature of the issue, complaints may also be addressed by the Internal Compliance Committee, ensuring independent oversight and accountability. • Human Rights Training: Regular training programs are conducted to raise awareness, reinforce ethical practices, and ensure alignment with human rights principles.	Negative
6	Community Relations	R	While chemical companies contribute to local communities through employment, tax revenue, and investments, they also face challenges related to environmental impact, public health and process safety. It is very important to maintain good community relations as non-maintenance can lead to regulatory fines, legal issues, reputational damage and potential disruptions to operations.	• Commitment to Community Well-being: Vidhi prioritizes the health, safety, and well-being of the communities surrounding its operations. • Regular Engagement: The company actively engages with stakeholders to understand community needs and address concerns through open and transparent communication channels. • CSR Initiatives: Community support is extended through CSR programs focused on healthcare, education, women empowerment, and social welfare. • Grievance Redressal: The company maintains open channels for communities to share grievances, which are addressed promptly to maintain trust. • Value Chain & Stakeholder Collaboration: Vidhi continues to work with stakeholders across its value chain to uplift communities and align shared interests.	Negative

7	Employee health and safety	R	Employees in chemical plants are exposed to risks from heavy machinery, hazardous substances, and extreme operating conditions. A strong safety culture helps reduce workplace incidents, lower medical and legal costs, and improve efficiency.	• Vidhi upholds strict safety standards, supported by continuous training and effective communication. • Regular drills and training are conducted on fire safety, first aid, material handling, chemical safety, and food safety. • Compliance with ISO 9001:2015 and ISO 22000:2005 underscores its commitment to global safety and quality benchmarks. • Routine health check-ups and proactive HACCP/HAZOP studies ensure employee well-being and early risk identification.	Negative
8	Product Design, Safety and life cycle management	O	Growing regulatory requirements and resource constraints encourage innovation in safer, more efficient, and sustainable products. Companies that prioritize product safety, adopt less toxic alternatives, and deliver cost-effective solutions can enhance market share, strengthen brand value, and improve shareholder returns.	• Innovation & Quality Assurance: Vidhi's BIS-accredited R&D lab drives product innovation while ensuring adherence to global safety and quality standards. • Comprehensive Testing: Every stage of production — from raw material sampling to final product checks — undergoes rigorous testing to guarantee consistency and reliability. • Expert Team: A dedicated team of skilled chemists ensures all products meet strict industry benchmarks. • Customer Collaboration: Vidhi works closely with customers during product development, provides after-sales support, and keeps clients updated on global regulatory changes for continued compliance. • In-House Testing & Certification: The company's QC/QA lab conducts thorough in-house testing, supported by HACCP certification and regular evaluations. • Standard Operating Procedures (SOPs): Adherence to PRP, OPRP, CCP, and HAC protocols ensures a robust quality management system and high standards of food safety.	Positive

9	Business Ethics and Legal Compliance	R	Business ethics and legal compliance are paramount for chemical companies. These principles ensure that companies operate with integrity, fairness, and within the confines of the law. Non-compliance with ethical and legal standards can expose the company to regulatory penalties, legal liabilities, reputational damage, and operational disruptions. Upholding strong business ethics and compliance safeguards trust, investor confidence, and long-term sustainability.	• Robust Policies: A comprehensive set of policies guides ethical conduct, anti-corruption practices, and compliance with applicable laws. • Training & Awareness: Regular training sessions are conducted to ensure employees and management remain aligned with ethical and regulatory expectations. • Internal Controls & Monitoring: Stringent internal controls and audit mechanisms help prevent non-compliance and safeguard operational integrity. • Whistle-blower Mechanism: Transparent reporting channels encourage employees to raise concerns without fear of retaliation.	Negative
10	Governance	R	Strong corporate governance is core to achieving the organization's mission. Weak corporate governance can undermine stakeholder trust, damage reputation, disrupt business continuity, and reduce investor confidence. Effective governance ensures transparency, accountability, and sustainable value creation.	• Robust internal control systems ensure accurate reporting and compliance with regulatory requirements. • A comprehensive Code of Conduct guides ethical behaviour across the organization. • Whistle-blower and Insider Trading policies safeguard investor interests and reinforce transparency. • Active oversight by the Board and Committees strengthens governance and risk management practices.	Negative

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Sr. No	Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
	Policy and management processes									
1. a	Whether your entity's policy/ policies cover each principle and its core elements of the NGRBCs. (Yes/ No/NA)	Y	Y	Y	Y	Y	Y	Y	Y	Y
b	Has the policy been approved by the Board? (Yes/No/NA)	Y	Y	Y	Y	Y	Y	Y	Y	Y

c	Web Link of the Policies, if available	https://vidhifoodcolors.com/investor-relation/codes-policies/								
2	Whether the entity has translated the policy into procedures. (Yes / No/ NA)	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Do the enlisted policies extend to your value chain partners? (Yes/No/ NA)	Y	N	N	N	Y	Y	N	N	N
4	Name of the national and international codes/ certifications/ labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	ISO 9001:2015, ISO 22000:2018, Kosher, Halal	ISO 9001:2015, ISO 22000:2018, FSSAI, GMP, HACCP	HACCP	ISO 9001:2015, ISO 22000:2018, Kosher, GMP, Halal	-	-	ISO 9001:2015, ISO 22000:2018, FSSAI, GMP, Halal	ISO 9001:2015, ISO 22000:2018, FSSAI, GMP, Halal, Kosher	
5	Specific commitments, goals and targets set by the entity with defined timelines, if any.	We commit to uphold ethical practices, maintain transparency, and ensure accountability in all our actions, as guided by our established policies	We are an ISO 9001:2000, ISO 22000:2005, and HACCP certified company, found satisfactory by the U.S. FDA. All our products carry HALAL and Kosher certification. We ensure that our products sustainable & safe	Employees and workers will continue to be provided with health and safety benefits	We are taking several initiatives and will conduct formal study and come up with targets	We commit to uphold anti-discrimination as guided by our established policies	The Company shall continue to adopt renewable energy across its facilities and proper water and waste management to ensure positive impact.	We commit that our engagement will be in a responsible manner and in accordance with our Code of Conduct	We commit to investing the CSR funds for social development	We will continue to be customer centric.
6	Performance of the entity against the specific commitments, goals and targets along- with reasons in case the same are not met. -	-								

Governance, leadership and oversight

7 Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure) At Vidhi Specialty Food Ingredients Ltd., sustainability continues to be an integral part of our business strategy and operations. As a responsible manufacturer of synthetic and natural food-grade colours, we recognize that strong Environmental, Social, and Governance (ESG) practices are essential to building a resilient and sustainable organization. During FY 2025–26, we continued to strengthen our efforts across key ESG priorities. On the environmental front, we remain focused on reducing greenhouse gas emissions, improving energy efficiency, conserving water, and managing waste responsibly. Our renewable energy initiatives, including the 2.5 MW solar power project at Sunbless Solar Park, Maharashtra, have helped reduce our dependence on non-renewable sources of energy. We have also continued to strengthen wastewater management at our Dahej facility through Reverse Osmosis systems and Effluent Treatment Plants, supporting the recycling and reuse of process water. These efforts reflect our commitment to resource efficiency and responsible environmental stewardship. From a social perspective, we continue to prioritize employee health, safety, and well-being through regular training, medical check-ups, and robust management systems. We remain committed to fostering an inclusive and respectful workplace, upholding human rights, and maintaining effective grievance redressal mechanisms. Our CSR initiatives across education, healthcare, women's empowerment, and community development further reflect our commitment to creating shared value for the communities in which we operate. On the governance front, we continue to uphold high standards of integrity and ethical conduct through our Code of Conduct, whistleblower mechanism, and strong internal controls. Transparency, accountability, and responsible decision-making remain central to our governance approach, supported by continuous engagement with our stakeholders. Looking ahead, we will continue to enhance our renewable energy footprint, improve water and resource efficiency, strengthen responsible waste management, and explore sustainable product and process innovations through R&D. With the continued trust and support of our stakeholders, we remain committed to building a responsible, resilient, and future-ready organization that creates lasting value for all.
8 Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies). Mr. Mitesh Manek Chief Financial Officer
9 Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No/ NA). Yes If Yes please provide details Yes. Name: Mr. Mitesh Manek Chief Financial Officer and Stakeholder Relationship Committee

10 Details of Review of NGRBCs by the Company										
Subject for Review	Indicate whether review was undertaken by Director/ Committee of the Board/Any other Committee									
	P1	P2	P3	P4	P5	P6	P7	P8	P9	
a. Performance against above policies and follow up action	Committee of the Board									
b. Compliance with statutory requirements of relevance to the principles and rectification of any non-compliances	Committee of the Board									

	Subject for Review	Frequency (Annually / Half yearly /Quarterly/ Any other-please specify)								
		P1	P2	P3	P4	P5	P6	P7	P8	P9
a.	Performance against above policies and follow up action	Annually								
b.	Compliance with statutory requirements of relevance to the principles and rectification of any non-compliances	Annually								
11	Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No).	N	N	N	N	N	N	N	N	N
	If yes, provide name of the agency.	-								

12	If answer to question (1) above is “No” i.e. not all Principles are covered by a policy, reasons to be stated:	P1	P2	P3	P4	P5	P6	P7	P8	P9
	The entity does not consider the Principles material to its business (Yes/No)	N.A.								
	The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
	The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
	It is planned to be done in the next financial year (Yes/No)									
	Any other reason (please specify)									

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE**PRINCIPLE 1 Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.**

(This principle focuses on the importance of ethical conduct and transparency in business operations. Companies should follow ethical business practices and adhere to high standards of integrity. They should also be transparent about their activities, operations, and financial reporting, as well as be accountable for their actions)

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:			
Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	4	Trainings/topics covered include AI Governance, Cybersecurity Risk, ESG Integration, and LODR Amendments.	100%
Key Managerial Personnel	3	Trainings and topics covered include Materiality Thresholds, Material Events, Integrated Filings, and Regulatory Updates.	100%
Employees other than BOD and KMPs	12	Trainings and topics covered include the following: Health & Safety Training: Fire drills, first aid and medical emergencies, material handling, chemical safety, and food safety.	100%
Workers	3	- Human Rights Training: Prevention of Sexual Harassment (POSH) training and new employee induction. - Skill Upgradation Training: Performance evaluation and improvement programs. - Cybersecurity Training: Cybersecurity awareness and risk management programs.	100%

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format

Monetary					
Particular	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR) (For Monetary Cases only)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	NIL	-	0	NA	NA
Settlement	NIL	-	0	NA	NA
Compounding fee	NIL	-	0	NA	NA

Non Monetary				
Particular	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment	NIL	NA	NA	NA
Punishment	NIL	NA	NA	NA

Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
	Not Applicable

4. Does the entity have anti-corruption or anti-bribery policy? (Yes/ No)	Yes
If Yes, provide details in brief	
Our company is committed to full compliance with all applicable laws, rules, and regulations, while upholding the highest standards of business ethics. We foster a culture of transparency, integrity, and accountability, guided by strong ethical principles. A comprehensive Code of Conduct for the Board of Directors and Senior Management has been adopted, which sets out expectations for ethical decision-making and responsible leadership. This Code is publicly available on the company's website at the following link: <u>Code of Conduct for Board of Directors and Senior Management</u>. Further, our Business Responsibility & Sustainability Policy, approved by the Board, explicitly prohibits abusive, corrupt, or anti-competitive practices and reinforces our dedication to fair business conduct. Together, these policies form the foundation of Vidhi's governance framework, ensuring ethical value creation for all stakeholders.	
If Yes, Provide a web link to the policy, if available -Web link anti corruption or anti bribery policy is place	
Weblink: https://vidhifoodcolors.com/INVPDFDocs/9.%20Codes%20and%20Polices/BRSR%20Policy_Vidhi%20Specialty.pdf	

Number of Directors/ KMPs/ employees/ workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

Particular	FY 2025-26	FY 2024-25
Directors	0	0
KMPs	0	0
Employees	0	0
Workers	0	0

6. Details of complaints with regard to conflict of interest:

Case Details	FY 2025-26		FY 2024-25	
	Number	Remark	Number	Remark
Number of complaints received in relation to issues of Conflict of Interest of the Directors	0	-	0	-
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	0	-	0	-

Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

Not applicable.

8. Number of days of accounts payables in the following format:

Particular	FY 2025-26	FY 2024-25
Number of days of accounts payables	35	29

Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2025-26	FY 2024-25
Concentration of Purchases*	a. Purchases from trading houses as % of total purchases	-	-
	b. Number of trading houses where purchases are made from	-	-
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	-	-
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	96.00%	95.00%
	b. Number of dealers / distributors to whom sales are made	250	240
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	42.81%	59.24%
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	0.0249	0.0272
	b. Sales (Sales to related parties / Total Sales)	0.0199	0.0181
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	0.14	0.0518
	d. Investments	-	-

Leadership Indicators

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No)	Yes
If Yes, provide details of the same. In accordance with the company's Code of Conduct, Directors and Senior Management are required to disclose their interests at the beginning of each financial year and promptly report any changes that may arise during the year. Any actual or potential conflict of interest must be reported to the Chairman of the Audit Committee or to the Chairman of the Board. Board Members and Senior Management are expected to avoid conflicts of interest, including holding financial stakes in competing businesses or influencing company decisions involving relatives. They are prohibited from accepting gifts, favors, or benefits from business partners beyond customary levels. Additionally, Executive Directors and Senior Management are not permitted to undertake outside employment. Web-link: Code of Conduct for Board Members and Senior Management Personnel	

PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe.

(This principle highlights the importance of sustainable and safe production practices. Companies should strive to minimize the environmental impact of their activities and ensure that their products and services are safe for consumers and the environment.)

Essential Indicator

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

Sr. No.	Particular	FY 2025-26	FY 2024-25	Details of improvements in environmental and social impacts
1	R&D	0	0	-
2	Capex	0	0	-

2 a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)	No
b. If yes, what percentage of inputs were sourced sustainably?	NIL

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for

(a)	Plastics (including packaging)	Not applicable. Plastic packaging waste is disposed off through third party vendors.
(b)	E-waste	Not applicable
(c)	Hazardous waste	Not applicable. The company is committed to the safe collection, handling, and management of hazardous waste in strict compliance with the guidelines prescribed by the Pollution Control Board. Hazardous waste generated at the manufacturing facilities is systematically transferred to Mumbai Waste Management Limited (MWML) for authorized treatment and disposal. As Vidhi's products are largely consumables with limited potential for reclamation at the end of their lifecycle, the company focuses on ensuring responsible disposal during production and maintaining strict adherence to environmental regulations throughout its operations.
(d)	other waste	Not applicable.

4.a	Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No)	No
b	If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards?	
	Not applicable	
c	If not, provide steps taken to address the same	
	Not applicable	

PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains.

(This principle emphasizes the importance of employee well-being. Companies should provide safe and healthy working conditions, fair wages, and opportunities for career development to all employees in their value chains, including suppliers, contractors, and temporary workers.)

Essential Indicators

1 a. Details of measures for the well-being of employees:

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
<u>Permanent employees</u>											
Male	85	0	-	0	-	NA	-	0	-	0	-
Female	19	0	-	0	-	0	-	NA	-	0	-
Total	104	0	-	0	-	0	-	0	-	0	-
<u>Other than permanent employees</u>											
Male	0	NIL									
Female	0										
Total	0										

b. Details of measures for the well-being of workers:

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent workers											
Male	21	0	-	21	100%	NA	-	0	-	0	-
Female	0	0	-	0	0	0	-	NA	-	0	-
Total	21	0	-	21	100%	0	-	0	-	0	-
Other than permanent workers											
Male	70	0	-	70	100%	NA	-	0	-	0	-
Female	4	0	-	4	100%	0	-	NA	-	0	-
Total	74	0	-	74	100%	0	-	0	-	0	-

*Maternity benefits are available to all female employees and workers but was not availed by anyone in the reporting year.

1. c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format	FY 2025-26	FY 2024-25
Cost incurred on well- being measures as a % of total revenue of the company	0	0

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY 2025-26			FY 2024-25		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	65.38%	100%	Y	85.91%	100%	Y
Gratuity	29.81%	100%	Y	36.62%	100%	Y
ESI	3.85%	0%	Y	7.04%	0%	Y
Others – please specify	-	-	-	-	-	-

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016?	Yes. Yes, the operating locations of the Company have accessibility for differently abled employees, workers and visitors.
If not, whether any steps are being taken by the entity in this regard.	
Not applicable.	

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016?	The company is committed to provide equal opportunity to everyone and build a non-discriminatory workplace. No distinction is made on the basis of colour, religion, gender, nationality, ancestry, age, marital status, sexual orientation, or disability.
If so, provide a web-link to the policy.	Web link: Code of Conduct

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent Employees		Permanent Workers	
	Return to work rate	Retention Rate	Return to work rate	Retention Rate
Male	-	-	-	-
Female	-	-	-	-
Total	-	-	-	-

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

Category	Yes/ No	If Yes, then give details of the mechanism in brief
Permanent Workers	Yes	The company promotes transparent communication through a structured grievance redressal mechanism. Employees are encouraged to raise concerns with their immediate Head of Department (HOD), and if unresolved, escalate them to the CFO or factory leader as appropriate. For issues related to sexual harassment or discrimination, complaints—whether named or anonymous—may be submitted directly to the Internal Complaints Committee (ICC), which addresses cases in accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013. The Audit Committee also oversees a formal vigilance mechanism to ensure fair handling of grievances and uphold ethical practices.
Other than Permanent Workers		
Permanent Employees		
Other than Permanent Employees		

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Category	FY 2025-26			FY 2024-25		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D/C)
<u>Total Permanent employees</u>						
Male	85	0	-	66	0	-
Female	19	0	-	5	0	-
<u>Total Permanent Workers*</u>						
Male	21	16	76%	21	16	76%
Female	0	0	-	0	0	-

***Permanent workers were members of Hind Majdoor Sabha**

8. Details of training given to employees and workers:

Category	FY 2025-26					FY 2024-25				
	Total (A)	On Health and Safety Measures		On Skill Upgradation		Total (D)	On Health and Safety Measures		On Skill Upgradation	
		Number (B)	% (B / A)	Number (C)	% (C / A)		Number (E)	% (E / D)	Number (F)	% (C / D)
<u>Employees</u>										
Male	85	85	100%	85	100%	66	66	100%	66	100%
Female	19	19	100%	19	100%	5	5	100%	5	100%
Total	104	104	100%	104	100%	71	71	100%	71	100%

Worker

Male	91	91	100%	91	100%	112	112	100%	112	100%
Female	4	4	100%	4	100%	4	4	100%	4	100%
Total	95	95	100%	95	100%	116	116	100%	116	100%

9. Details of performance and career development reviews of employees and worker:

Category	FY 2025-26			FY 2024-25		
	Total (A)	No. (B)	% (B / A)	Total (D)	No. (E)	% (E / D)
<u>Employees</u>						
Male	85	85	100%	66	66	100%
Female	19	19	100%	5	5	100%
Total	104	104	100%	71	71	100%
<u>Workers</u>						
Male	91	21	23.08%	112	21	18.75%*
Female	4	0	-	4	0	-
Total	95	21	22.11%	116	21	18.10%*

*Performance and career development reviews is only for permanent workers.

10. Health and safety management system

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No)	Yes
If Yes, the Coverage such systems?	

Comprehensive Implementation Across All Facilities: Vidhi has established robust Occupational Health and Safety (OHS) systems at all its manufacturing plants, including the newly initiated Dahej facility. This ensures that every location adheres to the highest safety standards.

Adherence to International Standards: The company's manufacturing processes comply with ISO 9001:2015, ISO 22000:2005, and HACCP standards. These certifications reflect Vidhi's unwavering commitment to quality, environmental stewardship, and occupational health and safety.

High Safety Standards in Chemical Production: As a leading manufacturer of premium synthetic and natural food-grade colours, Vidhi prioritizes minimizing workplace risks through stringent safety measures. The company ensures that its operations meet industry-leading safety protocols to protect the well-being of its employees.

Proactive Health and Safety Measures: At both Roha and Dahej facility, and across all plants, health and safety measures are rigorously implemented. This includes regular health and safety counseling sessions, annual health check-ups for all employees, and the issuance of health cards to monitor and maintain employee well-being.

Ongoing Training and Safety Awareness: Vidhi emphasizes continuous improvement in safety through enhanced skills training, effective communication, and safety awareness programs. These initiatives are designed to foster a risk-free working environment and uphold the highest safety standards.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

Vidhi has instituted a robust risk management framework to prevent workplace injuries, incidents, and operational disruptions. Hazard identification and risk assessment are carried out both on a routine and non-routine basis through the following processes:

- **Routine Risk Assessments:** Continuous monitoring and evaluation of operations to identify emerging hazards and ensure timely corrective actions.
- **Proactive Safety Measures:** Regular safety audits, mock drills, and extensive training sessions help prepare employees and strengthen workplace safety.
- **Advanced Risk Identification Tools:** Use of HACCP (Hazard Analysis and Critical Control Points) and HAZOP (Hazard and Operability Study) methodologies enables detailed analysis of critical risks and the design of effective control measures.
- **Commitment to Continuous Improvement:** Vidhi reviews and upgrades its safety systems to align with best practices, ensuring a safe and secure working environment across all facilities.

c. Whether you have processes for workers to report the work related hazards and to remove themselves from such risks? (Yes/ No)	Yes. Vidhi has established clear processes that empower employees to report workplace hazards and remove themselves from unsafe situations without fear of retaliation. • Encouraging a Reporting Culture: Employees are encouraged to report accidents, unsafe conditions, or near-miss incidents openly, ensuring early identification of risks. • Incident Investigation & Preventive Action: All reported cases are thoroughly investigated to identify root causes, followed by corrective and preventive measures to avoid recurrence. • Safety Training & Awareness: Regular training programs equip workers with the knowledge and confidence to recognize hazards and take appropriate action, including stepping away from unsafe environments. • Systematic Hazard Assessment: Advanced methodologies, such as HAZOP (Hazard and Operability Analysis), are used internally and with external experts to evaluate risks and design mitigation strategies. • Commitment to Safety: These measures reflect Vidhi's ongoing commitment to safeguarding employee well-being and fostering a safe, transparent, and accountable workplace culture.
d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)	No

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category*	FY 2025-26	FY 2024-25
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	0	0
Total recordable work-related injuries	Employees	0	0
	Workers	0	0
No. of fatalities	Employees	0	0
	Workers	0	0
High-consequence work-related injury or ill health (excluding fatalities)	Employees	0	0
	Workers	0	0
*Including in the contract workforce			

12. Describe the measures taken by the entity to ensure a safe and healthy work place.

Vidhi Specialty Food Ingredients Ltd. (VSFIL) is committed to providing a safe and healthy work environment by preventing workplace injuries and illnesses, while continuously working to identify, eliminate, and control occupational health and safety risks.

Key measures implemented include:

- **Fire & Emergency Safety Systems:** Installation and maintenance of fire detection, alarm, and suppression systems across facilities.
- **Regular Safety Audits:** Periodic site inspections, reviews, and audits to ensure compliance with occupational safety standards.
- **Mock Drills:** Conducting routine fire and medical emergency mock drills to strengthen preparedness and response.
- **Training & Awareness:** Providing regular occupational health and safety training to employees, supported by awareness programs that promote a strong safety culture.
- **Employee Engagement Campaigns:** Initiatives focused on fire safety, road safety, emergency evacuation, ergonomics, and other critical safety topics to actively involve employees in workplace safety.

Through these measures, VSFIL ensures that workplace safety is integrated into daily operations and employee well-being remains a top priority.

13. Number of Complaints on the following made by employees and workers:

Particulars	FY 2025-26			FY 2024-25		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	0	0	-	0	0	-
Health & Safety	0	0	-	0	0	-

14. Assessment for the year:

Particulars	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100%
Working Conditions	100%

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/ concerns arising from assessments of health & safety practices and working conditions.

The company reported zero workplace accidents during the year and continues to conduct regular inspections of working conditions to safeguard employee health and safety.

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders.

(This principle highlights the importance of stakeholder engagement. Companies should consider the interests and perspectives of all stakeholders, including shareholders, employees, customers, suppliers, and the communities in which they operate. They should also be responsive to stakeholder concerns and feedback.)

Essential Indicators**1. Describe the processes for identifying key stakeholder groups of the entity.**

The Company believes that long-term value creation is driven by responsible business practices, sustainable operations, and transparent engagement with its stakeholders. Stakeholders are identified as individuals, groups, or institutions that are directly or indirectly impacted by, or have the ability to influence, the Company's operations and value chain.

A structured stakeholder mapping and materiality assessment process is undertaken to prioritize stakeholders based on their level of interest, influence, and impact on the Company's business and sustainability performance. This process ensures that the Company remains aligned with the principles of the business responsibility while meeting evolving stakeholder expectations.

Key stakeholder groups include customers, shareholders and investors, employees and workers, suppliers, government and regulatory bodies and communities. Engagement with these groups is conducted through defined channels and mechanisms to address their concerns, incorporate their feedback, and strengthen trust. This forms an integral part of the Company's sustainability strategy and supports long-term resilience and sustainable growth.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/ No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annual/ Half/ Yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Customers (End consumers/ dealers and distributors)	No	Direct meetings, customer feedback surveys, emails, technical support, product feedback brochures	Ongoing/Need-based	Product quality & safety, regulatory compliance, innovation in colour / flavour solutions, timely delivery, cost efficiency, feedback/grievance
Employee & Workers	No	Induction & training, emails, circulars, notice boards, performance reviews, internal communications, employee satisfaction surveys	Ongoing	Workplace safety, fair remuneration, career growth, non-discrimination, health and wellbeing, grievance redressal

Shareholders and Investors	No	Annual General Meeting (AGM), quarterly financial results, investor presentations, disclosures to stock exchanges, one-on-one meetings, email, press release	Quarterly/Annually/Need-based	Sustainable growth, profitability, governance, transparency, risk management
Suppliers	No	Vendor audits, supplier meets, contractual agreements, emails, one-on-one meetings	Ongoing/Need based	Fair and transparent procurement, timely delivery and payments, long-term partnerships, compliance with quality standards
Communities	No	CSR initiatives, community meetings, social development programs, grievance redressal system	Ongoing/Need-based	Employment opportunities, environmental impact, local development, healthcare & education support
Government and Regulatory Authorities	No	Regulatory filings, inspections, industry consultations, compliance reporting	As per regulation	Adherence to compliance obligations, good governance, resolution of issues.

PRINCIPLE 5 Businesses should respect and promote human rights.

(This principle focuses on the importance of human rights. Companies should respect and promote human rights, including the rights to freedom of expression, association, and privacy. They should also prevent and address human rights violations in their operations and value chains.)

Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format						
Benefits	FY 2025-26			FY 2024-25		
	Total (A)	No. of employees/ workers covered (B)	% (B / A)	Total (C)	No. of employees/ workers covered (D)	% (D / C)
Employees						
Permanent	104	104	100%	71	71	100%
Other than permanent	0	0	-	0	0	-
Total Employees	104	104	100%	71	71	100%
Workers						
Permanent	21	21	100%	21	21	100%
Other than permanent	74	74	-	95	95	100%
Total Workers	95	95	100%	116	116	100%

2. Details of minimum wages paid to employees and workers

Category	FY 2025-26					FY 2024-25				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B /A)	No. (C)	% (C /A)		No. (E)	% (E /D)	No. (F)	% (F /D)
Employees										
Permanent										
Male	85	0	-	85	100%	66	0	-	66	100%
Female	19	0	-	19	100%	5	0	-	5	100%
Total	104	0	-	104	100%	71	0	-	71	100%
Other than Permanent										
Male	0	-				0	-			
Female	0									
Total	0									
Workers										
Permanent										
Male	21	0	-	21	100%	21	0	-	21	100%
Female	0	0	-	0	-	0	0	-	0	-
Total	21	0	-	21	100%	21	0	-	21	100%
Other than Permanent										
Male	70	0	-	70	100%	91	0	-	91	100%
Female	4	0	-	4	-	4	0	-	4	100%
Total	74	0	-	74	100%	95	0	-	95	100%

3. Details of remuneration/salary/wages**a. Median remuneration / wages:**

Particular	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)*	4	3,57,50,000	4	12,00,000
Key Managerial Personnel**	2	24,50,000	0	-
Employees other than BoD and KMP	83	5,33,248	18	2,45,318
Workers	21	4,85,092	0	-

The Company has paid managerial remuneration in compliance with the requisite approvals under Section 197, read with Schedule V of the Companies Act, 2013. In line with the provisions of the Act and the Listing Regulations, the Company has adopted a Nomination and Remuneration Policy for Directors, Key Managerial Personnel (KMP), and other employees, which is available on the Company's website at the link provided below.
 *BOD comprises of 3 ED, 1 Non-Executive Non-Independent and 4 Independent. Non Executive Directors has not been included in determining median remuneration as they are not taking remuneration/ or are paid sitting fees

**KMP includes CFO and CS. Remuneration paid to ED has been taken into determining median of BOD and hence excluded from KMP

b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

Particulars	FY 2025-26	FY 2024-25
Gross wages paid to females as % of total wages	4.46%	2.33%

**Numbers for FY2024-25 are revised as per correct figures*

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business?	Yes.
	Head of Department or Internal Compliance
	Committee depending on the nature human rights issue.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

The Company has established formal reporting channels for employees, customers, suppliers, and stakeholders to raise concerns relating to violations of the Code of Conduct, Company policies, or human rights issues. Employees are encouraged to report such matters to their respective Head of Department (HoD) in the first instance, with an escalation mechanism to the Chief Financial Officer (CFO) in case of non-resolution. Non-permanent employees may raise concerns through email to the designated stakeholders. The Whistle Blower Policy provides for protected disclosures, all of which are duly reviewed and addressed. Further, in compliance with the Prevention of Sexual Harassment (POSH) Act, an Internal Complaints Committee (ICC) has been constituted to handle complaints relating to sexual harassment.

6. Number of Complaints on the following made by employees and workers:

Particulars	FY 2025-26			FY 2024-25		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	0	0	-	0	0	-
Discrimination at workplace	0	0	-	0	0	-
Child Labour	0	0	-	0	0	-
Forced Labour/Involuntary Labour	0	0	-	0	0	-
Wages	0	0	-	0	0	-
Other human rights related issues	0	0	-	0	0	-

7.Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

Particulars	FY 2025-26	FY 2024-25
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	0	0
Complaints on POSH as a % of female employees / workers	0	0
Complaints on POSH upheld	0	0

8.Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

In compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has implemented a comprehensive Prevention of Sexual Harassment (POSH) Policy to safeguard employees and address concerns. An Internal Complaints Committee (ICC) has been constituted to deal with cases of sexual harassment in accordance with statutory requirements. The Company upholds the principles of equality and provides equal opportunities to all individuals irrespective of race, ethnicity, gender, age, sexual orientation, religion, marital status, socio-economic background, or abilities. Awareness on anti-discrimination and anti-harassment practices is provided as part of new employee orientation, and the Policy is widely disseminated to ensure transparency. All complaints are handled with strict confidentiality, and retaliation against individuals reporting concerns in good faith is strictly prohibited.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No/NA)	Yes
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10. Assessments for the year:

Name of the Assessment	% of your plants and offices that were assessed* (by entity or statutory authorities or third parties)
Child labour	100%
Forced/involuntary labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%
Others – please specify	100%

*The Company regularly evaluates and ensures the adherence to fair labour practices across all its plants and offices. We have achieved certification in line with various international standards. These ISO certifications require audits by an external certification body as part of their compliance requirements.

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.
No significant concerns.

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment.

(This principle emphasizes the importance of environmental stewardship. Companies should minimize their impact on the environment, conserve natural resources, and promote environmental sustainability. They should also take steps to restore and rehabilitate degraded ecosystems.)

Essential Indicators**1. Details of total energy consumption* (in Giga Joules) and energy intensity, in the following format:**

Parameter	FY 2025-26	FY 2024-25
<u>From renewable sources</u>		
Total electricity consumption (A)	11,868	13,933
Total fuel consumption (B)		
Energy consumption through other sources (C.)		
Total energy consumed from renewable sources (A+B+C)		
<u>From non-renewable sources</u>		
Total electricity consumption (D)	27,762	21,487
Total fuel consumption (E)	168,122	163,782
Energy consumption through other sources (F)	0	0
Total energy consumed from non-renewable sources (D+E+F)	195,884	185,269
Total energy consumed (A+B+C+D+E+F)	207,753	199,202
Energy intensity per rupee of turnover (GJ per Lakh INR)	5.63	5.34
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (GJ per USD adjusted lakh INR)	113.20	109.14
Energy intensity in terms of physical output** (GJ per production in MT)	38.81	40.08
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency?	NA	
If yes, name of the external agency.	NA	

*Energy consumption has increased on a year-on-year basis due to commencement of production at the Dahej plant. As the plant operations optimize and production increases, the energy intensity will reduce in future. The electricity is purchased from the India grid, (which is a mix of conventional and renewable energy). Fuel based energy is from coal, diesel and petrol. Fuel conversion factors are based on energy reports from NITI AYOOG and Central Electric Authority. The revenue from operations has been adjusted for PPP based on the latest PPP conversion factor published for the year 2025 by the World Bank for India which is 20.09.

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Yes/No)	No
If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.	
Not applicable.	

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2025-26	FY 2024-25
Water withdrawal by source (in kilolitres)		
(i) Surface water		-
(ii) Groundwater		-
(iii) Third party water	2,25,952	163,323

(iv) Seawater / desalinated water		
(v) Others		
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	2,25,952	163,323
Total volume of water consumption (in kilolitres)	2,25,952	163,323
Water intensity per rupee of turnover (KL per LAKH INR)	6.13	4.38
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (KL per LAKH INR adjusted for PPP)	123.12	89.48
Water intensity in terms of physical output (KL per Production in MT)	42.21	32.86
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Yes/No)		No
If yes, name of the external agency.		NA

*Water consumption has increased on a year-on-year basis due to commencement of production at the Dahej plant. The revenue from operations has been adjusted for PPP based on the latest PPP conversion factor published for the year 2025 by the World Bank for India which is 20.09.

4. Provide the following details related to water discharged:

Parameter	FY 2025-26	FY 2024-25
Water discharge by destination and level of treatment (in kilolitres)		
<u>(i) To Surface water</u>		
No treatment		-
With treatment – please specify level of treatment		-
<u>(ii) To Groundwater</u>		
No treatment		-
With treatment – please specify level of treatment		-
<u>(iii) To Seawater</u>		
No treatment		-
With treatment – please specify level of treatment*	91,421	48,874
<u>(iv) Sent to third-parties</u>		
No treatment		-
With treatment – please specify level of treatment*	78,044	73,619
<u>(v) Others</u>		
No treatment		-
With treatment – please specify level of treatment		-
Total water discharged (in kilolitres)	1,69,464	1,22,492
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)		No
If yes, name of the external agency.		NA

*After Primary and Secondary treatment in the Effluent Treatment Plant (ETP) the treated water is discharged sent to Common Effluent Treatment Plant. Water discharged to the sea is subjected to primary, secondary and tertiary

treatment in RO system and then discharged to the sea with continuous monitoring of the effluent parameters as per pollution control board norms.

5. Has the entity implemented a mechanism for Zero Liquid Discharge?	No
If yes, provide details of its coverage and implementation.	Not applicable

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2025-26	FY 2024-25
NOx	KG	41.28	29.70
SOx	KG	0.25	0.18
Particulate matter (PM)	KG	3.75	2.70
Persistent organic pollutants (POP)			-
Volatile organic compounds (VOC)			-
Hazardous air pollutants (HAP)			=
Others – please specify			=
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)			Yes
If yes, name of the external agency.	Air Emissions (other than GHG Emissions) of Stack attached to boilers, DG Sets, thermopack is done on a regular basis as the pollution control board norms. The emission reported above are based on CBCP factors and the diesel fuel consumption.		

7. Provide details of greenhouse gas emissions* (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2025-26	FY 2024-25
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	16,091	15,680
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	5,606	4,339
Total Scope 1 and Scope 2 emissions per LAKH INR of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)		0.59	0.54
Total Scope 1 and Scope 2 emission intensity per LAKH INR of turnover adjusted for Purchasing Power Parity (PPP)*		11.82	10.97
Total Scope 1 and Scope 2 emission intensity in terms of physical output (Metric tonnes of CO₂ equivalent per production in MT)		4.05	4.03
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)			No
If yes, name of the external agency.	NA		

8. Does the entity have any project related to reducing Green House Gas emission? (Yes/ No) If Yes, then provide details.	The Company is committed to improve its environmental performance with GHG reduction emission reduction projects like installation of solar power plant of 2.5 MW at Sunbless Solar Park at Murtizapur, Maharashtra. Company also uses energy efficient equipment like efficient pumps and motors for energy conservation.
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9. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2025-26	FY 2024-25
Total Waste generated (in metric tonnes)		
Plastic waste (A)		-
E-waste (B)		-
Bio-medical waste (C)		-
Construction and demolition waste (D)		-
Battery waste (E)		-
Radioactive waste (F)		-
Other Hazardous waste. Please specify, if any. (G) ETP Sludge	810	290.14
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)		-
Total (A+B + C + D + E + F + G + H)	890	290.14
Waste intensity per rupee of turnover (MT per LAKH INR)	0.0220	0.0078
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (MT per USD adjusted LAKH INR)	0.44	0.16
Waste intensity in terms of physical output (MT per production in MT)	0.15	0.06
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste	FY 2025-26	FY 2024-25
(i) Recycled	-	-
-	-	-
(iii) Other recovery operations	-	-
Total	-	-
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste	FY 2025-26	FY 2024-25
(i) Incineration		-
(ii) Landfilling	810	290.14

(iii) Other disposal operations		-
Total	810	290.14

*The revenue from operations has been adjusted for PPP based on the latest PPP conversion factor published for the year 2025 by the World Bank for India which is 20.09

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)	No
If yes, name of the external agency.	NA

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

The company, a leader in synthetic food colours and specialty chemicals, is deeply committed to ensuring safety and environmental responsibility by minimizing the use of hazardous and toxic substances in our products and processes. We strictly adhere to all legal standards governing emissions, wastewater, and waste disposal, and maintain rigorous monitoring across our manufacturing sites.

Our wastewater management system is designed for efficiency and sustainability. We recycle 80 KL of post-process water daily using a Multi-Effect Evaporator (MEE) plant, which is then repurposed for gardening and other day-to-day activities. The remaining wastewater undergoes treatment at our Effluent Treatment Plant (ETP), and the treated water is safely discharged into the Common Effluent Treatment Plant (CETP). Sludge generated from this process is responsibly disposed of through government-authorized third-party vendors.

In addition, we implement comprehensive waste management practices that focus on minimizing waste generation, segregating waste at its source, and recycling processed wastewater. Hazardous materials are handled with the utmost care, and all waste disposal methods are fully compliant with the regulations set forth by the Maharashtra Pollution Control Board (MPCB), Gujarat Pollution Control Board (GPCB), and other relevant authorities.

To further enhance workplace safety and environmental stewardship, we have established robust monitoring mechanisms and conduct regular compliance checks. All effluents, emissions, and waste are maintained well within the limits prescribed by the Central Pollution Control Board (CPCB) and State Pollution Control Boards (SPCB).

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

Sr. No.	Location of operations/ offices	Type of operations	Whether the conditions of environmental approval/ clearance are being complied with? (Y/N)	If no, the reasons thereof and corrective action taken, if any.
NA				

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
NA					

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N/NA).				Yes
All our units comply with environmental regulations.				
If not, provide details of all such non-compliances, in the following format:				
Specify the law/ regulation/ guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts		Corrective action taken, if any
NA				

PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.

(This principle highlights the importance of responsible advocacy. Companies should engage in policy advocacy in a responsible and transparent manner, and avoid engaging in activities that could undermine the public interest or the democratic process.)

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/ associations.			2
b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.			
Sr. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/ National/ Inter- national)	
1	CHEMEXIL (Basic Chemicals Cosmetics & Dyes Export Promotion Council)	National	
2	Indian Merchant Chamber of Commerce (IMC)	National	

2. Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of authority	Brief of the case	Corrective action taken
NIL		

PRINCIPLE 8 Businesses should promote inclusive growth and equitable development.

(This principle emphasizes the importance of promoting inclusive and equitable economic development. Companies should create economic opportunities for all, including disadvantaged and marginalized groups. They should also contribute to the development of local communities and support social and economic empowerment.)

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
NIL					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

Sr. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
NIL						

3. Describe the mechanisms to receive and redress grievances of the community.

Vidhi has established a structured grievance redressal mechanism to address stakeholder complaints, with no grievances reported during the year ended March 31, 2025. A dedicated email facility is available for business inquiries and grievances, which are addressed promptly by the senior management team. The Stakeholders' Relationship Committee monitors and ensures timely resolution of stakeholder grievances and concerns. The Whistle Blower Policy provides a secure channel for protected disclosures, all of which are duly reviewed and acted upon where necessary. In addition, the Company has implemented a specific grievance redressal system to address community-related concerns.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

Particular	FY 2025-26	FY 2024-25
Directly sourced from MSMEs/ small producers	18.88%	22.04%
Directly from within India	51.27%	47.16%

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost

Particular	FY 2025-26	FY 2024-25
Rural	79.89%	86.58%
Semi-urban	0	0
Urban	9.93%	4.13%
Metropolitan	10.18%	9.33%
(Place to be categorized as per RBI Classification System - rural / semi-urban / urban/metropolitan)		

PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner.

(This principle highlights the importance of responsible consumer engagement. Companies should provide safe, high-quality products and services, and ensure that they are marketed and sold ethically and responsibly. They should also be transparent about their products and services, and provide consumers with the information they need to make informed choices.)

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

Vidhi has established a dedicated email ID for receiving business inquiries, grievances, and feedback. The senior management team is responsible for ensuring timely and appropriate responses to all such communications. In line with its customer-centric approach, the Company accords high priority to customer satisfaction. A structured Standard Operating Procedure (SOP) governs the process of handling customer complaints, and Corrective and Preventive Actions (CAPA) are implemented to ensure effective and timely redressal.

- **Strong technical competence for customer centricity:** Vidhi has a team of qualified and experienced chemists who support customers in the development of colour solutions tailored to their product requirements. The technical team provides assistance across the product lifecycle, including conceptualization, commercial production, and post-production support, in line with the Company's commitment to maintaining quality and regulatory compliance.
- **Testing and quality control:** Vidhi adheres to stringent quality assurance protocols and testing methodologies in accordance with applicable regulatory and industry standards. Quality controls are embedded across the value chain, commencing with the sampling of raw materials and extending through in-process checks at critical stages of production. Finished products are subjected to comprehensive evaluation by a team of qualified and trained chemists to ensure strict compliance with prescribed quality and regulatory requirements.
- **Safeguarding customer interest in evolving regulatory landscape:** Vidhi ensures timely dissemination of information and updates on regulatory procedures and emerging standards across global markets. This proactive approach enables Vidhi to safeguard the interests of its customers and support their compliance with evolving regulatory requirements.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about

Particular	As a percentage to total turnover
Environmental and social parameters relevant to the product	NA
Safe and responsible usage	NA
Recycling and/or safe disposal	NA

3. Number of consumer complaints in respect of the following:

Particular	FY 2025-26		Remark	FY 2024-25		Remark
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	0	0	-	0	0	-
Advertising	0	0	-	0	0	-
Cyber-security	0	0	-	0	0	-
Delivery of essential services	0	0	-	0	0	-
Restrictive Trade Practices	0	0	-	0	0	-
Unfair Trade Practices	0	0	-	0	0	-
Other	20	0	-	15	0	-

4. Details of instances of product recalls on account of safety issues:

Particular	Number	Reason for recall
Voluntary recalls	0	-
Forced recalls	0	-

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No)	Yes.
If available, provide a web link of the policy	Web-link: Business Responsibility and Sustainability Policy (Refer to Principle 9) The Risk Management Committee has been constituted in accordance with Regulation 21 of the Listing Regulations. Its terms of reference include formulating, monitoring, and reviewing the Company's risk management policy and plan, with a focus on areas such as cybersecurity, data privacy, and other business-related risks. Recognizing cybersecurity as a critical risk, the Company adopts robust measures—such as advanced firewall solutions and user awareness initiatives—to mitigate potential threats.

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

Not applicable.

7. Provide the following information relating to data breaches

a. Number of instances of data breaches along-with impact	0
b. Percentage of data breaches involving personally identifiable information of customers	0
c. Impact, if any, of the data breaches	
Not applicable.	

REPORT ON CORPORATE GOVERNANCE

Vidhi Specialty Food Ingredients Limited ('VSFIL' or 'Vidhi') governance framework is driven by the objective of enhancing long term stakeholder value without compromising on ethical standards and corporate social responsibilities. We also strive to ensure balance between our aims and minority rights in all our business decisions. Efficient corporate governance requires a clear understanding of the respective roles of the Board and of Senior Management and their relationships with others in the corporate structure. Sincerity, fairness, good citizenship and commitment to compliance are key characteristics that drive relationships of the Board and Senior Management with other stakeholders.

Corporate Governance is all about maintaining a valuable relationship and trust with all stakeholders. We consider stakeholders as partners in our success, and we remain committed to maximizing stakeholders' value, be it shareholders, employees, suppliers, customers, investors, communities or policy makers. Good Governance practices stem from the culture and mindset of the organization. Your Company considers fair and transparent Corporate Governance as one of its core management tenets. Your Company follows the best governance practices with highest integrity, transparency and accountability.

Pursuant to the provisions of Regulation 34(3) read with Chapter IV and Schedule V and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**'), a Report on Corporate Governance for the financial year ended March 31, 2026 is furnished below:

(1) VSFIL's Philosophy on Code of Governance:

VSFIL fully subscribes to the principles and spirit of Corporate Governance. The Company has adopted transparency, disclosure, accountability and ethics as its business practices. The Management believes that these principles will enable it to achieve the long-term objectives and goals. As part of its Corporate Governance philosophy, VSFIL focuses its energies in safeguarding the interests of its stakeholders by utilizing its resources for maximum benefits of its stakeholders.

The Company constantly reviews its Corporate Governance policy to not only comply with the business, legal and social framework in which it operates but also to implement the best international practices in that regard.

In compliance with the regulatory requirements and effective implementation of Corporate Governance practices, the Company has adopted the following policies and codes in accordance with the applicable provisions of the Companies Act, 2013 ('**the Act**') and Listing Regulations:

- Archival Policy
- Board Diversity Policy
- Code of Conduct for Board Members and Senior Management Personnel
- Insider Trading Code
- Corporate Social Responsibility Policy
- Nomination and Remuneration Policy
- Policy for evaluation of the performance of the Board of Directors
- Policy for determination of materiality of events
- Policy for determining material subsidiary
- Policy for preservation of documents
- Policy on related party transactions
- Risk Management Policy
- Vigil Mechanism cum Whistle-Blower Policy
- Business Responsibility and Sustainability Reporting Policy
- Dividend Distribution Policy

These policies, codes and their effective implementation re-affirm the commitment of the Company towards putting in place the highest standards of Corporate Governance in every sphere of its operations. The Company's philosophy of Corporate Governance is not only compliant with the statutory requirements but also underlines our commitment to operate in the best interest of the stakeholders.

(2) Board of Directors:

a. Composition and category of Directors and number of other Board of Directors or Committees in which a Director is a Member or Chairperson:

The Company's policy is to have a proper blend of Executive and Non-Executive Directors to maintain independence of the Board and at the same time separate the Board's functions of governance from the Management. In compliance with the Regulation 17 of the Listing Regulations, the Company's Board of Directors headed by its Executive Chairman, Mr. Bipin Madhavji Manek (DIN: 00416441) and comprises of Seven other Directors. Out of all the Directors, four Directors are Independent Directors (including one Woman Independent Director), one Non-Executive Woman Director, and three Executive Directors consisting of one Woman Director. Detailed profile of our Directors is available on our website at <https://vidhifoodcolors.com/investor-relation/Directors-committees/#board-of-Directors> and also given in this Annual Report.

The day-to-day management of the Company is conducted by the Executive Directors subject to the supervision, direction and control of the Board of Directors.

Composition of the Board of Directors as on March 31, 2026 was in accordance with the requirements of Regulation 17 of the Listing Regulations and the Act.

Details relating to the composition of the Board of Directors, number of Directorships in Equity Listed entities, Memberships and Chairmanships of the Directors of the Company in Committees of other Public Limited Companies are given in table below. As per Regulation 26(1) of the Listing Regulations, none of the Directors on the Board is the Member of more than 10 Committees and Chairperson of more than 5 Committees across all the Companies in which they are Directors. The same is also evidenced from the table given below:

Name of the Director(s) and their DIN	Designation	Category	No. of other Directorships#	Committee positions#	
				Chairperson	Member
Executive Directors					
Mr. Bipin Madhavji Manek (DIN: 00416441)	Chairman & Managing Director	Promoter	Nil	Nil	Nil
Mr. Mihir Bipin Manek (DIN: 00650613)	Joint Managing Director	Promoter	Nil	Nil	1
Mrs. Vidhi Harsh Parekh (DIN: 07584061)	Whole-time Director	Promoter	Nil	Nil	Nil
Non-Executive Directors					
Mrs. Pravina Bipin Manek (DIN: 00416533)	Non-Executive Woman Director	Promoter	Nil	1	Nil
Mr. Ashit Kantilal Doshi (DIN: 08486679)	Non-Executive Director	Independent	1	1	Nil
Mrs. Jyoti Sunil Modi (DIN: 08699101)	Non-Executive Director	Independent	Nil	Nil	Nil
Mr. Anil Popatlal Udeshi (DIN: 08285657)	Non-Executive Director	Independent	Nil	Nil	1
Mrs. Pranali Govekar (DIN: 10727843)	Non-Executive Woman Director	Independent	Nil	Nil	2

**For the purpose of considering the number of other Directorships and Committee positions, all Public Limited Companies, whether listed or not, have been included and all other Companies including Private Limited Companies, Foreign Companies, high value debt listed entities and Companies under section 8 of the Act have been excluded. Committee positions considered are only of Audit Committee and Stakeholders' Relationship Committee, including that of the Company.*

Mr. Ashit Kantilal Doshi (DIN: 08486679) is a Managing Director of Gujarat Metallic Coal and Coke Limited. None of the other directors on the Board as on March 31, 2026 holds directorship in other Public company or Listed company.

b. Attendance of each of the Directors at the meetings of the Board of Directors held during the financial year under review and at the last Annual General Meeting (AGM) are as follows:

Name of Directors	12.05.25	06.06.25	14.07.25	28.07.25	10.11.25	02.02.26	Previous AGM (25.09.2025)
Mr. Bipin Madhavji Manek (DIN: 00416441)	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Mihir Bipin Manek (DIN: 00650613)	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mrs. Vidhi Harsh Parekh (DIN: 07584061)	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mrs. Pravina Bipin Manek (DIN: 00416533)	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Ashit Kantilal Doshi (DIN: 08486679)	LOA	Yes	Yes	Yes	Yes	Yes	Yes
Mrs. Jyoti Sunil Modi (DIN: 08699101)	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Anil Popatlal Udeshi (DIN: 08285657)	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mrs. Pranali Prathamesh Govekar (DIN: 10727843)	Yes	Yes	Yes	Yes	Yes	Yes	Yes

Note: LOA – Leave of Absence

c. Number and dates of meetings of the Board of Directors held and date of the last AGM held:

6 (Six) Board Meetings were held during the financial year under review on May 12, 2025, June 06, 2025 July 14, 2025, July 28, 2025, November 10, 2025 and February 02, 2026.

The Thirty-Second Annual General Meeting was held on September 25, 2025.

d. Disclosure of relationships between Directors *inter-se*:

Mr. Bipin Madhavji Manek (DIN: 00416441), Mrs. Pravina Bipin Manek (DIN: 00416533), Mr. Mihir Bipin Manek (DIN: 00650613) and Mrs. Vidhi Harsh Parekh (DIN: 07584061), Directors of the Company, are related with each other (*inter-se*) within the meaning of the Listing Regulations.

None of the Independent Directors of the Company has any material pecuniary relationships or transactions with the Company, its Promoters, its Directors or its Senior Management which may affect their independence.

Besides the transactions reported in the Notes to the Accounts for the year, the Company has not entered into any materially significant transactions with its Promoters, Directors or their relatives or with the Management, etc. that may have potential conflict with the interest of the Company at large.

e. Number of shares and convertible instruments of the Company held by Non- Executive Directors as on March 31, 2026:

Sr. No.	Name of Director	No. of Shares held	% of Shareholding
1.	Mrs. Pravina Bipin Manek (DIN: 00416533) *	34,90,667	6.99
2.	Mr. Ashit Kantilal Doshi (DIN: 08486679)	Nil	N.A.
3.	Mrs. Jyoti Sunil Modi (DIN: 08699101)	Nil	N.A.
4.	Mr. Anil Popatlal Udeshi (DIN 08285657)	Nil	N.A.
5.	Mrs. Pranali Prathamesh Govekar (DIN 10727843)	Nil	N.A.

**In addition to holding shares in her individual capacity, she is one of the Trustees for three Private Trusts which are holding in aggregate 52.06% of total Voting Power in the Company.*

The Company has not issued any convertible instruments.

f. Weblink where details of familiarization programmes imparted to Independent Directors is disclosed:

The Company at its various meetings held during the financial year 2025-26 has familiarized the Independent Directors with regard to their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, the business model of the Company, etc. The Independent Directors have been provided with necessary documents, reports and internal policies to familiarise them with the Company's policies, procedures and practices.

Quarterly updates on relevant statutory changes and judicial pronouncements encompassing important amendments are briefed to the Directors. The details of such Familiarization Programmes for Independent Directors are disclosed on the website of the Company at following link:

<https://vidhifoodcolors.com/INVPDFDocs/9.%20Codes%20and%20Polices/5.%20Familiarization%20Programme%20of%20Independent%20Directors.pdf>

g. Matrix setting out the core skills/expertise/competence of the Board of Directors:

The Board has identified the following skill set with reference to its Business and Industry which are available with the Board:

1. Leadership
2. Industrial Knowledge
3. Corporate Strategy & Business Development
4. Human Resources / Industrial Relations
5. Finance, Accounting & Taxation
6. Technical expertise
7. Quality Assurance
8. Risk Management & Mitigation

Name of Directors	Skill							
	Leadership	Industrial Knowledge	Corporate Strategy & Business Development	HR/ Industrial Relations	Finance, Accounting & Taxation	Technical expertise	Quality Assurance	Risk Management & Mitigation
Mr. Bipin Madhavji Manek (DIN: 00416441)	√	√	√	√	√	√	√	√
Mr. Mihir Bipin Manek (DIN: 00650613)	√	√	√	√	√	√	√	√
Mrs. Pravina Bipin Manek (DIN: 00416533)	√	–	–	√	–	–	–	√
Mr. Ashit Kantilal Doshi (DIN: 08486679)	–	–	√	–	√	–	–	√
Mrs. Jyoti Sunil Modi (DIN: 08699101)	√	–	√	√	–	–	–	√
Mr. Anil Popatlal Udeshi (DIN: 08285657)	-	√	-	-	-	√	-	-
Mrs. Pranali Prathamesh Govekar (DIN: 10727843)	√	√	√	-	√	-	-	-
Mrs. Vidhi Harsh Parekh (DIN: 07584061)	√	√	-	√	√	-	–	√

h. Confirmation that in the opinion of the Board, the Independent Directors fulfill the conditions specified in these Regulations and are independent of the Management:

As per the declaration received from Independent Directors, all Independent Directors meet the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the Listing Regulations. None of the Independent Directors of the Company serve as an Independent Director in any other Listed Company and none of the Executive Directors of the Company are Independent Directors of any Listed Company. Mr. Ashit Kantilal Doshi (DIN: 08486679), Managing Director of Gujarat Metallic Coal and Coke Limited, a listed entity, is an Independent Director of the Company only. The Board confirms that the Independent Directors fulfill the conditions specified in Listing Regulations and that they are Independent of the Management.

i. Detailed reasons for the resignation of an Independent Director who resigns before the expiry of his /her tenure along with a confirmation by such Director that there are no other material reasons other than those provided:

Not Applicable as during the year under review, none of the Independent Directors of the Company had resigned before the expiry of their respective tenure(s).

j. Code of Conduct:

The Board of Directors has laid down a 'Code of Conduct' for all the Board Members and Senior Management Personnel of the Company. The 'Code of Conduct' has also been posted on the website of the Company and all the Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the financial year 2025-26.

<https://vidhifoodcolors.com/INVPDFDocs/9.%20Codes%20and%20Polices/3.%20Code%20of%20Conduct%20for%20Board%20Members%20and%20Senior%20Management%20Personnel.pdf>

Declaration by the Chairman & Managing Director as per Clause D of Schedule V of the Listing Regulations regarding adherence to the Code of Conduct is annexed to and forming part of the Report on Corporate Governance.

k. A Certificate as stipulated under regulation 17(8) of the Listing Regulations was placed before the Board of Directors.

(3) Audit Committee:**a. Composition, names of the Chairperson and Members of the Committee, meetings of the Committee held and attendance details:**

The composition of the Audit Committee as on March 31, 2026 as well as details of meetings of Audit Committee held and attended by each Member during the financial year 2025-26 is as follows:

Name	Designation	Category	Numbers of Meetings	
			Held	Attended
Mr. Ashit Kantilal Doshi (DIN: 08486679)	Chairman	Non-Executive, Independent	5	4
Mrs. Pranali Prathamesh Govekar (DIN 10727843)	Member	Non-Executive, Independent	5	5
Mr. Mihir Bipin Manek DIN: 00650613	Member	Executive	5	5

The Members of the Audit Committee met 5 (five) times during the financial year 2025-26 on May 12, 2025, July 14, 2025, July 28, 2025, November 10, 2025 and February 02, 2026. The highlights of each of the Audit Committee Meetings were informed to the Board of Directors and discussed in the Board Meeting. All the recommendations made by the Audit Committee during the financial year were accepted by the Board.

Mr. Ashit Kantilal Doshi (DIN: 08486679), Chairman of the Audit Committee, was present at the last Annual General Meeting held on Thursday, September 25, 2025 to answer the queries of the shareholders.

All the Members of the Audit Committee are financially literate and have relevant accounting and financial management expertise as required under the Act and Regulation 18 of the Listing Regulations. During the year 2025-26, Mr. Anupam J Vyas (Membership No. A60464), Company Secretary, acted as the Secretary of the Audit Committee.

The primary objective of the Committee is to monitor and provide an effective supervision of the Management's financial reporting process, to monitor transaction with Related Parties, to ensure accurate and timely disclosures with the highest levels of transparency, integrity and quality of financial reporting and its compliance with the legal and regulatory requirements. The Committee oversees the work carried out in the financial reporting process by the Management, the Internal Auditors and the Statutory Auditors and notes the processes and safeguards employed by each of them.

The terms of reference, role, powers, rights, authority and obligations of the Audit Committee are in conformity with the applicable provisions of the Act and Listing Regulations (including any statutory modification(s) or re-enactment(s) or amendment(s) thereof).

b. Brief description of terms of reference *inter-alia* includes:

- to recommend to the Board of Directors (Board) all appointments, including the filling of a casual vacancy of an auditor under Section 139 of the Act,
- to approve other services which auditors can provide to the Company,
- to recommend the appointment, remuneration and terms of appointment of auditors of the Company,
- to review and monitor the auditor's independence and performance, and effectiveness of audit process,
- examination of the financial statement and the auditors' report thereon,
- approval or any subsequent modification of transactions of the Company with related parties including granting omnibus approval for related party transactions,

- scrutiny of inter-corporate loans and investments,
- valuation of undertakings or assets of the Company, wherever it is necessary,
- evaluation of internal financial controls and risk management systems,
- monitoring the end use of funds raised through public offers and related matters,
- may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the Company,
- authority to investigate into any matter in relation to aforesaid items or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the Company,
- oversee the vigil mechanism and to ensure that the vigil mechanism shall provide for adequate safeguards against victimisation of persons who use such mechanism and make provision for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases and in case of repeated frivolous complaints being filed by a Director or an employee, the audit committee may take suitable action against the concerned Director or employee including reprimand,
- to formulate the scope, functioning, periodicity and methodology for conducting the internal audit in consultation with the Internal Auditor,
- to take into consideration the qualifications and experience of the individual or the firm proposed to be considered for appointment as an auditor and whether such qualifications and experience are commensurate with the size and requirements of the Company, provided that while considering the appointment, the Audit Committee shall have regard to any order or pending proceeding relating to professional matters of conduct against the proposed auditor before the Institute of Chartered Accountants of India or any competent authority or any Court,
- may call for such other information from the proposed auditor as it may deem fit,
- to recommend the name of an individual or a firm as auditor to the Board for consideration,
- may invite such of the executives, as it considers appropriate (and particularly the head of the finance function) to be present at the meetings of the committee, but on occasions it may also meet without the presence of any executives of the Company. The finance Director, internal auditor and a representative of the statutory auditor may be present as invitees for the meetings of the audit committee,
- oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible,
- approval of payment to statutory auditors for any other services rendered by the statutory auditors,
- reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a. matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Section 134(3)(c) of the Act,
 - b. changes, if any, in accounting policies and practices and reasons for the same,
 - c. major accounting entries involving estimates based on the exercise of judgment by management,
 - d. significant adjustments made in the financial statements arising out of audit findings,

- e. compliance with listing and other legal requirements relating to financial statements,
- f. disclosure of any related party transactions, and
- g. modified opinion(s) in the draft audit report
- reviewing, with the management, the quarterly financial statements before submission to the Board for approval,
- reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter,
- reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems,
- reviewing the adequacy of internal audit function and frequency of internal audit,
- discussion with internal auditors of any significant findings and follow up there on,
- reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board,
- discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern,
- to review the functioning of the whistle blower/vigil mechanism,
- approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate,
- monitoring and reviewing the statement of deviation(s) or variation(s) as per Regulation 32 of the Listing Regulations,
- carrying out any other functions as authorized by the Board of Directors from time to time or as enforced by statutory/regulatory authorities,
- reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision, and
- consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

Audit Committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations,
- Management letters/letters of internal control weaknesses issued by the statutory auditors,
- Internal audit reports relating to internal control weaknesses,
- The appointment, removal and terms of remuneration of the chief internal auditor, and

- Statement of deviations:
 - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1), and
 - b. Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

Powers of Audit Committee *inter-alia* includes:

- to investigate any activity within its terms of reference,
- to seek information from any employee,
- to obtain outside legal or other professional advice, and
- to secure attendance of outsiders with relevant expertise, if it considers necessary.

(4) Nomination and Remuneration Committee:

In pursuance of the Company's policy to consider human resources as its invaluable assets, to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Act and the Listing Regulations, as amended from time to time, the scope and the terms of reference of the Nomination and Remuneration Committee have been defined. Its constitution, composition, quorum requirements, frequency of meetings, terms of reference, role, powers, rights, authority and obligations are in conformity with the applicable provisions of the Act and the Listing Regulations.

a) Composition, names of the Chairperson and Members of the Committee, meetings of the Committee held and attendance details:

The composition of the Nomination and Remuneration Committee as on March 31, 2026 as well as details of meeting of Nomination and Remuneration Committee held and attended by each Member during the financial year 2025-26 are as follows:

Name	Designation	Category	Numbers of Meetings	
			Held	Attended
Mr. Ashit Kantilal Doshi (DIN: 08486679)	Chairman	Non-Executive, Independent	2	2
Mr. Pranali Prathamesh Govekar (DIN: 107278430)	Member	Non-Executive, Independent	2	2
Mrs. Pravina Bipin Manek (DIN: 00416533)	Member	Non-Executive, Promoter	2	2

The Members of the Committee met twice (2) during the financial year 2025-26 on June 06, 2025 and July 14, 2025.

Mr. Ashit Kantilal Doshi (DIN: 08486679), the Chairman of the Nomination and Remuneration Committee, was present at the last Annual General Meeting held on Thursday, September 25, 2025 to answer the queries of the shareholders.

The purpose of this Committee is to screen and to review individuals qualified to serve as Executive Directors, Non-Executive Directors, Independent Directors and Key Managerial Personnel and remuneration to be paid to them in accordance with the Nomination and Remuneration Policy of the Company and recommend to the Board for its approval. The Committee makes recommendations to the Board on candidates for –

- i. nomination for election or re-election by the shareholders; and
- ii. any board vacancies that are to be filled.

It may act on its own in identifying potential candidates, inside or outside the Company, or may act upon proposals submitted by the Management or the Chairman of the Company. It reviews and discusses all matters pertaining to candidates and evaluates the candidates as Director or Key Managerial Personnel. The Nomination and Remuneration Committee provides the manner in which the annual evaluation of the Board, its Committee and of individual Directors to be done and co-ordinates and oversees the process.

b) Brief description of terms of reference includes:

- to identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board of Directors (Board) their appointment and removal and to carry out evaluation of every Director's performance,
- to formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and Senior Management,
- while formulating the policy as aforesaid, to ensure that:
 - a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully,
 - b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks, and
 - c) remuneration to Directors, Key Managerial Personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals, provided that such policy shall be disclosed in the Board's Report.
- to determine, review and recommend to the Board, the remuneration of the Company's Managing/Joint Managing/Deputy Managing/Whole time/Executive Director(s), including all elements of remuneration package,
- to determine, review and recommend to the Board, the remuneration of the Company's top executives who are one level below the Managing/Joint Managing/Executive Director(s),
- to formulate, implement, supervise and administer the terms and conditions of the Employee Stock Option Scheme, Employee Stock Purchase Scheme, whether present or prospective, pursuant to the applicable statutory/regulatory guidelines,
- formulation of criteria for evaluation of independent Directors and the Board of Directors,
- devising a policy on diversity of the Board of Directors,
- whether to extend or continue the term of appointment of independent Director, on the basis of the report of performance evaluation of independent Director,
- aligning key executive and board remuneration with the longer-term interests of the Company and its shareholders,
- ensuring a transparent board nomination process with the diversity of thought, experience, knowledge, perspective and gender, and
- to carry out any other functions as authorized by the Board from time to time or as enforced by statutory/regulatory authorities.

c) Performance evaluation criteria for Independent Directors:

The Nomination and Remuneration Policy of the Company showcase the appointment criteria and remuneration payable to the Directors and Key Managerial Personnel of the Company. The remuneration paid to the Directors is broadly based on the criteria such as his/her qualification, experience, profile and his/her performance. The detailed criteria and procedure of performance evaluation is provided under Point No. 10 of the Board's Report.

The criterion for evaluation of performance of Independent Directors *inter-alia* includes:

- highest Personal and Professional ethics, integrity and values,
- inquisitive and objective perspective, practical wisdom and mature judgment,
- demonstrated intelligence, maturity, wisdom and independent judgment,
- self-confidence to contribute to Board deliberations and stature such that other board members will respect his or her view,
- the willingness and commitment to devote the extensive time necessary to fulfill his/her duties,
- the ability to communicate effectively and collaborate with other Board Members to contribute effectively to the diversity of perspectives that enhances Board and Committee deliberations, including willingness to listen and respect the views of others,
- the skills, knowledge and expertise relevant to the Company's business, with extensive experience at a senior leadership level in a comparable Company or organization, including but not limited to relevant experience in manufacturing, international operations, public service, finance, accounting, strategic planning, supply chain, technology and marketing,
- commitment, including guidance provided to the Senior Management outside of Board/Committee Meetings,
- effective deployment of knowledge and expertise,
- independence of behavior and judgment, and
- maintenance of confidentiality of critical issues.

(5) Stakeholders' Relationship Committee:

The Company has always valued its investors' and stakeholders' relationships. In order to ensure the proper and speedy redressal of stakeholders' grievances, the Stakeholders' Relationship Committee is constituted. Its constitution, composition, quorum requirements, frequency of meetings, terms of reference, role, powers, rights, authority and obligations are in conformity with the applicable provisions of the Act and the Listing Regulations.

a) Composition, names of the Chairperson and Members of the Committee, meetings of the Committee held and attendance details:

The composition of the Stakeholders' Relationship Committee as on March 31, 2026 as well as details of meeting of Stakeholders' Relationship Committee attended by each Member during the financial year 2025-26 is as follows:

Name	Designation	Category	Numbers of Meetings	
			Held	Attended
Mrs. Pravina Bipin Manek (DIN: 00416533)	Chairperson	Non-Executive, Promoter	4	4
Mrs. Pranali Prathamesh Govekar (DIN: 10727843)	Member	Non-Executive, Independent	4	4
Mr. Anil Popatlal Udeshi (DIN:08285657)	Member	Non-Executive,Independent	4	4

During the financial year under review, the Committee met 4 (four) times, i.e. on May 12, 2025, July 28, 2025, November 10, 2025 and February 02, 2026.

The role of the Committee is to consider and resolve the grievances of the security holders of the Company, including complaints relating to transfer and transmission of securities, non-receipt of dividends, non-receipt of Annual Reports and such other grievances as may be raised by the security holders from time to time.

The minutes of the meetings of the Committee are placed before the Board for its noting. During the year under review, all recommendations of the Committee were accepted by the Board.

b) Name and designation of Compliance Officer:

Mr. Anupam J Vyas (Membership No. A60464), Company Secretary, is the Compliance Officer of the Company under Listing Regulations. The Compliance Officer has been entrusted the task of overseeing the share transfer, transmission, splitting and consolidation of shares and issue of duplicate share certificates done by the R & TA and attending to grievances of the Shareholders/Investors intimated to the Company directly by the SEBI.

c) Details of the Shareholders' Complaints:

No. of pending complaints as on April 1, 2025	0
Number of Shareholders' complaints received during the financial year 2025-2026	0
Number of complaints not resolved to the satisfaction of Shareholders as on March 31, 2026	0
No. of complaints pending as on March 31, 2026	0

All Share transfers and correspondence thereon are handled by the Company's R & TA viz. M/s. MUFG Intime India Private Limited [Formerly Link Intime India Private Limited] having Registered Office at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083.

d) Brief description of terms of reference:

The terms of reference of Committee *inter-alia* includes:

- to consider and resolve the grievances of the security holders of the Company including complaints related to transfer of shares, non-receipt of annual report, non-receipt of declared dividends, etc.,
- to supervise the process relating to transfer, transmission, transposition, split, consolidation of securities,
- to issue the duplicate share certificate(s) and supervise the process,
- to supervise the process relating to consider re-materialization/de-materialization requests,
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.

- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- to implement and monitor the Company's Code of Conduct for Prohibition of Insider Trading in conformity with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended,
- to make recommendations to improve service levels for stakeholders, and
- to carry out any other functions as authorized by the Board of Directors from time to time or as enforced by statutory/ regulatory authorities.

(6) Risk Management Committee:

The Board of Directors of the Company has constituted a Risk Management Committee ('RMC') for framing, implementing and monitoring the Risk Management Policy of the Company. The RMC assists the Board in fulfilling its oversight responsibility with respect to Enterprise Risk Management.

(a) Composition, names of the Chairperson and Members of the Committee, meetings of the Committee held and attendance details:

The composition of the Risk Management Committee as on March 31, 2026 as well as details of meeting of Risk Management Committee attended by each Member during the financial year 2025-26 is as follows:

Name	Designation	Category	Numbers of Meetings	
			Held	Attended
Mrs. Jyoti Sunil Modi (DIN: 08699101)	Chairperson	Non-Executive, Independent	2	2
Mr. Mihir Bipin Manek (DIN: 00650613)	Member	Executive, Promoter	2	2
Mr. Mitesh Manek	Member	Chief Financial Officer	2	2

During the financial year under review, the Committee met 2 (Two) times, i.e. on July 28, 2025, and February 02, 2026.

(b) Brief description of terms of reference:

The RMC is constituted in line with the provisions of Regulation 21 of the Listing Regulations. The brief terms of reference of the RMC is to formulate, monitor and review risk management policy and plan, inter alia, covering investment of surplus funds, management of foreign exchange risks, cyber security risks, data privacy risks and other risks associated to the Company.

The terms of reference or Role of the RMC are as follows:

- (1) To formulate a detailed risk management policy which shall include:
 - (a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - (b) Measures for risk mitigation including systems and processes for internal control of identified risks.
 - (c) Business continuity plan.

- (2) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- (3) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- (4) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- (5) To keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- (6) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.
- (7) **Senior Management:**

Particulars of senior management including the changes therein since the close of the previous financial year.

Sr. No.	Name of Senior Management Personnel	Designation
1	Mr. Mitesh Manek	Chief Financial Officer
2	Mr. Parag Surve	Factory Manager
3	Mr. Manoj Jadhav	Senior R&D Officer
4	Mr. Jay singh Burundkar	Maintenance Manager
5	Mr. Milind Patil	Quality Control Manager
6	Mr. Sagar Pathak	Sr. Export Executive
7	Mr. Madhukar Pashilkar	Q C Chemist
8	Mr. Anupam J Vyas [w.e.f. 06.06.2025]	Company Secretary

(8) Remuneration of Directors:

(a) Pecuniary relationship or transactions of the Non-Executive Directors vis-à-vis the Company:

During the financial year 2025–26, the Independent Directors were paid sitting fees of ₹20,000 per meeting for attending meetings of the Board wherein financial statements/results were discussed. The Board of Directors had based on recommendation of Nomination and Remuneration Committee approved the revision in sitting fees to ₹30,000 per meeting on July 14, 2025 for attending such Board meetings.

Mrs. Pravina Bipin Manek (DIN: 00416533) is one of the Promoters of the Company and Mr. Bipin Madhavji Manek (DIN: 00416441), Chairman and Managing Director, Mr. Mihir Bipin Manek (DIN: 00650613), Joint Managing Director of the Company and Mrs. Vidhi Harsh Parekh (DIN: 07584061), Whole-time Director of the Company, are her relatives. No other Non-Executive Directors are *inter-se* related to each other.

(b) Criteria for making payments to Non-Executive Directors:

Criteria for making payments to Non-Executive Directors are given in the Nomination and Remuneration Policy and same is placed on the website of the Company at the link

<https://vidhifoodcolors.com/INVPDFDocs/9.%20Codes%20and%20Polices/7.%20Nomination%20and%20Remuneration%20Policy.pdf>

(c) Disclosures with respect to remuneration:**(i) Details of remuneration paid to the Executive Directors for the financial year 2025-26 are as given below:**

Name of Directors	Amount in Rs.			Contract period	Notice period
	Salary	Commission	Total		
Mr. Bipin Madhavji Manek (DIN: 00416441), Chairman and Managing Director	60,00,000	2,97,50,000	3,57,50,000	From 01.11.2022 till 31.10.2027	Three Calendar months
Mr. Mihir Bipin Manek (DIN: 00650613), Joint Managing Director	60,00,000	2,97,50,000	3,57,50,000	From 15.07.2025 till 14.07.2030	Three Calendar months
Mrs. Vidhi Harsh Parekh (DIN: 07584061), Whole-time Director	12,00,000	Nil	12,00,000	From 01.11.2025 till 31.10.2030	Two Months
Total	1,32,00,000	5,95,00,000	7,27,00,000		

Notes:

- The above figures exclude provisions for contribution to Provident Funds/Gratuity Fund.
- Appointment, terms, conditions and payment of remuneration to the Managing Director, Joint Managing Director and Whole-time Directors are governed by the resolution(s) passed by the Nomination & Remuneration Committee, Board of Directors and Members of the Company.
- Mr. Bipin Madhavji Manek (DIN: 00416441) is holding 26,10,333 Equity Shares of the Company constituting 5.23% of total voting power. He is one of the Trustees for three Private Trusts which are holding in aggregate 52.06% of total Voting Power in the Company. Further, Mr. Mihir Bipin Manek (DIN: 00650613) is one of the Trustees for two Private Trusts which are holding in aggregate 49.06% of total Voting Power in the Company.
- Mrs. Vidhi Harsh Parekh (DIN: 07584061) does not hold any share in the Company.
- The Company does not have any employees' stock option scheme.
- The period of office of Mr. Bipin Madhavji Manek (DIN: 00416441), Chairman and Managing Director, shall not be liable to retirement by rotation whereas, the period of office of Mr. Mihir Bipin Manek (DIN: 00650613), Joint Managing Director, and Mrs. Vidhi Harsh Parekh (DIN: 07584061), Whole-time Director, shall be liable to retirement by rotation.

(ii) The details of Remuneration paid to the Non-Executive Directors during the financial year 2025-26 are as given below:

Name of Directors	Amount in Rs.				
	Sitting fees	Commission	Salary	Others	Total
Mr. Ashit Kantilal Doshi (DIN: 08486679)	1,10,000	0	0	0	1,10,000
Mrs. Pravina Bipin Manek (DIN: 00416533) *	0	0	0	0	0
Mrs. Jyoti Sunil Modi (DIN: 08699101)	1,10,000	0	0	0	1,10,000

Mr. Anil Popatlal Doshi (DIN: 08285657)	90,000	0	0	0	90000
Mrs. Pranali Prathamesh Govekar (DIN: 10727843)	1,10,000	0	0	0	1,10,000
Total	4,20,000	0	0	0	4,20,000

Independent Directors are not liable to retire by rotation under the Act. The Company does not have any employees' stock option scheme.

(9) General Body Meetings:

a) Details of last three Annual General Meetings:

Details of the date, location and time, where last three Annual General Meetings (AGMs) held and the special resolutions passed thereat are as follows:

Year, date and time	Location	Special Resolution(s) passed
FY 2024-25 32 nd AGM held on Thursday, September 25, 2025 at 03:30 p.m.	Held through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") which was deemed to be held at the Registered Office of the Company viz. E/27, Commerce Centre, 78, Tardeo Road, Mumbai – 400 034	1 To re-appoint Mr. Mihir Bipin Manek (DIN: 00650613) as Joint Managing Director of the Company and payment of remuneration to him. 2 To re-appoint Mrs. Vidhi Harsh Parekh (DIN: 07584061) as a Whole-Time Director of the Company and payment of remuneration to her. 3 To appoint M/s. Hemanshu Kapadia & Associates, Practicing Company Secretaries as a Secretarial Auditor for a term of five years commencing from April 01, 2025 up to March 31, 2030.
FY 2023-24 31 st AGM held on Tuesday, September 24, 2024 at 03:30 p.m.	Held through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") which was deemed to be held at the Registered Office of the Company viz. E/27, Commerce Centre, 78, Tardeo Road, Mumbai – 400 034	1. To re-appoint Mrs. Jyoti Sunil Modi (DIN: 08699101) as a Non-executive, Independent (Women) Director for a second term of 5 (five) consecutive years. 2. To appoint Mrs. Pranali Prathamesh Govekar (DIN:10727843) as a Non-Executive, Independent Director. 3. To appoint Mr. Anil Popatlal Udeshi (DIN: 08285657) as a Non-Executive, Independent Director.
FY 2022-23 30 th AGM held on Friday, September 29, 2023 at 03:30 p.m.	Held through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") which was deemed to be held at the Registered Office of the Company viz. E/27, Commerce Centre, 78, Tardeo Road, Mumbai – 400 034	1. To give authority to the Board to borrow money in excess of limit specified u/s 180 (1)(c) of the Companies Act, 2013. 2. To re-appoint Mr. Ashit Kantilal Doshi (DIN:08486679) as an Independent Director for a second term of 5 (five) consecutive years.

b) Special Resolutions passed through Postal Ballot:

During the financial year 2025-26, no approval of the shareholders was taken through Postal Ballot.

c) Person who conducted the aforesaid postal ballot exercise: Not Applicable**d) Whether any special resolution is proposed to be conducted through postal ballot:** No**e) Procedure for postal ballot:**

The Company will comply with the requirements relating to the postal ballot process as and when such matter arises requiring approval of the Members by such process as provided u/s 108 and 110 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 44 of the Listing Regulations, including any statutory modification or re-enactment thereof for the time being in force.

(10) Means of Communication:**a) Quarterly results:**

Quarterly/Half yearly/Annual results are regularly submitted to the Stock Exchanges, where the securities of the Company are listed, immediately after the approval of the Board pursuant to the Listing Regulations' requirements and are published in the newspapers.

The financial results are displayed on the Company's website i.e.

<https://vidhifoodcolors.com/investor-relation/financial-results/>

The financial results are submitted and disseminated on the website of BSE Limited as well as National Stock Exchange of India Limited, Stock Exchanges where securities of the Company are listed.

b) Newspapers wherein results normally published:

The quarterly, half-yearly and annual results of the Company during the financial year 2025-26 were normally published in the newspapers, viz. Business Standard (English) and Mumbai Lakshadweep (Marathi, the regional language).

c) Any Website, where displayed:

BSE Limited	https://www.bseindia.com/stock-share-price/vidhi-specialty-food-ingredients-ltd/vidhiing/531717/
National Stock Exchange of India Limited	https://www.nseindia.com/get-quotes/equity?symbol=VIDHIING
Company	www.vidhifoodcolors.com

d) Whether Website also displays official news releases:

The Company has maintained a functional website www.vidhifoodcolors.com which displays official news releases.

e) Presentations made to institutional investors or to the analysts:

The Investor Presentation on quarterly results are published on website of the Company and the website of the Stock Exchanges. Quarterly results, regulatory filings, transcripts of earnings call, Investor Relations presentations and schedules of analyst and investor interactions are available at the websites given in Clause (c) above.

(11) General Shareholder Information:**a) Annual General Meeting (AGM):**

Day, date and time: Thursday, September 24, 2026 at 03:30 p.m. (IST)

Venue : Meeting through Video Conferencing/Other Audio Visual Means

b) Financial year : April 1, 2025 to March 31, 2026**c) Record Date / Date of Book Closure:**

There is no record date or book closure since the Company is not required to close the Register of Members.

d) Name and address of stock exchanges at which the Company's securities are listed and confirmation about payment of annual listing fees to each of stock exchanges:

The Company's Equity Shares are listed on

i) **BSE Ltd. (BSE)** - Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001; and

ii) **National Stock Exchange of India Limited (NSE)** - Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051.

The Company has paid the applicable annual listing fees to BSE and NSE for the financial year 2026-27 within the stipulated time.

e) Stock code:

BSE Scrip Code	531717
NSE Trading Symbol	VIDHIING
ISIN Number for NSDL & CDSL	INE632C01026

f) Share Transfer System:

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected in dematerialized form only.

Shareholders who hold shares in physical form are advised to convert them into dematerialized mode to avoid the risk of losing shares, fraudulent transactions and to receive better investor servicing. Only valid transmission or transposition cases that comply with the SEBI guidelines will be processed by the RTA of the Company. To transfer, transmit or transpose shares in physical form, shareholders should submit them to the office of the Company's Registrar & Transfer Agent - MUFG Intime India Private Limited (RTA), Mumbai. The RTA will process these cases only if they are technically found to be complete and in order.

Special Window for Re-lodgement of Transfer Requests of Physical Shares: To facilitate ease of investing for investors and to secure their rights in the securities purchased by them SEBI, vide Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025, had permitted opening of a special window to facilitate re-lodgement of transfer requests in respect of physical share certificates. This facility is available to shareholders who had originally lodged their transfer deeds prior to April 1, 2019, and whose requests were rejected or returned due to deficiencies in documentation. Eligible shareholders may re-lodge such transfer requests with the Company's RTA during the specified period. This window was operational from July 7, 2025 to January 6, 2026. SEBI opened another special window for a period of one year, from February 5, 2026 to February 4, 2027 for transfers effected under this facility with shares to be credited only in dematerialized form to the account of the transferee. Such securities will

be subject to a mandatory lock-in of one year from the date of registration of transfer, during which they cannot be transferred, lien-marked or pledged. The RTA will process only those cases that are complete in all respects and compliant with SEBI guidelines.

Shareholders are advised to refer the latest SEBI guidelines/circular issued for all the holder holding securities in listed companies in physical form from time to time and keep their KYC detail updated at all times to avoid freezing of their folios as prescribed by SEBI.

g) Distribution of shareholding as on March 31, 2026:

No. of Equity Shares held	No. of Members*	% of Members	Total Shares	% of shares
1 - 5000	14482	96.55	40,70,363	8.15
5001 – 10000	218	1.45	15,81,499	3.17
10001 - 20000	136	0.91	20,17,595	4.04
20001 - 30000	59	0.39	14,73,383	2.95
30001 - 40000	29	0.19	10,24,833	2.05
40001 - 50000	15	0.10	6,79,761	1.36
50001 - 100000	35	0.23	24,31,774	4.87
100001 & Above	25	0.17	3,66,65,792	73.41
Total	14999	100.00	4,99,45,000	100.00

**Based on number of Folio/Client and DP-ID*

Shareholding pattern of the Company as on March 31, 2026:

Categ-ory Code	Category of the Shareholder	Number of Shareholders*	Total Number of Shares	Total Shareholding as a % of total number of shares
[A]	Shareholding of Promoter & Promoter Group			
(1)	Indian (Individuals)	2	61,01,000	12.22
(2)	Any Other (Trust)	3	2,60,00,000	52.06
	Total Shareholding of Promoter and Promoter Group	5	3,21,01,000	64.27
[B]	Public Shareholding			
(1)	Institutions	11	51,404	0.11
(2)	Non-Institutions	14677	1,77,92,596	35.62
	Total Public Shareholding	14688	1,78,44,000	35.73
[C]	Shares held by Custodians and against which Depository Receipts have been issued	0	0	0.00
	GRAND TOTAL [A]+[B]+[C]	14693	4,99,45,000	100.00

**Based on PAN*

As on March 31, 2026 none of the Promoter or Member of the Promoter's Group of the Company has pledged any shares of the Company.

h) Dematerialization of Shares and liquidity:

The Company's Shares are tradable compulsorily in electronic form. The Equity Shares of the Company are available for dematerialisation (holding of shares in electronic form) on both the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

As on March 31, 2026, 99.81% of the total Subscribed and Fully Paid-up Equity Share Capital comprising of 4,98,49,990 Equity shares of the Company are in dematerialized form.

All the shares of the Company held by the Promoter or Promoter Group were held in Demat form.

i) Outstanding Global Depository Receipts or American Depository Receipts or Warrants or any Convertible Instruments, conversion date and likely impact on Equity:

Not Applicable as there were no outstanding ADRs or GDRs, Warrants or any Convertible Instruments as on the date of this Report.

j) Commodity price risk or foreign exchange risk and hedging activities:

The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated November 15, 2018 is not required to be given. For a detailed discussion on foreign exchange risk and hedging activities, please refer to Management Discussion and Analysis Report.

k) Plant Location:**Factory I:**

Plot No. 59/B, M.I.D.C. Dhatav - Roha,
Dist. Raigad, Maharashtra – 402 116

Factory II:

Plot No. 68, M.I.D.C. Dhatav - Roha,
Dist. Raigad, Maharashtra – 402 116

Factory III:

Plot No-Z/61 & Z/62, Dahej, SEZ
Tal: Vagra, Dist: Bharuch, Gujrat-392130, India.

l) Address for correspondence:**(i) Registered Office:**

Vidhi Specialty Food Ingredients Limited
E/27, Commerce Centre, 78, Tardeo Road, Mumbai – 400034
Tel.: 022-6140 6666 Fax: 022-2352 1980

(ii) For queries on Annual Report or investors' assistance:

Mr. Anupam J Vyas,
Company Secretary, Compliance Officer and Deputy Nodal Officer
Vidhi Specialty Food Ingredients Limited
E/27, Commerce Centre, 78, Tardeo Road, Mumbai - 400 034

Investors can register their complaints/ grievances at the Company's e-mail id: vdmlcs@hotmail.com

The aforesaid e-mail id and other relevant details have been displayed on the website of the Company i.e. <https://vidhifoodcolors.com/>

(iii) For share transfer/dematerialisation of shares/other queries relating to the securities (Registrar & Share Transfer Agents):**MUFG Intime India Private Limited**

(Formerly Link Intime India Private Limited)

C 101, 247 Park, L.B.S. Marg,

Vikhroli (West), Mumbai – 400 083,

Tel : +91 8108116767 Fax : 022- 2249186060

Website : www.web.in.mpms.mufig.comE-mail : investor.helpdesk@in.mpms.mufig.com

The aforesaid e-mail id and other relevant details have been displayed on the website of the Company at <https://vidhifoodcolors.com/investor-relation/investor-contact/>

m) List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad:

There were no debt instruments issued by the Company or any fixed deposit scheme announced by the Company. The Company has obtained credit rating of secured loan taken from Bank and financial institutions.

As at the financial year ended March 31, 2026, the Company had Long Term Rating of CRISIL A-/Stable and Short-Term Rating of CRISIL A2+ on Bank Loan facilities

(12) Other Disclosures:**a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of the Company at large:**

During the financial year under review, there were no materially significant related party transactions that may have potential conflict with the interests of the Company at large. The related party transactions are entered into by the Company are based on business exigencies and are intended to further the Company's interests.

b) Details of non-compliance by the Company, penalties or strictures imposed on the Company by Stock Exchange(s) or SEBI or any statutory authority, on any matter related to capital markets, during the last three years:

The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital markets during the last three years and no penalties and/or strictures have been imposed on the Company in this regard.

c) Details of establishment of Vigil Mechanism/ Whistle Blower Policy and affirmation that no personnel has been denied access to the Audit Committee:

The Company has a Vigil Mechanism /Whistle Blower Policy in place, details of which have been furnished in the Board's Report. The Board of Directors affirms that no personnel have been denied access to the Audit Committee.

d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

The Company has complied with all the mandatory requirements of the Schedule V of the Listing Regulations. The status of compliance with the non-mandatory requirements of this clause has been detailed in Point No. 14 below.

e) Web link where policy for determining 'material' subsidiaries is disclosed:

<https://vidhifoodcolors.com/INVPDFDocs/9.%20Codes%20and%20Polices/15.%20Policy%20For%20Material%20Subsidiary.pdf>

f) Web link where policy on dealing with related party transactions is disclosed:

<https://vidhifoodcolors.com/INVPDFDocs/9.%20Codes%20and%20Polices/11.%20Policy%20on%20Related%20Party%20Transactions.pdf>

g) Disclosure of commodity price risks and commodity hedging activities: Not applicable since the Company is not doing the commodity hedging activities.**h) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under regulation 32(7A):**

Not applicable as during the year under review, the Company did not raise any funds through preferential allotment or qualified institutions placement as specified under regulation 32(7A) of the Listing Regulations.

i) Certificate from Mr. Hemanshu Kapadia (Membership: F3477 and CP No. 2285), Practicing Company Secretary, Proprietor of M/s. Hemanshu Kapadia & Associates, is attached herewith, which forms part of this Report, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board (SEBI)/ Ministry of Corporate Affairs or any such statutory authority.**j) During the financial year 2025-26, all the recommendations of all the Committees of the Board have been accepted by the Board of Directors unanimously.****k) Total fees for all services paid by the Company and its subsidiaries, to the Statutory Auditors and all entities in the network firm/network entity of which the Statutory Auditor is a part:**

Bhuta Shah & Co LLP, Chartered Accountants (Firm Registration No. 101474W/W100100) have been appointed as the Statutory Auditors of the Company. The particulars of payment of Statutory Auditors' fees, on consolidated basis during the financial year 2025-26, are given below:

Type of services	Amount in Rs. Lakh
Audit Fees and fees for other services	25.30

l) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

- number of complaints filed during the financial year: **Nil**
- number of complaints disposed of during the financial year: **Nil**
- number of complaints pending as on end of the financial year: **Nil**

m) Disclosure of Loans and advances in the nature of loans to firms/companies in which Directors are interested:

The Company has not provided any loans and advances to any firms/companies in which Directors are interested, except to Wholly-owned Subsidiary Company in which Directors of the Company are Directors. Details of the entities and loan are given below:

S r . No.	Name of borrower	Name of Lender	Relation with Listed Entity	Type of transactions	O/s Amount in Rs. Lakh
1.	Arjun Food Colorants Manufacturing Private Limited	Vidhi Specialty Food Ingredients Limited	Wholly-owned Subsidiary	Loan	29.61

n) Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries

The Company does not have any Material Subsidiary.

(13) Non-compliance of any requirement of Corporate Governance Report of sub-paras (2) to (10) above, with reasons thereof shall be disclosed:

The Company has complied with the requirements of Corporate Governance Report of sub-paras (2) to (10) of Clause (C) of the Schedule V of the Listing Regulations.

(14) Adoption of the discretionary requirements as specified in Part E of the Schedule II of the Listing Regulations:**(a) The Board:**

The Company has an Executive Chairman and hence, the requirement pertaining to reimbursement of expenses to a Non-Executive Chairman does not arise.

(b) Shareholder's Rights:

The Company's quarterly/half-yearly/annual results were furnished to the Stock Exchanges, published in the newspapers and also displayed on the website of the Company and the Stock Exchanges where securities of the Company are listed and therefore A half-yearly declaration of financial performance including summary of the significant events in last six-months were not separately sent to the Members. Quarterly/half-yearly/annual results of the Company are displayed on the website of the Company at the link <https://vidhifoodcolors.com/investor-relation/financial-results/>.

(c) Modified opinion(s) in Audit Report:

The Auditors have expressed an unmodified opinion in their report on the financial statements of the Company.

(d) Separate posts of Chairperson and the Managing Director or the Chief Executive Officer:

In the Company the Managing Director and Chairperson post is held by the same person, Mr. Bipin Madhavji Manek (DIN: 00416441).

(e) Reporting of Internal Auditor:

The Internal Auditor submits it's Report directly to the Audit Committee.

(15) Disclosures of the compliance with Corporate Governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46:

The Company has complied with the Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46.

(16) Disclosure with respect to demat suspense account/unclaimed suspense account under schedule V(F) of the Listing Regulations:

As per the details given by the R & TA, the Company does not have its equity share in the Demat Suspense Account or Unclaimed Suspense Account.

(17) Disclosure of certain types of agreements binding listed entities

Not applicable as there are no information disclosed under clause 5A of paragraph A of Part A of Schedule III of these regulations

For and on behalf of the Board of Directors

Date: August 11, 2026

Place: Mumbai

Sd/-

Bipin Madhavji Manek

Chairman & Managing Director

(DIN: 00416441)

Address: 1601, Artesia Tower,

Plot No 249 and 249A,

Hind Cycle Compound, Worli

Mumbai- 400030

Registered Office:

E/27, Commerce Centre,

78, Tardeo Road, Mumbai – 400 034

CIN: L24110MH1994PLC076156

<https://vidhifoodcolors.com/>

DECLARATION BY THE MANAGING DIRECTOR UNDER SCHEDULE V (D) OF THE LISTING REGULATIONS REGARDING ADHERENCE TO THE CODE OF CONDUCT:

This is to certify that the Company has laid down Code of Conduct for all Board Members and Senior Management of the Company and the same is uploaded on the website of the Company at <https://vidhifoodcolors.com/investor-relation/codes-policies/>

I hereby confirm that all the Board Members and Senior Management Personnel have affirmed their compliance and adherence with the provisions of the Code of Conduct for the financial year ended March 31, 2026.

For the purpose of this declaration, Senior Management Team means the Members of the Management one level below the Chief Executive Officer & Managing Director as on March 31, 2026.

Date: August 11, 2026

Place: Mumbai

Sd/-

Bipin Madhavji Manek

Chairman & Managing Director
(DIN: 00416441)

Address: 1601, Artesia Tower,
Plot No 249 and 249A,
Hind Cycle Compound, Worli
Mumbai- 400030

Registered Office:

E/27, Commerce Centre,
78, Tardeo Road, Mumbai – 400 034
CIN: L24110MH1994PLC076156
<https://vidhifoodcolors.com/>

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
the Members of
VIDHI SPECIALTY FOOD INGREDIENTS LIMITED,

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **VIDHI SPECIALTY FOOD INGREDIENTS LIMITED** having CIN:**L24110MH1994PLC076156** and having Registered Office at E/27, Commerce Center, 78, Tardeo Road, Mumbai - 400 034 (hereinafter referred to as '**the Company**'), produced before us by the Company and also the information provided to us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company, as stated below, for the Financial Year ended on March 31, 2026 have been debarred or disqualified from being appointed or continuing as Director of Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority:

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1.	Mr. Bipin Madhavji Manek	00416441	19/01/1994
2.	Mrs. Pravina Bipin Manek	00416533	19/01/1994
3.	Mr. Mihir Bipin Manek *	00650613	31/07/2006
4.	Mr. Ashit Kantilal Doshi #	08486679	20/06/2019
5.	Mrs. Jyoti Sunil Modi	08699101	19/03/2020
6.	Mrs. Vidhi Harsh Parekh **	07584061	01/11/2020
7.	Mr. Anil Popatlal Udeshi	08285657	08/08/2024
8.	Mrs. Pranali Prathamesh Govekar	10727843	08/08/2024

* Mr. Mihir Bipin Manek was reappointed as a Joint Managing Director for a term of five years with effect from July 15, 2025 at the 32nd AGM of the Company held on September 25, 2025.

** Mrs. Vidhi Harsh Parekh was reappointed as a Whole time Director for a term of five years with effect from November 01, 2025 at the 32nd AGM of the Company held on September 25, 2025.

Mr. Ashit Kantilal Doshi, the Independent Director of the Company is appointed as Managing Director of Gujarat Metallic Coal & Coke Limited (GMCCL), with effect from April 21, 2025. The GMCCL has undergone Insolvency Resolution process under IBC and NCLT, Kolkata had passed an Order approving the Resolution Plan on

December 20, 2024. Subsequently, Mr. Ashit Kantilal Doshi appointed as a Managing Director of GMCCCL with effect from April 21, 2025. As per the records on MCA website, the GMCCCL has not filed financial statements for the year ended March 31, 2020 onwards. As on date, the company status of GMCCCL on MCA website is Active and status of DIN of Mr. Ashit Kantilal Doshi is approved.

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these based on our verification.

This Certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **Hemanshu Kapadia & Associates**

Practicing Company Secretaries

Peer Review Certificate No.: 1620/2021

Sd/-

Hemanshu Kapadia

Proprietor

C.P. No.: 2285

Membership No.: F3477

UDIN: F003477H000989649

Date: **July 31, 2026**

Place: **Mumbai**

Compliance Certificate regarding Compliance of Condition of Corporate Governance

To the Members of VIDHI SPECIALTY FOOD INGREDIENTS LIMITED,

We have examined the compliance of conditions of Corporate Governance, as stipulated in Regulations 17 to 27 and clauses (b) to (i) and (t) of Regulation 46(2) and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ('Listing Regulations') by **VIDHI SPECIALTY FOOD INGREDIENTS LIMITED** ('the Company') for the financial year ended **March 31, 2026**.

The compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance as stipulated under the above mentioned Listing Regulations, as applicable. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the aforesaid provisions of the Listing Regulations, as applicable.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Hemanshu Kapadia & Associates

Practicing Company Secretaries

Peer Review Certificate No.: 1620/2021

Sd/-

Hemanshu Kapadia

Proprietor

C.P. No.: **2285**

Membership No.: **F3477**

UDIN: **F003477H000989671**

Date: July 31, 2026

Place: Mumbai

MANAGEMENT DISCUSSION & ANALYSIS REPORT

This discussion provides an assessment by Management of the current financial position, results of operations for the financial year ended March 31, 2026, market scenario, industry position, global and Indian economy and its impact of the Company. Information presented in this discussion supplements the financial statement, schedules and exhibits for the financial year ended March 31, 2026.

Global Economy overview:

The global economy remained resilient during FY 2025-26 despite elevated geopolitical tensions, trade policy uncertainties and persistent supply chain realignments. According to the World Bank's Global Economic Prospects Report and IMF's World Economic Outlook, global growth is expected to remain moderate, supported by easing inflation, improving financial conditions and continued investments in technology and artificial intelligence. However, higher trade barriers, regional conflicts and fiscal pressures across several economies continue to pose downside risks to growth. Global growth is projected to remain in the range of 2.6% – 3.3% during 2026, reflecting a stable but slower expansion compared to historical averages. Advanced economies continue to experience relatively subdued growth, while emerging markets remain key contributors to global economic activity. The United States has demonstrated resilience in consumption and employment, although trade related uncertainties and tariff measures continue to influence investment decisions. Europe is witnessing gradual recovery supported by easing inflation and monetary policy adjustments, whereas Asian economies continue to drive global growth through strong domestic demand, manufacturing activity and technology investments. Inflationary pressures have moderated across major economies compared to the post-pandemic period, enabling central banks in several regions to adopt a more accommodative policy stance. Nevertheless, volatility in energy markets, geopolitical developments and disruptions in global trade routes continue to influence commodity prices and business sentiment worldwide

Outlook

The global outlook has abruptly darkened following the outbreak of war in the Middle East on February 28, 2026. The closure of the Strait of Hormuz and serious damage to critical production facilities in a region central to global hydrocarbon supply could cause an energy crisis on an unprecedented scale. The duration and scale of the conflict and the time it will take for energy production and transit to normalize after the end of hostilities will determine the ultimate size of the shock to the global economy. The reference forecast (of World Economic Outlook of IMF), assuming a short-lived conflict, projects global growth of 3.1 percent for this year, a downward revision of 0.2 percentage point from our January projections, while headline inflation is expected to rise from 4.1 percent in 2025 to 4.4 percent in 2026. However, more attacks on critical energy facilities and the prospect of a longer shutdown of the Strait of Hormuz are raising the spectra of a more significant and persistent conflagration for the global economy. Under an adverse scenario, broadly anchored to market conditions prevailing toward the end of March, global output would be expected to decline to 2.5 percent, with inflation rising to 5.4 percent. Under severe scenario —assuming dislocations in energy markets that extend to next year, together with a de-anchoring of inflation expectations and a tightening of financial conditions, the global economy would come close to experiencing a recession, with growth around 2 percent this year and next and global headline inflation near 6 percent. Clearly, the downside risks are tremendous.

Indian Economy and Outlook:

According to the IMF's April 2026 World Economic Outlook, India has slipped to the 6th largest economy in the world with a nominal GDP of approximately \$4.15 trillion. India dropped below Japan and the UK due to significant rupee depreciation (about 11%) against the dollar and a one-time statistical revision. Despite this, India remains the fastest-growing major economy. The IMF has raised its GDP growth forecast for India to 6.5% for the 2026-27 financial year (FY27), positioning it as one of the fastest-growing major economies, supported by robust domestic demand, sustained government capital expenditure, improving manufacturing activity and strong services sector performance. The country's macroeconomic fundamentals remained resilient, aided by healthy GST collections, infrastructure investments, digital transformation initiatives and a stable financial system. India's growth trajectory continues to be supported by increasing urbanization, rising disposable incomes, expanding manufacturing

capabilities and favorable demographic trends. Government initiatives such as Make in India, Production Linked Incentive (PLI) schemes, logistics infrastructure development and focus on ease of doing business are expected to strengthen the country's position as a preferred global manufacturing destination as per the Press Information Bureau, the real annual GDP growth for FY 2025-26 is 7.6%, higher than the 7.1% recorded in FY 2024-25, while nominal GDP, measured at current prices, is projected to grow by 8.6% during FY 2025-26. Within this, the manufacturing sector has recorded double-digit growth in both FY 2023-24 and FY 2025-26, emerging as a key contributor to the economy's resilient performance. The secondary and tertiary sectors have strengthened overall economic performance, recording growth rates exceeding 9.0% in FY 2025-26. Looking ahead, the Indian economy is expected to maintain healthy growth momentum, supported by private consumption, infrastructure spending and increasing investments in manufacturing and technology. While external risks arising from geopolitical tensions (particularly in West Asia) affecting commodity / oil prices volatility and global trade uncertainties remains, India's domestic demand-driven growth model provides a strong foundation for long-term economic expansion.

Industry Structure & Development:

Food colours are standard in our everyday lives, and they may even be found in meals and drinks we wouldn't anticipate. Food colours are added to food or drink to modify the hue to make it more palatable. Natural food colours, synthetic food colours, are two broad categories of food colours. Food colours are employed in commercial food manufacturing and home cooking to persuade consumers to buy a product based on its visual appeal. It improves the product's taste, texture, and appearance while preserving its flavor and freshness. Any dye, pigment, or chemical that gives Colour when added to food and drink is a food coloring or colour additive. They are available in liquids, powders, gels, and pastes. Food coloring is used in both commercial and household food manufacturing. Food colorants are also utilized in cosmetics, medicines, home craft projects, and medical gadgets.

Color is an important factor increasing consumer's acceptability to food products. This is due to consumers always links food color with other qualities such as ripeness, freshness, and food safety. Food colours are ingredients that are added to food or beverage to enhance its appearance. When colours are added to food products imparts very bright and tempting effect which influences the consumer to buy a product through visual perception. Colour is a key component to enhance the ultimate appetizing value and consumer acceptance towards foods and beverages. The food color market is segmented into type, application and region.

- A) **Type** – Food color market is categorized into natural color and artificial color.
- B) **Application** -Beverages, Dairy & Frozen Desserts, Bakery & confectionary, Meat products, Processed food &Vegetables, Oils & fats, sweets and snacks, cosmetic, Pharma product, etc.
- C) **Region wise** – Food color market analyzed across North America (U.S., Canada and Mexico), Europe (Germany, France, UK, Italy, Spain and rest of Europe), Asia-Pacific (China, Japan, Australia, India and rest of Asia-Pacific), Latin America (Brazil, Argentina, Colombia and rest of Latin America), Middle East (Saudi Arabia, Egypt, Nigeria and rest of Middle East) and Africa (South Africa, Nigeria, and rest of Africa).

Every year incremental demand of ~Rs. 1,500 to Rs. 1,700 crores is expected to generate globally for Food color. According to Future Market Insights, the global food color market is projected to be valued at USD 4.83 billion in 2025, with a forecasted rise to USD 8.46 billion by 2035, at a CAGR of 6.3%.

Market Analysis

The global natural food colors market size was valued at USD 2.54 billion in 2025 and is projected to grow from USD 2.72 billion in 2026 to USD 4.75 billion by 2034, exhibiting a CAGR of 7.20% during the forecast period.

The natural food colors market is expanding steadily due to growing consumer preference for clean-label ingredients, plant-derived additives, and minimally processed food products. Food manufacturers are increasingly replacing synthetic dyes with natural pigments extracted from fruits, vegetables, algae, flowers, and spices. The demand for beta carotene, anthocyanin, chlorophyll, spirulina extract, turmeric extract, and lycopene has increased across bakery, confectionery, dairy, beverages, and processed food sectors. natural food colors market Analysis indicates that regulatory support for safer ingredients and rising awareness regarding artificial additive side effects

are influencing purchasing decisions globally. Natural Food Colors Industry Report findings show strong adoption across premium packaged food brands, functional nutrition categories, and organic food manufacturing operations.

The USA natural food colors market holds approximately 29% market share due to high consumption of organic beverages, naturally flavored snacks, and clean-label confectionery products. More than 72% of American consumers actively check ingredient labels before purchasing processed foods, increasing demand for naturally sourced food pigments. The United States food processing industry continues integrating carotenoid-based and fruit-derived colors in ready-to-drink beverages, dairy desserts, bakery fillings, and plant-based protein products. natural food colors market Research Report data shows strong utilization of turmeric extract, beetroot red, and spirulina blue among beverage manufacturers. Expanding vegan product launches and growing investments in healthy packaged foods continue strengthening the USA natural food colors market Outlook.

Opportunities and Threats:

The Company has a well set up infrastructure in respect to manufacturing capacities, human resources, technical expertise, etc. which are a key factor for future growth of its business. The Company can bank on its in-house R&D for development of new products, quality improvements and cost reductions. Another important aspect which helps the Company in having its diverse portfolio of products is the fact that, the manufacturing capacities are fungible. The dedicated teams for Quality Management and Quality Assurance, helps in maintaining the standards required for various products. The entire project or process is designed to ensure delivery of Best Quality Products. Company's products are having various quality certificates. Further, expansion plans and backward integration will enable the Company to cash on the various opportunities available to the Company.

Opportunities:

1. High Barriers to Entry & Regulatory Advantage

The food colours segment is highly regulated and technically demanding, resulting in *strong entry barriers*. Vidhi, being one of the few companies with robust technical expertise and necessary quality approvals, stands to benefit from this oligopolistic structure.

2. **Booming Demand for Natural & Clean-Label Colors:** Driven by tighter global regulations and consumer health awareness, the natural food color segment (e.g., anthocyanins, carotenoids, and spirulina extracts) is experiencing rapid growth, expanding at over 9% annually.
3. **Biotech & Microbial Fermentation Innovations:** Biotechnology advancements—such as yeast and microbial fermentation to produce stable pigments (e.g., plant-based blues, reds, and astaxanthin)—are providing consistent, eco-friendly color solutions that bypass land-use and agricultural issues.
4. **“China+1” Sourcing Realignment:** Global FMCG brands continue to diversify their specialty chemical supply chains away from sole reliance on China due to environmental crackdowns and trade tariffs. Indian and ASEAN food color producers are positioned to capture this diverted market share
5. **Formulation Innovations in Hard-to-Stable Applications:** Technical breakthroughs in heat-stable, pH-resistant natural colors present high-margin opportunities for R&D-driven companies targeting beverages, plant-based meats, and confectionery.
6. **Diversification into High-Growth Markets:** Exporting manufacturers are pivoting away from heavily tariffed Western trade lanes (like the U.S.) to expand into ASEAN, Africa, non-EU European markets, and CPTPP nations.

Threats:

1. **Middle East Energy & Raw Material Volatility:** Conflicts involving Iran and disruptions in the Strait of Hormuz have triggered sharp cost increases for petrochemical precursors (such as benzene, toluene, and ethylene derivatives). This directly inflates the production costs of synthetic dyes.

- 2. **Severe Maritime Shipping & Logistics Bottlenecks:** Container rerouting around the Cape of Good Hope, combined with elevated war-risk insurance premiums, has pushed up freight expenses while extending export lead times to Europe and North America by weeks.
- 3. **Heightened Regulatory Bans on Artificial Dyes:** Regulatory bodies in North America and Europe are intensifying restrictions on synthetic colors (such as Red 3, Titanium Dioxide, and certain azo dyes) due to health concerns, creating immediate risk for legacy synthetic dye portfolios.
- 4. **Escalating Trade Protectionism & Tariffs:** Retaliatory and aggressive import tariffs (such as U.S. duties reaching up to 25%–50% on selected chemical/food-ingredient originations) significantly reduce the price competitiveness of export-reliant manufacturers.

Risk Concerns:

A. Operational & Supply Chain Risks

- **Longer Working Capital Cycles:** Delayed maritime transit times trap finished goods in transit longer, forcing manufacturers to increase short-term debt and working capital borrowings.
- **Input Shortages & Production Lags:** Energy-driven shortages of key solvents, intermediate chemicals, and specialty packaging components (like aluminum drums) threaten to cause unplanned factory downtime.

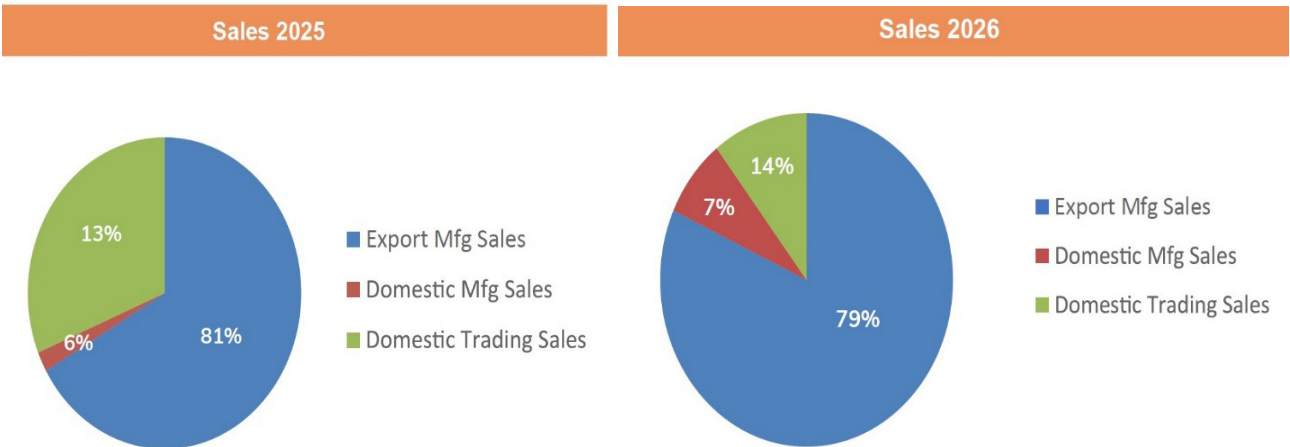
B. Financial Risks

- **Margin Compression:** B2B ingredient suppliers are experiencing a squeeze on operating margins as rising raw material and energy prices outpace their ability to pass costs on to major multinational F&B clients.
- **Shift in Solvency Ratios:** Higher working capital needs are putting short-term pressure on current ratios and raising debt-to-equity metrics for mid-sized manufacturers.

C. Commercial & Compliance Risks

- **Re-formulation Strain:** Food and beverage producers unable to secure stable, natural color inputs face reformulating deadlines or potential market access limits in strict regulatory regions (e.g., EU, UK).

Net sales by Geography



Discussion on financial performance with respect to operational performance:**i. Financial Performance:**

During the year under review, your Company has achieved Revenue from operations of Rs. 38,002.62 lakhs. The comparative figures are tabulated below. The Company has achieved net profit after tax of Rs. 4915.25 lakhs for the financial year 2025-26. EBITDA stood at Rs. 7,983.40 lakhs for the financial year 2025-26. An operational EBITDA has reduction to 13.90 % for financial year ended March 31, 2026 as compared to increase of 19.94% for the financial year ended March 31, 2025.

Finance Cost has increased to Rs. 476.53 lakhs for the financial year 2025-26 compared to Rs. 247.96 lakhs for the previous year due to higher interest cost. Depreciation and Amortization stood at Rs. 908.99 lakhs for the financial year 2025-26 compared to Rs. 744.85 lakhs for the previous year.

(Rs. in Lakhs)

Particulars	F.Y. 2025-26	F.Y. 2024-25
Total Revenues from Operation	38,002.62	38,230.30
Revenues from Exports	29,160.23	30,127.12
EBITDA	7983.40	7,008.98
PAT	4,915.25	4,357.23
Earnings per share	9.84	8.71

ii. Operational Performance:

Overall, the macro-economic situation is still challenging and policy measures taken by the Government are yet to impact the business in a big way. However, Company posted excellent growth in top as well as bottom line on the back of planned austerity measures and optimum resource management.

The Company's performance with regard to the revenue from export manufacturing sales remains almost at similar level in the financial year 2025-26 at 77% of total revenue from operation compared to 79% in previous year. Domestic trading sales increased in the FY 2025-2026 to 14% as compared to 13 % in FY 2024-25.

The Company's main focus is on manufacturing activities and trading is not the focus area of business. In reporting period, Company's manufacturing sales remained almost same as compared to last year. By a combination of a better product mix helped by specialty products and continual improvement in the efficiency of operations at both the locations, the Company has tried keeping its operating margins healthy for all the four quarters and has achieved reasonable EBITDA level.

Environmental & Hazardous Safety and Quality Assurance:

Vidhi commits itself to ethical and sustainable operation and development in all business activities Sustainability enhances innovative ways to do business. This is a necessary prerequisite for value creation. Sustainability at the Company is an integral part of the way we work and this helps the Company to position itself in the sustainable market, build a competitive advantage through differentiation, support profitable growth, create added value for stakeholders, build brand image and reputation and anticipate and mitigate risk.

Our ability to treat customers, employees, neighbors and environment in a responsible way is not only ethically correct but also strengthens our partnership with those stakeholders upon whom our success as a Company ultimately depends. The Company takes initiatives to reduce environment, health and safety risks in the production, storage, distribution, use of products and disposal of waste. These include ancient use of energy and resources and continuous improvement of our processes to minimize the impact of our activities on the environment.

As your Company deals with chemicals and is in the business of manufacturing food colours and trading in specialty chemicals, it has to make sure that the highest degree of safety measures is maintained in order to avoid

any risk at the workplace. Your Company is committed to maintain its operations and workplace free from incidents and significant risk to the health and safety of its stakeholders through improved their work skills, strong channels of communication, safety awareness, and sound training practices.

The Company's certified manufacturing activities complies with ISO 9001:2015, ISO 22000:2005 and HACCP which reflects the Company's continued commitment towards Quality, Environment, Occupational Health and safety approaches.

Internal Control Systems and its Adequacy:

The Company has a system of internal controls to ensure that all its assets are properly safeguarded and not exposed to risks arising out of unauthorized use or disposal. The Internal Control system is supplemented by programs of internal audit to ensure that the assets are properly accounted for and the business operations are conducted in adherence to the laid down policies and procedures. The internal control system also focuses on processes to ensure integrity of the Company's financial accounting and reporting processes and compliance with the Company's legal obligations. The Company has a well-defined risk management programme for identifying and mitigating risks across all the functions which are reviewed by the Audit Committee and Board of Directors of the Company periodically.

The Company has a Risk Management Committee of the Board of Directors which meets regularly to review inter alia risk management policies, adequacies of internal controls, the financial information and other issues related to the Company's operations. The Internal Auditors along with finance team plans the audit schedule for the year in consultation with CFO and the Audit Committee. The Audit Committee of the Board approves the internal audit plan at the start of every financial year to ensure the coverage of most of the functions with a view to minimize associated risks. Independent external teams have been engaged as the Internal Auditors to perform the internal audit function, assess the internal controls and statutory compliances in various areas and also provide suggestions for improvement. The Audit Committee regularly reviews the major findings of the internal audits with respect to different locations and functions to help take effective steps in ensuring compliance.

Human Resources:

Performance measurement is a fundamental principle of the management. The measurement of performance is important because it identifies performance gaps between current and desired performance and provides indication of progress towards closing the gaps. The Company believes that human resources are a critical factor for its growth. The Company invests in its employees for the growth of their skills and talents so as to meet the growth aspirations of the business. The emphasis is on grooming in-house talent enabling them to take on larger responsibilities. The senior management team spends considerable time in reviewing the existing talent base and processes used for honing the skills of the members in the talent pool and assessing their preparedness for taking on new assignments.

Compensation and benefits packages have always been pivotal to retaining and motivating employees. To remain competitive in compensation and rewards offered, continual efforts were made to make compensation and benefits flexible and market-linked.

The relations with the employees and workers remained cordial and harmonious throughout the year. The Company had total work force of 126 as on March 31, 2026.

Details of significant changes in key financial ratios (i.e. change of 25% or more as compared to the immediately previous financial year):

Ratios	F.Y. 2025-26	F.Y. 2024-25	% Change
Debtors Turnover	2.66	2.91	-8.59
Inventory Turnover	4.70	4.99	-5.81
Interest Coverage Ratio	16.75	28.27	-40.75
Current Ratio	3.31	2.92	13.16
Debt Equity Ratio	0.28	0.31	-9.68
Operating Profit Margin (%)	21.01%	18.75%	12.05
Net Profit Margin (%)	12.93%	11.66%	10.89
Return on Net worth (%)	14.94%	14.42%	3.61

Reason for change of 25% or more in key financial ratios as compared to the immediately previous financial year:

Interest Coverage Ratio (%): Interest Coverage Ratio decreased to 16.75% as against 28.27% in Previous year it is due to increase in the Interest cost.

Cautionary Statement

Certain statements under 'Management Discussion and Analysis' describing the Company's objectives, projections, estimates, expectations or predictions may be 'forward-looking statements' within the meaning of applicable securities laws and regulations. Although the expectations are based on reasonable assumptions, the actual results could materially differ from those expressed or implied, since the Company's operations are influenced by many external and internal factors beyond the control of the Company. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements, on the basis of any subsequent developments, information or events.

Independent Auditor's Report

To the Members of Vidhi Specialty Food Ingredients Ltd

Vidhi Specialty Food Ingredients Ltd

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **Vidhi Specialty Food Ingredients Ltd** ("the Company"), which comprises the Standalone Balance Sheet as at 31st March, 2026, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), Standalone Statement of Changes in Equity and Standalone Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone 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 Indian Accounting Standards prescribed under Section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026 and its profit (including total comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of Standalone Financial Statements in accordance with the Standards on Auditing (SAs) 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 Standalone 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 financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on Standalone Financial Statements.

Key Audit Matter

Key audit matters ("KAM") are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current year. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be key audit matters to be communicated in our report.

Sr. No	Key Audit Matter	Auditor's Response
1	Inventory Existence: The Company has an inventory of Rs. 8,081.99 Lakhs as at 31st March, 2026. Within each location, inventory is stored in packets and drums at factory. This is a key audit matter because of the • Significance of the inventory balance to the statement of financial position and • Complexity involved in determining inventory quantities on hand due to the number, conversion from litre to Kgs., location and diversity of inventory storage locations.	We attended inventory counts at factory, which we selected based on financial significance and risk We performed the following procedures at each site: • Selected a sample of inventory items and compared the quantities we counted; • Observed a sample of management's inventory count procedures to assess compliance with Company Policy and • Made enquiries regarding obsolete inventory items and inspected the condition of items counted. We have also evaluated a selection of controls over inventory existence across the Company.
2	Trade Receivables: Trade receivables comprise a significant portion of the current assets of the Company and serve as security for a majority of the Company's short-term debt. As indicated in Note 11 of the financial statements. The provision has been made based on Expected Credit Loss method. Accordingly, the estimation of the allowance for trade receivables is a significant judgement area and is therefore considered a key audit matter.	We assessed the validity of material long outstanding receivables by obtaining third-party confirmations of amounts receivable. We also considered payments received subsequent to year-end, past payment history and unusual patterns to identify potentially impaired balances. The assessment of the appropriateness of the allowance for trade receivables comprised a variety of audit procedures across the Company including: • Assessing the appropriateness and reasonableness of the assumptions applied in the management's assessment of the receivables allowance; • Consideration of the creditworthiness of significant export trade receivables over 270 days; • Consideration and concurrence of the agreed payment terms; • Verification of receipts from trade receivables subsequent to year-end; and • Considered the completeness and accuracy of the disclosures. To address the risk of management bias, we evaluated the results of audit procedures on other key balances to assess whether or not there was an indication of bias. We were satisfied that the Company's trade receivables are fairly valued and adequately provided. We further considered whether the provisions were understated and concluded that they were appropriate in all material respects, and disclosures related to trade receivable in the financial statements are appropriate.

Information other than Financial Statements & Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and auditor's report thereon. Our opinion on the standalone 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 standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone 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, since the Company's annual report is expected to be made available to us after the date of this auditor's report.

Responsibilities of Management and Those Charged with Governance for the Standalone 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 standalone financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India, including Ind AS 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 Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone 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 and those charged with governance are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone 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 standalone financial statements. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone 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 controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on the internal financial controls with reference to the standalone financial statements and the operating effectiveness of such controls.
- 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 standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Statement 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 Standalone 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the **"Annexure A"** statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, 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 purpose 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 (including Other Comprehensive Income), the Statement Changes in Equity and Statement of Cash Flows dealt with by this Report are in an agreement with the books of account.
- d) In our opinion, the aforesaid Standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- e) Based on the written representations received from the directors as on 31st March, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2026, 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 Standalone financial statement of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure B**”.
- g) In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current 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, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has confirmed that there are no pending litigations impacting its financial position in its standalone financial statements.
 - ii. The Company did not have any long-term contracts, including derivative contracts, for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amount which was 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,
 - a. no funds 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(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Company or
 - provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
 - b. The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(is), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the

Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or the like on behalf of the Ultimate Beneficiaries.

- c. Based on the audit procedures performed 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 subclause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above contain any material misstatement.
- v. As stated in Note 17(viii) of the Standalone financial statements:
 - a. The final dividend proposed in the previous year, declared and paid by the Company during the year, is in accordance with Section 123 of the Act, as applicable.
 - b. The interim dividend declared and paid by the Company during the year and until the date of this report is in compliance with Section 123 of the Act.
 - c. The Board of Directors of the Company have not proposed any final dividend for the year.
- vi. Based on our examination, which included test checks, the Company has used accounting software systems for maintaining its books of account for the financial year ended March 31, 2026 which have the feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software systems. Further, during the course of our audit We did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For **Bhuta Shah & CO LLP**

Chartered Accountants

Firm Reg. No.: 101474W/W100100

Sd/-

Atul Gala

Partner

Membership Number: 048650

UDIN: 26048650EQQMAB6705

Place: Mumbai

Date: 14th May, 2026

Annexure – A to the Independent Auditor’s Report on the Standalone Financial Statements of Vidhi Specialty Food Ingredients Ltd for the year ended 31st March, 2026

(Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ Section of our report of even date)

i. In respect of clause 3(i) of the Order -

(a) The details in respect of Clause 3 i(a) of the Order is as follows -

(A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.

(B) The Company does not have any intangible assets and hence, reporting for clause 1(a)(B) of the order is not applicable to the Company.

(b) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has a regular program of physical verification of property, plant and equipment by which all property, plant and equipment are verified in a phased manner. In accordance with this program, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination, title deeds of immovable properties and right to use assets, disclosed in the Standalone financial statements, are mortgaged to the banks against loans and we are informed that original agreements are with the bank.

(d) 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 not revalued its property, plant and equipment.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

ii. In respect of clause 3(ii) of the Order -

(a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the inventory has been physically verified by the management during the year. According to the information and explanations provided to us, no material discrepancies were noticed on such verification.

(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 been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of the security of current assets at any point of time during the year. In our opinion, the quarterly returns or statements filed by the Company with such banks are not in agreement with the books of account of the Company, detail referred in as mentioned in note 22.1 (vi).

iii. According to the information and explanations given to us and on the basis of our examination of the records, the Company has not made any investments in Companies, limited liability partnership, firms or other parties. During the year, the Company has not provided loans or provided advances in nature of loans or provided security to any entity, other than its subsidiary. The Company does not hold any investments in any joint ventures or associates.

(a) Based on the audit procedures carried on by us and as per the information and explanations given to us,

(A) The Company has not provided security or guarantee. However, it has provided loans and advances during the year and details of which are given below -

Particulars	Amount (Rs.)
Aggregate amount provided during the year	
- Subsidiary	13,16,150
Balance Outstanding as at the Balance Sheet date	
- Subsidiary	29,60,721

(B) The Company has granted staff loans and advances during the year to its employees and details of which are given below. These loans and advances have been granted in the ordinary course of business and are recoverable or adjustable in accordance with the terms and conditions prescribed by the Company.

Particulars	Amount (Rs.)
Aggregate amount provided during the year	
- Staff Loans and Advances	33,37,389
Balance Outstanding as at the Balance Sheet date	
- Staff Loans and Advances	1,08,65,859

(b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the loans and advances given during the year are, prima facie, not prejudicial to the interest of the Company.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the schedule of repayment of principal and payment of interest has not been stipulated.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, and further in absence of repayment schedule, we are unable to comment upon whether there is any amount overdue for more than ninety days and whether any steps have been taken by the company for recovery of principal and interest.

- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, and further in absence of repayment schedule, we are unable to comment upon whether there are loans granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the subsidiary.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company and further in absence of repayment schedule, we are unable to comment upon whether the Company has granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.
- iv. According to the information and explanations given to us and on the basis of our examination of records of the Company, in respect of investments made, loans and guarantees given, securities provided or acquisition of securities by the Company, the provisions of Section 185 and 186 of the Companies Act, 2013 ("the Act") have been complied with.
- v. The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- vi. As informed to us, the maintenance of cost records has not been specified by the Central Government under sub-Section (1) of Section 148 of the Act for the business the Company operates in. Hence, reporting under Clause 3(vi) of the Order is not applicable to the Company.
- vii. In respect of clause 3(vii) of the Order -
 - (a) According to the information and explanations given to us and based on the records of the Company examined by us, in our opinion, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Goods and Services tax, provident fund, employees' state insurance, income-tax, duty of custom, cess have generally been regularly deposited by the Company with the appropriate authorities, though there have been few delays in deposit which is not serious.

There were no undisputed amounts payable in respect of Goods and Services tax, provident fund, employees' state insurance, income-tax, duty of custom, cess and other material statutory dues in arrears as at 31st March, 2026 for a period of more than six months from the date they became payable.
 - (b) According to the information and explanations given to us and based on the records of the Company examined by us, in our opinion, the Company does not have statutory dues referred to sub-clause (a) which have not been deposited on account of any dispute.
- viii. 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 not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- ix. In respect of clause 3(ix) of the Order -
 - a) 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 not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.
 - 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 not been declared a willful defaulter by any bank or financial institution or government or government authority.

- c) According to information and explanations given to us and on the basis of examination of records of the Company, term loans, if any, obtained during the year have been applied for the purpose for which they were obtained.
- d) According to information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short term basis have been used for long term purpose by the Company.
- e) According to information and explanations given to us and on the basis of examination of records of the Company, we report the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary.
- f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiary (as defined under the Act). The Company does not hold any investment in any associates or joint venture (as defined under the Act) during the year ended 31st March, 2026.
- x. In respect of clause 3(x) of the Order -
 - a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Hence reporting under clause 3(x)(a) of the Order is not applicable to the Company.
 - b) According to the information and explanations given to us and procedures performed by us, we report that the Company has not made any preferential allotment of shares or private placement of shares or convertible debentures (fully or partly or optionally) during the year. Hence reporting under clause 3 (x) (b) of the Order is not applicable to the Company.
- xi. In respect of Clause 3(xi) of the Order-
 - a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or no material fraud on the Company has been noticed or reported during the course of the audit.
 - b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by us or by secretarial auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
 - c) We have not received any whistle blower complaints during the year (and up to the date of this report), while determining the nature, timing and extent of our audit procedures.
- xii. According to the information and explanation given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable. Hence the requirement to report on Clause 3(xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, 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 Standalone financial statements as required by the applicable accounting standards.
- xiv. In respect of clause 3(xiv) of the Order -

- (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- xv. In our opinion and according to the information and explanations given to us, 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. In respect of clause 3(xvi) of the Order -
 - (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
 - (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities requiring a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi) (b) of the Order is not applicable.
 - (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
 - (d) According to the information and explanations provided to us, the Group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC and accordingly, clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses in the financial year covered by our audit and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- xix. According to the information and explanations given to us and on the basis of the financial ratios (refer note 31), ageing and expected dates of realization of financial assets and payment of financial liabilities, 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 that the 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. In respect of clause 3(xx) of the Order –

- (a) According to the information and explanations given to us, In respect of other than ongoing projects, there is no unspent amount under sub-Section (5) of Section 135 of the Act which is required to be transferred to a fund specified in Schedule VII of the Act. Hence reporting under clause 3(xx)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us, pursuant to any ongoing project, there is no unspent amount under sub-Section (6) of Section 135 of the Act required to be transferred to a specified account. Hence reporting under clause 3 (xx) of the Order is not applicable to the Company.

xxi. The reporting under clause 3(xxi) is not applicable in respect of audit of Standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report. Refer to our independent audit report on consolidated financial statements.

For **Bhuta Shah & CO LLP**

Chartered Accountants

Firm Reg. No.: 101474W/W100100

Atul Gala

Partner

Membership Number: 048650

UDIN: 26048650EQQMAB6705

Place: Mumbai

Date: 14th May, 2026

Annexure B to the Independent Auditors' Report on the Standalone financial statements of Vidhi Specialty Food Ingredients Ltd for the year ended 31st March, 2026

Report on the internal financial controls with reference to the aforesaid Standalone financial statements under Clause (i) of Sub-Section 3 of Section 143 of the Act.

(Referred to in paragraph 2(a)(f) under 'Report on Other Legal and Regulatory Requirements' Section of our report of even date)

MANAGEMENT'S RESPONSIBILITIES FOR INTERNAL FINANCIAL CONTROLS

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. 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.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company 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 Institute of Chartered Accountants of India ("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. 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 Standalone financial statements were established and maintained and whether 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 Standalone 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 Standalone financial statements.

Meaning of Internal Financial Controls with reference to Standalone Financial Statements

A Company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable 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 Standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Standalone financial statements.

Inherent Limitations of Internal Financial Controls with reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, 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 controls 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

We have audited the internal financial controls with reference to Standalone financial statements of Vidhi Specialty Food Ingredients Ltd ("the Company") as of 31st March, 2026 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31st March, 2026, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit issued by the Institute of Chartered Accountants of India (the "Guidance Note").

For **Bhuta Shah & CO LLP**

Chartered Accountants

Firm Reg. No.: 101474W/W100100

Atul Gala

Partner

Membership Number: 048650

UDIN: 26048650EQQMAB6705

Place: Mumbai

Date: 14th May, 2026

Standalone Balance Sheet as at March 31, 2026

(₹ in lakhs)

	Notes	As at March 31, 2026	As at March 31, 2025
Assets			
1 Non-current assets			
(a) Property, plant and equipment	3	13,179.07	12,448.25
(b) Right of use assets	4	99.44	135.13
(c) Capital work in progress	5	-	4.51
(d) Financial assets			
(i) Investments	6	1,320.15	1,320.15
(ii) Loans & advances	7	29.61	16.45
(iii) Other financial assets	8	373.97	199.20
(e) Other non-current assets	9	113.96	347.79
Total non-current assets		15,116.20	14,471.48
2 Current assets			
(a) Inventories	10	8,081.99	7,492.60
(b) Financial assets			
(i) Trade receivables	11	14,296.03	12,855.74
(ii) Cash and cash equivalents	12	1,152.00	1,983.95
(iii) Other bank balances	13	843.61	760.30
(iv) Loans & advances	14	108.66	125.54
(v) Other financial assets	15	107.20	175.81
(c) Current tax assets (net)		-	-
(d) Other current assets	16	2,270.65	1,835.88
Total current assets		26,860.14	25,229.82
Total assets		41,976.34	39,701.30
EQUITY AND LIABILITIES			
I Equity			
Equity share capital	17	500.20	500.20
Other equity	18	32,403.71	29,710.43
Total equity attributable to owners of the Company		32,903.91	30,210.63
Total equity		32,903.91	30,210.63
Liabilities			
II Non-current liabilities			
Financial liabilities			
(i) Lease liabilities	19	77.37	114.59
Provisions	20	132.48	77.68
Deferred tax liabilities (net)	21	735.68	652.15
Total non-current liabilities		945.53	844.42
III Current liabilities			
Financial liabilities			
(i) Borrowings	22	5,645.89	6,409.88
(ii) Lease liabilities	23	37.21	33.19
(ii) Trade payables	24		
(a) total outstanding dues of micro enterprises and small enterprises		386.50	40.63
(b) total outstanding dues of creditors other than micro and small enterprises		1,697.78	1,860.58
(iii) Other financial liabilities	25	286.07	171.17
Other current liabilities	26	41.23	85.71
Current tax liabilities	27	32.22	45.09
Total current liabilities		8,126.90	8,646.25
Total Liabilities		9,072.43	9,490.67
Total Equity and Liabilities		41,976.34	39,701.30

Material accounting policies

1-2

The notes referred to above form an integral part of the financial statements 3-51

As per our report of even date attached

For Bhuta Shah & Co LLP

Chartered Accountants

Firm Registration No: 101474W / W100100

For and on behalf of the Board of Directors of
Vidhi Specialty Food Ingredients Limited**Atul Gala**

Partner

Membership No. 048650

Bipin M Manek

Chairman & Managing Director

DIN No. 00416441

Mitesh D Manek

Chief Financial Officer

Place : Mumbai

Date : 14/05/2026

Mihir B Manek

Joint Managing Director

DIN No. 00650613

Anupam Vyas

Company Secretary

Place : Mumbai

Date : 14/05/2026

Standalone Statement of Profit and Loss for the year ended March 31, 2026

(₹ in lakhs)

	Notes	For the year ended March 31, 2026	For the year ended March 31, 2025
I Income			
Revenue from operations	28	38,002.62	38,230.30
Other income	29	180.48	159.04
Total income		38,183.10	38,389.34
II Expenses			
Cost of raw materials and components consumed	30	18,662.26	21,491.13
Purchases of stock in trade	31	3,716.57	3,223.72
Change in inventories of finished goods, stock in trade and work-in-progress	32	(748.08)	(947.18)
Employee benefits expense	33	1,614.02	1,275.98
Finance costs	34	476.53	247.96
Depreciation and amortisation expense	35	908.99	744.85
Other expenses	36	6,954.93	6,336.71
Total expenses		31,585.22	32,373.17
III Profit before exceptional items and tax		6,597.88	6,016.17
Exceptional items		-	-
IV Profit before tax		6,597.88	6,016.17
V Income tax expense			
Current tax		1,595.00	1,415.00
Short / Excess Provision of Tax		12.71	(43.93)
Deferred tax charge/(credit)		74.92	287.87
Total tax expense		1,682.63	1,658.94
VI Net profit for the year after taxes		4,915.25	4,357.23
Share of profit of associates and joint ventures (net)		-	-
VII Profit for the year		4,915.25	4,357.23
VIII Other comprehensive income			
(a) Items that will not be reclassified to profit or loss in subsequent periods			
(i) Remeasurements gains/(losses) on defined benefit plans		34.16	(7.36)
(ii) Income tax effect on above		(8.60)	1.85
Other comprehensive income for the year, net of tax		25.56	(5.51)
IX Total comprehensive income for the year, net of tax		4,940.81	4,351.72
X Earnings per equity share [nominal value of share ₹ 1 (Previous year ₹ 1)]	49		
Basic earning per share(₹)		9.84	8.71
Diluted earning per share(₹)		9.84	8.71

Material accounting policies**1-2****The notes referred to above form an integral part of the financial statements 3-51**

As per our report of even date attached

For Bhuta Shah & Co LLP

Chartered Accountants

Firm Registration No: 101474W / W100100

Atul Gala

Partner

Membership No. 048650

For and on behalf of the Board of Directors of

Vidhi Specialty Food Ingredients Limited**Bipin M Manek**

Chairman & Managing Director

DIN No. 00416441

Mitesh D Manek

Chief Financial Officer

Mihir B Manek

Joint Managing Director

DIN No. 00650613

Anupam Vyas

Company Secretary

Place : Mumbai

Date : 14/05/2026

Place : Mumbai

Date : 14/05/2026

Place : Mumbai

Date : 14/05/2026

Standalone Cashflow statement for the Financial Year ended March 31, 2026

(₹ in lakhs)

	Notes	For the year ended March 31, 2026	For the year ended March 31, 2025
A Cash flows from operating activities :			
Profit before tax		6,597.88	6,016.17
Adjustments to reconcile profit before tax to net cash flows			
Depreciation and amortisation expense		908.99	744.85
Interest income on bank deposits and others		(137.00)	(101.73)
Finance costs		465.10	238.51
Interest on Lease Liability		11.43	9.45
Provision for impairment of trade receivable and other assets provided for / (written back)		177.91	220.98
Expected Credit loss		(35.57)	66.67
Re-measurement gains / (losses) on defined benefit plans net of tax		25.56	-
Capital work in progress write off		4.51	-
Operating Profit before working capital changes		8,018.82	7,194.90
Movement in working capital			
(Increase)/ Decrease in inventories		(589.39)	(1,860.04)
(Increase)/ Decrease in trade receivables		(1,582.64)	(4,309.68)
(Increase)/ Decrease in loans and advances		3.72	(8.34)
(Increase)/ Decrease in other financial assets		(106.16)	46.37
(Increase)/ Decrease in Other non-current assets		233.83	(310.74)
(Increase)/Decrease in Other current assets		(434.78)	(91.67)
Increase/ (Decrease) in trade payables		183.07	355.73
Increase/ (Decrease) in other financial liabilities		114.89	(63.89)
Increase/ (Decrease) in other liabilities		(44.48)	(83.74)
Increase/ (Decrease) in provisions		54.80	6.31
Cash generated from operations		5,851.68	875.21
Income tax paid (net of refund)		(1,611.97)	(1,331.10)
Net Cash flows from operating activities (A)		4,239.72	(455.89)
B Cash flows from investing activities			
Purchase of property, plant and equipment and intangible assets		(1,604.13)	(742.12)
Investment in Fixed Deposits		(83.31)	(47.64)
Interest received on bank deposits		137.00	101.73
Net cash used in investing activities (B)		(1,550.44)	(688.03)
C Cash flows from financing activities			
Proceeds/ (Repayment) of Long Term Borrowings (net)		-	(35.02)
Proceeds from/ (repayment of) short term borrowings (net)		(763.99)	4,466.83
Payment of Lease Liability		(44.63)	(25.70)
Interest paid on borrowings		(465.10)	(238.51)
Payment of dividend		(2,247.53)	(2,249.92)
Net cash used in financing activities (C)		(3,521.24)	1,917.68
Net Increase/ (decrease) in cash and cash equivalents(A+B+C)		(831.96)	773.77
Cash and cash equivalents as at beginning		1,983.96	1,210.20
Effects of exchange rate changes on cash and cash equivalents			
Cash and cash equivalents as at closing		1,152.00	1,983.96

Note :

- The above Cash flow statement has been prepared under the "Indirect Method" as set out in Ind As 7 Specified under section 133 of the companies Act, 2013.

2 Components of cash and cash equivalents

₹ In lakhs

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Components of cash and cash equivalents		
Cash and cash equivalents		
Balances with banks		
In current / cash credit accounts	368.71	353.99
Deposits with a original maturity of less than three months	769.66	1,615.29
Cash on hand	13.62	14.68
Cash and cash equivalents at the end of the year	1,152.00	1,983.96

Material accounting policies**1-2****The notes referred to above form an integral part of the financial statements****3-51**

As per our report of even date attached

For Bhuta Shah & Co LLP

Chartered Accountants

Firm Registration No: 101474W / W100100

For and on behalf of the Board of Directors of

Vidhi Specialty Food Ingredients Limited**Atul Gala**

Partner

Membership No. 048650

Bipin M Manek

Chairman & Managing Director

DIN No. 00416441

Mihir B Manek

Joint Managing Director

DIN No. 00650613

Mitesh D Manek

Chief Financial Officer

Anupam Vyas

Company Secretary

Place : Mumbai

Date : 14/05/2026

Place : Mumbai

Date : 14/05/2026

Place : Mumbai

Date : 14/05/2026

Standalone Statement of changes in equity for the year ended March 31, 2026**a) Equity share capital**

Particulars	Amount
Balance as at April 01, 2024	500.20
Issue of equity shares ₹1/- each	
Balance as at March 31, 2025	500.20
Issue of equity shares ₹1/- each	
Balance as at March 31, 2026	500.20

(b) Other equity

₹ In lakhs

Particulars	General reserves	Retained earnings	Total other equity
As at April 01, 2024	2,446.92	25,159.31	27,606.23
Profit for the year	-	4,357.23	4,357.23
Other comprehensive income for the year			
Re-measurement gains / (losses) on defined benefit plans net of tax	-	(5.51)	(5.51)
Total Comprehensive income for the year	-	4,351.72	4,351.72
Transactions with owners in their capacity as owners:			
Dividend paid during the year	-	(2,247.53)	(2,247.53)
Transfer to General Reserve	-	-	-
As at March 31, 2025	2,446.92	27,263.51	29,710.43
Profit for the year	-	4,915.25	4,915.25
Other comprehensive income for the year			
Re-measurement gains / (losses) on defined benefit plans net of tax	-	25.56	25.56
Total Comprehensive income for the year	-	4,940.81	4,940.81
Transactions with owners in their capacity as owners:			
Dividend paid during the year	-	(2,247.53)	(2,247.53)
As at March 31, 2026	2,446.92	29,956.79	32,403.71

Material accounting policies

1-2

The notes referred to above form an integral part of the financial statements 3-51

As per our report of even date attached

For Bhuta Shah & Co LLP

Chartered Accountants

Firm Registration No: 101474W / W100100

For and on behalf of the Board of Directors of

Vidhi Specialty Food Ingredients Limited**Atul Gala**

Partner

Membership No. 048650

Bipin M Manek

Chairman & Managing Director

DIN No. 00416441

Mihir B Manek

Joint Managing Director

DIN No. 00650613

Mitesh D Manek

Chief Financial Officer

Anupam Vyas

Company Secretary

Place : Mumbai

Date : 14/05/2026

Place : Mumbai

Date : 14/05/2026

Place : Mumbai

Date : 14/05/2026

Notes to Financial Statements for the year ended March 31, 2026

(1) Corporate Information:

The Company was incorporated on 19th January, 1994 and is engaged in the business of manufacturing and trading in synthetic food colors and trading in chemicals. The company was formerly known as "Vidhi Dyestuffs Manufacturing Limited" and w.e.f. 25th August, 2016, it is changed to "Vidhi Specialty Food Ingredients Limited".

The equity shares of the company are listed on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) in India.

Authorization of financial statements

The standalone financials statements were authorised for issue in accordance with a resolution of the Board of Directors passed on 14th May 2026

(2) Material Accounting Policies:

(i) Basis of preparation

The Financial Statements comply with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standard) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rule, 2014 (IGAAP), which was the previous GAAP.

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

(ii) Use of Estimates

Preparation of financial statements in conformity with Ind AS requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of the financial statements. Management believes that the estimates made in the preparation of the financial statements are prudent and reasonable. Actual results could differ from those estimates. Any revision of accounting estimates is recognized prospectively in current and future periods.

(iii) Current / Non-Current classification

The normal operating cycle of the Company is 12 months. Assets and Liabilities which are expected to be realizable / payable within 12 months are to be classified as current and rest are classified as non-current.

(iv) Revenue Recognition

Revenue from sale of products is recognized on transfer of all significant risk and rewards of ownership to the customers, which is generally on dispatch of goods and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods. Sales are stated exclusive of GST and net of trade discount and quantity discount.

Dividend Income is recognized when the right to receive the dividend is established.

Interest Income is recognized on time proportion basis.

Export incentives / benefits are accounted for on accrual basis on value of exports affected during the year under consideration.

(v) Income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Notes to Financial Statements for the year ended March 31, 2026

Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amount for financial reporting purposes at their reporting date.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

(vi) Property, plant and equipment

- (a) Freehold land is carried at historical cost. All other property, plant and equipment are shown at cost (net of adjustable taxes) less accumulated depreciation and accumulated impairment losses. The cost of an asset comprises of its purchase price, non refundable / adjustable purchase taxes and any cost directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by the management, the initial estimate of any decommissioning obligation, if any and for assets that necessarily take a substantial period of time to get ready for their intended use, including finance costs. The purchase price is the aggregate amount paid and the fair value of any other consideration given to acquire the asset. The cost also includes trial run cost and other operating expenses such as freight, installation charges etc. The projects under construction are carried at costs comprising of costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and attributable borrowing costs..
- (b) Stores and spares which meet the definition of property, plant and equipment and satisfy the recognition criteria of Ind AS 16 are capitalized as property, plant and equipment.
- (c) When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives.
- (d) An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset or significant part) is included in the Statement of Profit and Loss when the asset is derecognized.
- (e) In line with the provisions of Schedule II to the Companies Act, 2013, the Company depreciates significant components of the main asset (which have different useful lives as compared to the main asset) based on the individual useful life of those components. Useful life for such components of property, plant and equipment has been assessed based on the historical experience and internal technical inputs.
- (f) Depreciation on property, plant and equipment is provided as per straight line method based on useful life prescribed under Schedule II to the Companies Act, 2013. The Company has assessed the estimated useful lives of its property, plant and equipment and has adopted the useful lives and residual value as prescribed in Schedule II.

The property, plant and equipment acquired under finance lease are depreciated over the period of lease. Depreciation on stores and spares specific to an item or property, plant and equipment is based on life of the related property, plant and equipment. In other cases, the stores and spares are depreciated over their estimated useful life based on the technical assessment.

- (g) The residual values and useful lives of property, plant and equipment are reviewed at each financial year end, and changes, if any, are accounted prospectively.

Notes to Financial Statements for the year ended March 31, 2026

- (h) Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date. These are stated at cost to date relating to items or project in progress, incurred during construction / preoperative period. Advances given towards acquisition or construction of PPE outstanding at each reporting date are disclosed as Capital Advances under “Non-current Assets”.

(vii) Intangible assets

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost of the asset can be measured reliably.

Intangible assets comprising of “Computer Software” are recorded at acquisition cost and are amortized over the estimated useful life on straight line basis. Estimated useful life of software is assessed to be 10 years.

(viii) Inventories

Inventories comprise all cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing the inventories to their present location and condition.

The Inventories [Raw Materials, Traded Goods, Packaging Material, Stock in transit (RM) and Stock with Third Parties (RM)] are valued at lower of cost and net realizable value on First-In-First-Out basis (FIFO).

The Work-in-process and finished goods valued at the batch cost which comprises of cost of raw material, manufacturing expenses, labour charges and other direct expenses.

Stores and Spares are charged to the statement of profit and loss in the year of purchase.

(ix) Foreign currency Transactions

(a) Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction..

(b) Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

(c) Exchange Differences

Exchange differences arising on the settlement of monetary items or on reporting such monetary items of Company at rates different from those at which they were initially recorded during the year, or reported in financial statements, are recognized as income or as expenses in the year in which they arise.

(d) Forward Contracts

The premium or discount arising at the inception of forward exchange contracts is booked as expense or income immediately. Exchange differences on such contracts are recognized in the Statement of Profit and Loss in the year in which the exchange rates changes. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognized as income or as expense for the year.

Notes to Financial Statements for the year ended March 31, 2026

(x) Employee benefits

All employee benefits payable wholly within 12 months of rendering services are classified as short term employee benefits. Benefits such as salaries, wages, short-term compensated absences, performance incentives etc., and the expected cost of bonus, ex-gratia are recognised during the period in which the employee renders related service.

Retirement benefits in the form of Provident Fund and Employee State Insurance is a defined contribution scheme and the contributions are charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective funds.

Defined Contribution plan:

The Company contributes to a gratuity fund which has taken a group policy with Life Insurance Corporation of India for future payments of gratuity to retiring employees. The premium has been so adjusted as to cover the liability under the scheme in respect of all employees at the end of their future anticipated services with the company.

(xi) Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if it conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as Lessee

The Company's lease asset classes primarily consist of leases for land and buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

Notes to Financial Statements for the year ended March 31, 2026

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

(xii) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

(xiii) 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.

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.

Contingent liability is disclosed in the case of:

Present obligation arising from past event, when it is not probable that an outflow of resources will be required to settle the obligation.

A present obligation arising from past event, when no reliable estimate is possible.

A possible obligation arising from past events, unless the probability of outflow of resources is remote. Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

(xiv) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

(xv) Financial instruments

(a) Financial assets:

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in case of financial asset not recorded at fair value through profit or loss, transaction cost that are attributable to the acquisition of the financial asset.

Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial asset measured at amortised cost.

Notes to Financial Statements for the year ended March 31, 2026

Subsequent measurement

For purposes of subsequent measurement financial assets are classified into two broad categories:

Financial asset at fair value

Financial asset at amortised cost

Where assets are measured at fair value, gains and losses are either recognised entirely in the statement of profit or loss (i.e. fair value through profit or loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income)

A financial asset that meet the following two conditions is measured at amortised cost (net of any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option.

Business model test: the objective of the Company's model is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realise its fair value changes)

Cash flow characteristics test: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

A financial asset that meet the following two conditions is measured at fair value through other comprehensive income unless the asset is designated at fair value through profit or loss under the fair value option.

Business model test: the financial asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling the financial assets

Cash flow characteristics test: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

Debt Instruments included within the fair value through profit or loss (FVTPL) category are measured at fair value with all changes recognized in the statement of profit or loss.

Equity Instruments: All equity instruments within scope of Ind AS 109 are measured at fair value. Equity instruments which are classified as held for trading are measured at FVTPL. For all other equity instruments, the company decides to measure the same either at fair value through other comprehensive income (FVTOCI) or FVTPL. The Company makes such selection on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

For equity instruments measured at FVTOCI, all fair value changes on the instrument, excluding dividends, are recognised in Other Comprehensive Income (OCI). There is no recycling of the amounts from OCI to Statement of profit or loss, even on sale of such instruments.

The Investments are measured at Fair Market Value. The diminution in the market value of investments is not considered unless such diminution is considered permanent and accordingly provision for diminution is made in books of accounts.

All other financial asset is measured at fair value through profit or loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when:

The rights to receive cash flows from the asset have expired, or

Notes to Financial Statements for the year ended March 31, 2026

The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either

- a) The Company has transferred substantially all the risks and rewards of the asset, or
- b) The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a passthrough arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets:

In accordance with Ind-AS 109, the company applies Expected Credit Losses (ECL) model for measurement and recognition of impairment loss on trade receivables and other advances. The company follows "Simplified Approach" for recognition of impairment loss on these financial assets. The application of simplified approach does not require the company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

(b) Financial liabilities:

Initial recognition and measurement:

Financial Liabilities are classified at initial recognition as:

- (i) Financial liabilities at fair value through profit or loss,
- (ii) Loans and borrowings, payables, net of directly attributable transaction costs or
- (iii) Derivatives designed as hedging instruments in an effective hedge, as appropriate.

The company's financial liabilities include trade and other payables, loans and borrowings including derivative financial instruments.

Subsequent measurement:

The measurement of financial liabilities depends on their classification, as described below:

Borrowings:

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs.

Notes to Financial Statements for the year ended March 31, 2026

Borrowings are removed from the Balance Sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished and the consideration paid is recognised in the Statement of Profit and Loss as other gains / (losses).

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender has agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

Trade and other payables:

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial period which are unpaid. The amounts are unsecured and are usually paid within twelve months of recognition. Trade and other payables are presented as current liabilities unless payment is not due within twelve months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

Derivative financial instruments:

The Company uses derivative financial instruments, such as foreign exchange forward contracts to hedge its foreign currency risks. Whenever need arises, such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value at the end of each reporting period. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Loans and borrowings – subsequent measurement

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the Effective Interest Rate (EIR) amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the Effective Interest Rate (EIR). The Effective Interest Rate (EIR) amortisation is included as finance costs in the statement of profit and loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

(xvi) Investment Property

Investment properties are properties held to earn rentals and / or for capital appreciation (including property under construction for such purpose). Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with the requirements of Ind AS 16 for cost model.

Notes to Financial Statements for the year ended March 31, 2026

An investment property is derecognized upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property is included in the Statement of Profit and Loss in the period in which the property is derecognized.

(xvii) Borrowing Costs

Borrowing costs are charged to Statement of Profit and Loss except to the extent attributable to acquisition / construction of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale.

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

(xviii) Impairment of Non-financial Assets

At each balance sheet date, an assessment is made of whether there is any indication of impairment.

If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated.

Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2026, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

Notes to Financial Statements for the year ended March 31, 2026

3. Property, Plant and Equipment

Particulars	Leasehold Land	Freehold land	Factory Building	Administrative Building	Plant and Machinery	Furniture and Fixtures	Vehicles	Office equipment	Computers	Electrical Installation	Solar Power Project	Total	Capital work in progress	Grand total
Gross carrying amount														
As at April 01, 2024	3.75	382.24	6,650.49	337.73	5,685.38	45.65	341.68	7.46	0.14	537.01	924.60	14,916.13	4.51	14,920.64
Addition/ Deletion due to other reason (business acquisition/disposal etc)	-	-	2.34	1.76	621.35	-	109.02	-	-	7.65	-	742.12	-	742.12
As at March 31, 2025	3.75	382.24	6,652.83	339.49	6,306.73	45.65	450.70	7.46	0.14	544.66	924.60	15,658.25	4.51	15,662.76
Addition/ Deletion due to other reason (business acquisition/disposal etc)	-	616.66	145.25	542.01	277.60	-	22.60	-	-	-	-	1,604.13	(4.51)	1,599.62
As at March 31, 2026	3.75	998.90	6,798.08	881.50	6,584.33	45.65	473.30	7.46	0.14	544.66	924.60	17,262.38	-	17,262.38
Accumulated depreciation														
As at April 01, 2024	-	10.66	464.60	89.77	1,502.43	4.14	178.09	7.46	0.14	147.17	85.83	2,490.26	-	2,490.26
Depreciation charge for the year		2.10	241.79	13.89	339.03	4.52	38.77	-	-	45.06	34.58	719.74	-	719.74
As at March 31, 2025	-	12.76	706.39	103.66	1,841.46	8.66	216.86	7.46	0.14	192.23	120.41	3,210.00	-	3,210.00
Depreciation charge for the year		25.64	268.33	21.66	427.02	4.52	42.49	-	-	49.06	34.58	873.31	-	873.31
As at March 31, 2026	-	38.40	974.72	125.32	2,268.48	13.18	259.35	7.46	0.14	241.29	154.99	4,083.31	-	4,083.31
Net Carrying amounts														
As at March 31, 2025	3.75	369.48	5,946.44	235.83	4,465.27	36.99	233.84	-	-	352.43	804.19	12,448.25	4.51	12,452.76
As at March 31, 2026	3.75	960.51	5,823.36	756.17	4,315.85	32.48	213.95	-	-	303.39	769.59	13,179.07	-	13,179.07

Notes :

- (a) Plant and machinery are hypothecated/charged as primary and collateral security against working capital borrowings availed from banks
- (b) Leasehold land represents land obtained on long term lease from various Government authorities having lease ranging terms between 30 years to 95 years

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

4 Right of use assets and leases liabilities

- (i) Right of use assets: The Company lease asset primarily consist of :
- (a) Leasehold building represents property taken on lease having lease terms between 36 to 60 months
- (ii) The following is carrying value of right of use assets and movement thereof:

Particulars	Building	Total
As at April 01, 2024	79.75	79.75
Additions during the year	105.71	105.71
Disposal during the year	-	-
Foreign currency translation impact	-	-
As at March 31, 2025	185.46	185.46
As at April 01, 2025	-	-
Additions during the year	-	-
Disposal/adjustment during the year	-	-
Foreign currency translation impact	-	-
As at March 31, 2026	185.46	185.46
Accumulated depreciation		
As at April 01, 2024	25.22	25.22
Depreciation for the year	25.11	25.11
Deductions/ Adjustments (net)	-	-
As at March 31, 2025	50.33	50.33
As at April 01, 2025	-	-
Depreciation for the year	35.68	35.68
Foreign currency translation impact	-	-
As at March 31, 2026	86.01	86.01
Carrying amounts (net)		
As at March 31, 2025	135.13	135.13
As at March 31, 2026	99.44	99.44

- (iii) The movement in lease liabilities is as follows:

Particulars	As at March 31, 2026	As at March 31, 2025
Balance at the beginning	147.78	58.32
Addition during the year	-	105.71
Finance cost accrued during the year	11.43	9.45
Payment of lease liabilities	(44.63)	(25.70)
Balance at the end	114.58	147.78

Particulars	As at March 31, 2026	As at March 31, 2025
Current maturities of lease liabilities	37.21	33.19
Non-current lease liabilities	77.37	114.58
	114.58	147.78

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

(iv) Amount recognised in the statement of Profit and loss during the year:

Particulars	As at March 31, 2026	As at March 31, 2025
Depreciation charge of right of use assets	35.68	25.11
Finance cost incurred during the year	11.43	9.45
Total	47.11	34.56

(v) Maturity analysis of undiscounted lease liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Payable within one year	45.54	44.63
Payable between one to five years	84.91	130.45
Total	130.45	175.07

(vi) The Company does not face significant liquidity risk with regard to its lease liabilities as the current financial position is sufficient to meet the obligation related to lease liabilities as and when they fall due.

(vii) Non-cash investing activities during the year

Particulars	As at March 31, 2026	As at March 31, 2025
Acquisition of right of use assets	-	105.71

5 Capital Work in Progress

(a) Ageing of capital work-in-progress is as below:

Particulars	As at March 31, 2026	As at March 31, 2025
Projects in progress		
Less than 1 Year	-	-
1 - 2 years	-	-
2 - 3 years	-	-
More than 3 years	-	4.51
Projects temporarily suspended		
Less than 1 Year	-	-
1 - 2 years	-	-
2 - 3 years	-	-
More than 3 years	-	-
TOTAL	-	4.51

(b) There is no capital work in progress whose completion is overdue or has exceeded its cost, compared to its original plan at the end of current year and previous year.

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

6 Inventories

(i) Investment in Subsidiary

Particulars	As at March 31, 2026	As at March 31, 2025
Unquoted equity investments Arjun Food Colorants Mfg Pvt Ltd.		
{82,750 equity shares (March 31, 2025 - 82,750 equity shares) of Face Value ₹10/- each, fully paid up}	1,320.15	1,320.15
Total	1,320.15	1,320.15
Aggregate value of unquoted equity investments valued at cost	1,320.15	1,320.15
Total	1,320.15	1,320.15

(ii) Investments in others

Particulars	As at March 31, 2026	As at March 31, 2025
Quoted investments measured at fair value through profit and loss:		
Ontrack System Limited	0.15	0.15
{10,057 Equity Shares (March 31, 2025: 10,057) of Face Value ₹ 10/- each, fully paid up}	0.15	0.15
Aggregate market value of quoted investments measured at fair value through profit and loss	0.15	0.15
Aggregate amount of impairment in value of investments	(0.15)	(0.15)
Aggregate amount of Quoted Investments - Net	-	-

7 Non Current - Loans & advances

Particulars	As at March 31, 2026	As at March 31, 2025
Loan to subsidiary	29.61	16.45
Total	29.61	16.45

8 Non Current - Other financial assets (Unsecured, considered good unless otherwise stated)

Particulars	As at March 31, 2026	As at March 31, 2025
Security deposits	206.97	199.20
Fixed Deposits (Original maturity of more than twelve months)	167.00	-
Total	373.97	199.20

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

9 Other non-current assets

Particulars	As at March 31, 2026	As at March 31, 2025
Other assets		
(Unsecured considered good, unless otherwise stated)		
Capital advances	105.01	332.18
Prepaid expenses	8.94	15.61
Total	113.96	347.79

10 Inventories

Particulars	As at March 31, 2026	As at March 31, 2025
(Valued at lower of cost and net realisable value unless otherwise stated)		
Raw material and components	2,420.08	2578.76
Work-in-progress	1,767.86	1883.41
Finished goods	3,032.09	2260.47
Traded goods	861.97	769.96
Total	8,081.99	7,492.60

Notes:

- (a) Inventory hypothecated as security for borrowing by the Company refer note no 22.1
- (b) During the year ended March 31, 2026, the value of raw materials in transit included in above amounted to ₹ 255.94 Lakhs (March 31, 2025: ₹ 245.60 Lakhs).

11 Trade receivables

Particulars	As at March 31, 2026	As at March 31, 2025
Trade receivables (valued at amortised cost) (Unsecured)		
Trade receivables from contract with customers - considered goods - billed	14,258.93	12,681.42
Trade receivables from contract with customers - considered goods - unbilled	-	-
Trade receivables from contract with customers - considered good – related parties	37.10	174.32
Trade receivables from contract with customers - credit impaired	129.01	164.58
	14,425.04	13,020.32
Less: Impairment allowance for trade receivable - credit impaired	(129.01)	(164.58)
Total	14,296.03	12,855.74

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

(a) Trade receivables Ageing Schedule

Undisputed Trade receivables - considered good	As at March 31, 2026	As at March 31, 2025
Unbilled Revenue	-	-
Less than 6 Months	13,402.52	12,561.15
6 months - 1 year	884.71	220.21
1 - 2 years	7.67	18.80
2 - 3 years	1.13	3.55
More than 3 years	-	52.04
Total	14,296.03	12,855.74

Undisputed Trade Receivables - considered doubtful	As at March 31, 2026	As at March 31, 2025
Unbilled Revenue	-	-
Less than 6 Months	-	-
6 months - 1 year	65.78	8.27
1 - 2 years	16.20	36.75
2 - 3 years	1.13	8.40
More than 3 years	45.90	111.16
Total	129.01	164.58

- (b) The movement in allowance for expected credit loss on credit impairment trade receivables is as follows:

Particulars	As at March 31, 2026	As at March 31, 2025
Balance as at beginning of the year	164.58	97.91
Addition/(Reversal) during the year	(35.57)	66.67
Utilisation of provision during the year	-	-
Balance as at the end of the year	129.01	164.58

- (c) Trade receivables includes ₹ 37.10 Lakhs (March 31, 2025: ₹ 1,74.32 Lakhs) due from Private company/proprietorship firms in which director / relative of director of the company is director/proprietor respectively. Apart from this there is no other trade or other receivable are due from directors or other officers of the parent company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director of parent company is a partner, a director or a member **refer note 40.**

12 Cash & Cash equivalents

Particulars	As at March 31, 2026	As at March 31, 2025
Cash and cash equivalents (valued at amortised cost)		
Balances with banks		
In current / cash credit accounts	368.71	353.99
Deposits with a original maturity of less than three months {refer note (b)}	769.66	1,615.29
Cash on hand	13.62	14.67
Total	1,152.00	1,983.95

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Notes:

- (a) There are no restrictions with regard to cash and cash equivalents as at the end of the reporting year and prior year.
- (b) Short-term deposits are made of varying periods upto 90 days depending on the immediate cash requirements and earn interest at the respective short-term deposit rates.

13 Other Bank balances

Particulars	As at March 31, 2026	As at March 31, 2025
Unpaid dividend accounts	29.07	25.47
Deposits with original maturity of more than three months but less than twelve months {refer note (a)}	814.53	734.83
Total	843.61	760.30

Notes:

- (a) The deposits maintained with banks comprise of the time deposits, which may be withdrawn at any point of time without prior notice and are made of varying periods between 3 months to 12 months depending on the immediate cash requirements and earn interest at the respective short-term deposit rates.

14 Current - Loans and advances

Particulars	As at March 31, 2026	As at March 31, 2025
Loan to employees	108.66	125.54
Total	108.66	125.54

15 Current - Other financial assets

Particulars	As at March 31, 2026	As at March 31, 2025
Financial assets measured at amortised cost		
Incentive receivable	91.45	148.22
Other Receivable	15.75	27.58
Total	107.20	175.81

16 Other current assets

Particulars	As at March 31, 2026	As at March 31, 2025
Advances recoverable in cash or kind	1,192.06	599.21
Prepaid expenses	96.29	391.62
Balances with government authorities	982.30	845.05
Total	2,270.65	1,835.88

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

17 Share Capital

(i) Authorised Equity Share Capital

Particulars	As at March 31, 2026		As at March 31, 2025	
	Number	Amount	Number	Amount
Equity share capital				
Equity shares of ₹1/- each with voting rights	6,00,00,000	600.00	6,00,00,000	600.00
Total	6,00,00,000	600.00	6,00,00,000	600.00

(ii) Issued, subscribed and paid up

Particulars		As at March 31, 2026		As at March 31, 2025	
		Number	Amount	Number	Amount
a. Issued					
Equity share capital					
Equity shares of ₹1/- each with voting rights	5,00,34,000	500.34	5,00,34,000	500.34	
	5,00,34,000	500.34	5,00,34,000	500.34	
b. Subscribed and fully paid up					
Equity share capital					
Equity shares of ₹1/- each with voting rights	4,99,45,000	499.45	4,99,45,000	499.45	
	4,99,45,000	499.45	4,99,45,000	499.45	
c. Subscribed and not fully paid up					
Equity share capital					
Equity shares of ₹1/- each with voting rights	89,000	0.89	89,000	0.89	
	89,000	0.89	89,000	0.89	
d. Breakup of Equity share capital					
Subscribed and fully paid up - Equity shares of ₹1/- each with voting rights	4,99,45,000	499.45	4,99,45,000	499.45	
Subscribed , not fully paid up and Shares forfeited (Out of "b" above) - Equity shares of ₹1/- each with voting rights	75,000.00	0.75	75,000.00	0.75	
	5,00,20,000	500.20	5,00,20,000	500.20	

(iii) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	As at March 31, 2026		As at March 31, 2025	
	Number	Amount	Number	Amount
Equity shares of ₹1/- each with voting rights				
Balance at the beginning of the year	5,00,20,000	500.20	5,00,20,000	500.20
Add: Issued during the year*	-	-	-	-
Add: Issue of equity shares on settlement of consideration payable	-	-	-	-
Add: Issue of equity shares under preferential allotment to qualified institutional buyers	-	-	-	-
Balance at the end of the year	50,020,000	500.20	50,020,000	500.20

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

(iv) Details of shareholders holding more than 5% shares in the Company:

Name of shareholders	As at March 31, 2026		As at March 31, 2025	
	No. of shares	% Holding	No. of shares	% Holding
Equity shares of ₹1/- each with voting rights				
Bipin M. Manek	26,10,333	5.23%	26,10,333	5.23%
Pravina B. Manek	34,90,667	6.99%	34,90,667	6.99%
Bipin Manek Family Private Trust	1,15,00,000	23.03%	1,15,00,000	23.03%
Pravina Manek Family Private Trust	1,30,00,000	26.03%	1,30,00,000	26.03%

(v) Promoter's Holding Shares held by Promoters & Promoter Group at the end of the year

Name of shareholders	As at March 31, 2026		
	No. of shares	% Total Shares	% change during the year
Bipin M. Manek	26,10,333	5.23%	0.00%
Pravina B. Manek	34,90,667	6.99%	0.00%
Bipin Manek Family Private Trust	1,15,00,000	23.03%	0.00%
Pravina Manek Family Private Trust	1,30,00,000	26.03%	0.00%
Manek Family Private Trust	15,00,000	3.00%	0.00%

Name of shareholders	As at March 31, 2025		
	No. of shares	% Total Shares	% change during the year
Bipin M. Manek	26,10,333	5.23%	0.00%
Pravina B. Manek	34,90,667	6.99%	0.00%
Bipin Manek Family Private Trust	1,15,00,000	23.03%	0.00%
Pravina Manek Family Private Trust	1,30,00,000	26.03%	0.00%
Manek Family Private Trust	15,00,000	3.00%	0.00%

(vi) Terms/rights attached to equity shares

The Company has only one class of issued equity shares capital having par value of ₹1/- per share (31 March 2025 ₹ 1/-per share). Each shareholder is entitled to one vote per share held. The Company declares and pays dividend in Indian Rupees. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential assets, in proportion to their shareholding. The Shareholders have all other rights as available to equity shareholders as per the provisions of the Companies Act, 2013, read together with the Memorandum of Association and Articles of Association of the Company, as applicable.

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

(vii) Shares issued for consideration other than cash

There are no equity shares issued as bonus shares, issued for consideration other than cash and shares bought back during the period of 5 years immediately preceeding the reporting period

(viii) Dividend paid and proposed

Particulars	As at March 31, 2026	As at March 31, 2025
Dividend declared and paid during the year		
Final dividend of ₹ 1.50 per share for the FY 2024-25 (₹ 1.00 per share for FY 2023-24)	749.18	499.45
Interim dividend of ₹ 3.00 per share for the FY 2025-26 (₹ 3.50 per share for FY 2024-25)	1,498.35	1,748.08
	2,247.53	2,247.53
Proposed dividends on equity shares:		
No final dividend has been paid for the year ended March 31, 2026. For the year ended March 31, 2025, a final dividend of ₹ 1.50 per equity share of ₹ 1 each was recommended by the Board of Directors and approved by the shareholders at the ensuing Annual General Meeting.	-	749.18

18 Other Equity

Particulars	As at March 31, 2026	As at March 31, 2025
General Reserve	2,446.92	2,446.92
Retained earnings	29,956.79	27,263.51
Total other equity	32,403.71	29,710.43
(i) General Reserve		
Opening balance	2,446.92	2,446.92
Movement during the year	-	-
Closing balance	2,446.92	2,446.92
(ii) Retained earnings		
Opening balance	27,263.51	25,159.31
Add: Net profit for the year	4,915.25	4,357.23
Add: Other comprehensive income / (loss) for the year	25.56	(5.51)
Less: Dividend paid during the year	(2,247.53)	(2,247.53)
Closing balance	29,956.79	27,263.51

(iii) Retained earnings

Retained earnings are the profits that the Company has earned till date including gain or loss on measurement of defined benefits, plans as adjusted for distribution to owners, transfers to other reserve etc.

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

(iv) General Reserve

Under the erstwhile Companies Act 1956, General reserve was created through and annual transfer of net income at a specified percentage in accordance with applicable regulations, however the same is not required to be created under Companies Act 2013. This reserve can be utilised only in accordance with specified requirements of Companies Act 2013.

19 Non Current - Lease Liabilities

Particulars	As at March 31, 2026	As at March 31 2025
Lease liabilities		
Lease liabilities (refer note 4)	77.37	114.59
Total	77.37	114.59

20 Non Current - Provisions

Particulars	As at March 31, 2026	As at March 31 2025
Provision for employee benefits		
Provision for Gratuity	132.48	77.68
Total	132.48	77.68

21 Non Current - Deferred tax liabilities (net)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Income tax and deferred tax		
The major components of income tax expense for the years ended March 31, 2026 and March 31, 2025 are:		
(a) Income tax expense in the statement of profit and loss comprises and Other Comprehensive Income:		
Current income tax charge	1,607.71	1,371.07
Adjustment in respect of current income tax of previous year		
Total current income tax	1,607.71	1,371.07
Deferred Tax charge / (credit)		
Relating to origination and reversal of temporary differences	83.52	286.02
Income tax expense reported in the statement of profit or loss	1,691.23	1,657.09
(b) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate :		
Accounting Profit before tax	6,597.88	6,016.17
Applicable tax rate	25.17%	25.17%
Computed Tax Expense	1,660.69	1,514.27
Tax impact of items not deductible / disallowed in calculating the taxable income	29.01	51.51
Others	1.53	91.31
Income tax charged to Statement of Profit and Loss at effective rate of 25.17% (March 31, 2025: 25.17%)	1,691.23	1,657.09

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

(c) Deferred tax liabilities /assets comprises :

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Deferred tax liabilities (net)		
Property, plant and equipment and intangible assets	818.11	717.36
Deferred Tax on OCI	7.09	-
(A)	825.20	717.36
Deferred tax assets (net)		
Security Deposit	2.68	1.04
Provision for ECL	32.46	41.42
Defined benefit obligation	40.44	18.04
OCI	-	1.51
Lease Liability (Net of ROU)	3.81	3.19
Bonus	10.12	-
(B)	89.51	65.20
Net Deferred tax liabilities (A) - (B)	735.68	652.15

(d) Net Deferred tax movement:

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Net deferred tax liabilities at the beginning of the year	652.15	366.14
Deferred tax charged/(credited) to profit and loss account during the year	74.92	287.87
Deferred tax charged/(credited) to other comprehensive income account during the year	8.60	(1.85)
Net deferred tax liabilities at the end of the year	735.68	652.15

(e) Effective tax rate has been calculated on profit before tax.

22 Current - Borrowings

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Loans repayable on demand		
Working capital demand loan/cash credit from banks (secured)	5,645.89	6,409.88
Total	5,645.89	6,409.88

23 Current - Lease Liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Lease liabilities (refer note 4)	37.21	33.19
Total	37.21	33.19

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

24 Trade payables

Particulars	As at March 31, 2026	As at March 31, 2025
Total outstanding dues of micro enterprises and small enterprises	386.50	40.63
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,697.78	1,860.58
Total	2,084.28	1,901.21

Notes:

(i) Trade payables Ageing Schedule

Ageing of trade payables: MSME	As at March 31, 2026	As at March 31, 2025
Not due	-	6.00
Less than 1 year	386.50	34.63
1-2 Years	-	-
2-3 Years	-	-
More than 3 Years	-	-
Total	386.50	40.63

Ageing of trade payables: Other than MSME	As at March 31, 2026	As at March 31, 2025
Not due	-	-
Less than 1 Year	1,612.99	1,760.72
1-2 Years	48.24	42.56
2-3 Years	20.00	4.75
More than 3 Years	16.55	52.55
Total	1,697.78	1,860.58

- (ii) The trade payables are unsecured and non interest bearing and are usually on varying trade term.
- (iii) For terms and conditions with related parties refer to note no 40.
- (iv) The amounts falling in the category of more than 1 year are related to pending obligations on the part of the supplier as per agreed terms and conditions mentioned in respective contracts.
- (v) Refer note no 42 on MSME Creditors

25 Current - Other financial liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Financial liabilities measured at amortised cost	-	-
Unpaid dividend	29.07	25.47
Outstanding expenses	251.67	140.87
Other liabilities	5.33	4.83
Total	286.07	171.17

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

26 Other Current liabilities

Particulars	As at March 31, 2026	As at March 31 2025
Advance from customers	10.94	20.13
Statutory dues payable	30.29	65.58
Total	41.23	85.71

27 Current tax liability

Particulars	As at March 31, 2026	As at March 31 2025
Current tax liabilities (net of advance tax and tax deducted at source)	32.22	45.09
Total	32.22	45.09

28 Revenue

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Revenue from operations		
Revenue from contract with customers		
Sale of products		
Finished products	31,894.82	32,408.25
Traded products	4,976.61	4,963.88
(A)	36,871.43	37,372.13
Export incentive	344.60	405.57
Net gain on foreign currency transaction and translation	786.59	452.60
(B)	1,131.19	858.17
Total revenue from operations	38,002.62	38,230.30

29 Other Income

Particulars	For the year ended March 31, 2026	For the year ended March 31 2025
Interest on deposit with banks	137.00	101.73
Interest on loan	1.90	1.26
Proceeds on maturity of keymen policy	-	51.24
Interest on FV of rent deposit	6.01	4.80
Reversal of Provision for doubtful debts and advances	35.57	-
Total	180.48	159.04

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

30 Cost of raw materials and components consumed

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Cost of raw materials and components consumed		
Raw materials and components at the beginning of the year	2,578.76	1,665.89
Add: Purchases during the year	18,503.58	22,404.00
Less: Raw materials and components at the end of the year	(2,420.08)	(2,578.76)
Total	18,662.26	21,491.13

31 Purchases of traded goods

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Purchases of traded goods	3,716.57	3,223.72
Total	3,716.57	3,223.72

32 Changes in inventories of finished goods, traded goods and work in progress

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Changes in inventories of finished goods, traded goods and work in progress		
Work-in-progress	1,767.86	1,883.41
Finished goods	3,032.09	2,260.47
Traded goods	861.97	769.96
	5,661.92	4,913.84
Inventories at the beginning of the year:		
Work-in-progress	1,883.41	1,501.80
Finished goods	2,260.47	2,099.88
Traded goods	769.96	364.99
	4,913.84	4,913.84
Net (increase) / decrease in inventories	(748.08)	(947.18)

33 Employee benefits expense

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Salaries, wages and bonus	712.73	530.99
Contribution to provident and other funds	20.53	16.93
Net defined benefit plan expense (Gratuity, Pension and other defined benefit plan)	88.96	10.12
Remuneration & commission to Directors	727.00	664.00
Staff welfare expense	64.80	53.94
Total	1,614.02	1,275.98

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

34 Finance costs

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Interest on borrowings	393.06	165.87
Interest on Lease Liability	11.43	9.45
Other Borrowing Cost	72.04	72.64
Total	476.53	247.96

35 Depreciation and amortisation expense

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Depreciation on property, plant and equipment (refer note 3)	873.31	719.74
Amortization on right-of-use assets (refer note 4)	35.68	25.11
Total	908.99	744.85

36 Other expenses

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
a) Manufacturing and operating expenses		
Power and fuel	821.12	697.01
Water Charges	173.80	124.82
Consumption of stores and spare parts	403.46	417.40
Repairs and maintenance:		
Buildings	91.05	114.25
Plant and machinery	721.73	725.89
Others	496.73	378.93
Clearing and forwarding	78.33	61.14
Conveyance	0.57	0.49
Labour Charges	143.41	69.09
Freight and octroi charges	265.96	258.33
Insurance charges	44.32	35.34
Loading and unloading charges	16.13	19.01
Professional and consultancy fees	2.36	7.78
Warehousing charges	40.56	45.96
Taxes & Cess	9.38	19.27
Import charges	48.04	71.48
Miscellaneous manufacturing and operating expenses:	281.50	261.07
Other Expenses		
b) Administrative expenses		
Agency charges	21.85	26.92
Keyman insurance premium	20.63	16.40
Insurance charges-others	2.28	2.96
Printing and stationery	67.30	62.41

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Auditors Remuneration {refer note (i) below}	21.00	21.37
Communication expenses	10.48	8.96
Electricity expenses	15.22	13.37
Rent	4.50	3.86
Professional and consultancy charges	133.60	103.14
Donation	6.47	3.76
Listing fees	7.71	8.99
Travelling charges	19.92	31.12
Commission	-	90.00
Director sitting fees	4.20	4.00
Interest on others	0.34	1.36
Contribution towards corporate social responsibility expense	108.57	120.42
Allowance for doubtful debts and advances	-	66.67
Miscellaneous administrative expenses	333.79	347.66
c) Selling and distribution expenses		
Advertisement and sales promotion expense	3.82	2.88
Business promotion	74.56	98.37
Clearing and forwarding	4.78	21.53
Commission expenses	16.90	58.82
E. C. G. C. premium	12.96	6.23
Exhibition and trade fair expenses	206.10	134.57
Foreign travelling expenses	14.48	30.84
Insurance	6.46	5.64
ISI / FDA marketing fees	1,146.11	867.67
Freight and other distribution expense	743.74	576.80
Terminal handling charges	233.91	216.60
Packing and forwarding	70.57	67.75
Miscellaneous distribution and selling expenses	4.23	8.38
Total other expenses	6,954.93	6,336.71

Note:

(i) Detail of payments to auditors

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
As auditor:		
Audit fee (Including limited review fee)	18.00	13.33
In other capacities:		
Certification fee and others		
Tax Audit fee	3.00	4.00
Others	-	4.00
Reimbursement of expenses	-	0.04
Total	21.00	21.37

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

37 Commitments and Contingencies

Particulars	As at March 31, 2026	As at March 31, 2025
(A) Contingent liabilities (to the extent not provided for)		
(a) Disputed tax liabilities in respect of pending litigations before appellate authorities	-	-
(B) Capital and other commitments (net of advance)		
(a) There are no estimated amount of contracts remaining to be executed on account of capital and other commitments (net of advance) and hence not provided for"	174.15	567.82

38 Segment information

The Company operates in single business segment namely manufacturing and trading of food colors and chemicals. Hence, no separate disclosure as per "Ind AS-108" is required for the business segment.

The Company's operating divisions are managed from India. The principal geographical areas in which the Company operates are Asian Countries, European Countries, South Africa, Middle East Countries, United States and others.

For the purpose of geographical segment the sales are divided into two segments - within India and outside India. The accounting policies of the segments are the same

Geographical segment wise disclosure::

Particulars	Within India	Outside India	Total
Revenue from operation by location of customers			
Year Ended March 31, 2026	8,842.39	29,160.23	38,002.62
Year Ended March 31, 2025	8,103.18	30,127.12	38,230.30
Total assets by geographical location			
Year Ended March 31, 2026	29,906.75	12,069.59	41,976.34
Year Ended March 31, 2025	29,113.04	10,588.26	39,701.30
Non-current assets by geographical location			
Year Ended March 31, 2026	15,116.20	-	15,116.20
Year Ended March 31, 2025	14,471.48	-	14,471.48
Capital expenditure - Property plant and equipments by geographical location			
Year Ended March 31, 2026	1,604.13	-	1,604.13
Year Ended March 31, 2025	742.12	-	742.12

Notes:

- Capital expenditure consists of additions to property, plant and equipment.
- There are two customers having revenue exceeding 10% of total revenue of the Company.
- Non-current assets includes property, plant and equipment, right of use assets, capital work in progress under development, investments, loans & advances, other financial assets and other non-current assets, but excludes Income tax & Deferred tax Assets.

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

39 Disclosure of Defined benefit plans and defined contribution plan

(A) Defined benefit plan

The Group operates following defined benefit obligations:

(a) Defined benefit plan :

The following tables summarizes the components of net benefit expense recognised in the statement of profit or loss and the funded status and amounts recognised in the balance sheet for the respective plan:-

(i) Net defined benefit asset/ (liability) recognised in the balance sheet

Particulars	Gratuity	
	As at March 31, 2026	As at March 31, 2025
Present value of defined benefit obligation	197.49	137.87
Fair value of plan assets	65.01	60.19
Net asset/(liability) recognized in balance sheet	132.48	77.68

(ii) Net defined benefit expense (recognised in the statement of profit and loss for the year)

Particulars	Gratuity	
	As at March 31, 2026	As at March 31, 2025
Current service cost	8.86	5.69
Past service cost	73.42	-
Interest cost (net)	6.68	4.43
Net defined benefit expense debited to statement of profit and loss	88.96	10.12

(iii) The reconciliation of opening and closing balances of the present value of the defined benefit obligation are as below-

Particulars	Gratuity	
	As at March 31, 2026	As at March 31, 2025
Present value of obligation as at the beginning of the year	137.87	118.34
Current service cost	8.86	5.69
Past service cost	73.42	-
Interest cost	10.73	8.32
Re-measurement of (Gain)/loss recognised in other comprehensive income arising from:		
Actuarial changes arising from changes in financial assumptions	(7.47)	5.07
Actuarial changes arising from changes in demographic assumptions	-	-
Actuarial changes arising from changes in experience adjustments	(25.43)	5.72
Benefits paid	(0.50)	(5.27)
Closing defined benefit obligation	197.49	137.87

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

(iv) Reconciliation of opening and closing balances of fair value of plan assets:

Particulars	Gratuity	
	As at March 31, 2026	As at March 31, 2025
Fair value of plan assets at the beginning of the year	60.19	54.32
Expected return on plan assets	-	3.81
Employer contribution	-	3.81
Actuarial gain/loss for the year	-	-
Benefits paid	(0.50)	(5.27)
Others	5.32	7.32
Fair value of plan assets at the end of the year	65.01	60.19

(v) Re-measurements Gain/ (loss) recognised in other comprehensive income (OCI):

Particulars	Gratuity	
	As at March 31, 2026	As at March 31, 2025
Re-measurement of (Gain)/loss recognised in other comprehensive income arising from:		
Actuarial changes arising from changes in demographic assumptions	-	-
Actuarial changes arising from changes in financial assumptions	(7.47)	5.07
Actuarial changes arising from changes in experience adjustments	(25.43)	5.72
Return on plan assets, excluding amount recognised in net interest expense	(1.26)	(3.44)
Recognised in other comprehensive income	(34.16)	7.36

(vi) Principal actuarial used in recognition of Defined benefit obligation are as follows:

Particulars	Gratuity	
	As at March 31, 2026	As at March 31, 2025
Discount rate	7.25%	6.75%
Future salary increase	7.00%	7.00%
Expected return on plan assets	NA	NA
Retirement age (in years)	58	58

Attrition rate

Particulars	Gratuity	
	As at March 31, 2026	As at March 31, 2025
Attrition rates based on age (per annum):		
Up to 30 years	5%	5%
From 31 to 40 years	3%	3%
Above 41 years	2%	2%

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

(vii) Principal actuarial used in recognition of Defined benefit obligation are as follows:

Particulars	Gratuity	
	As at March 31, 2026	As at March 31, 2025
Age (Years)		
18	0.000874	0.000874
23	0.000936	0.000936
28	0.000942	0.000942
33	0.001086	0.001086
38	0.001453	0.001453
43	0.002144	0.002144
48	0.003536	0.003536
53	0.006174	0.006174
58	0.009651	0.009651
10% decrease in mortality rate		

(viii) Maturity profile of defined benefit obligation:

Particulars	Gratuity	
	Year ended March 31, 2026	Year ended March 31, 2025
Expected benefits for year 1	10.40	5.08
Expected benefits for year 2	22.99	6.95
Expected benefits for year 3	22.04	13.81
Expected benefits for year 4	7.81	13.25
Expected benefits for year 5	28.64	4.08
Expected benefits for year 6	5.16	20.97
Expected benefits for year 7	51.22	3.91
Expected benefits for year 8	55.86	29.76
Expected benefits for year 9	20.51	32.37
Expected benefits for year 10 and above	153.04	137.91

- (ix) Discount rate is based on the prevailing market yields of Indian Government securities as at the balance sheet date for the estimated term of the obligations.
- (x) The sensitivity analyses above have been determined based on Gratuity which is a lump sum plan and the cost of providing these benefits is typically less sensitive to small changes in demographic assumptions. The key actuarial assumptions to which the benefit obligation results are particularly sensitive to are discount rate and future salary escalation rate. These sensitivities have been calculated to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the accounting date. There have been no changes from the previous periods in the methods and assumptions used in preparing the sensitivity analyses. The following table summarizes the change in defined benefit obligation and impact in percentage terms compared with the reported defined benefit obligation at the end of the reporting period arising on account of an increase or decrease in the reported assumption by 50 basis points

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Particulars	As on 31st March, 2026	
	Discount	Salary Escalation Rate
Defined Benefit Obligation on increase in 50 bps	190	205
Impact of increase in 50 bps on DBO	-3.56%	3.77%
Defined Benefit Obligation on decrease in 50 bps	205	190
Impact of decrease in 50 bps on DBO	3.78%	-3.59%

Particulars	As on 31st March, 2025	
	Discount	Salary Escalation Rate
Defined Benefit Obligation on increase in 50 bps	132	143
Impact of increase in 50 bps on DBO	-4.08%	3.62%
Defined Benefit Obligation on decrease in 50 bps	144	133
Impact of decrease in 50 bps on DBO	4.34%	-3.43%

(xi) The estimates of rate of escalation in salary considered in actuarial valuation are after taking into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is as certified by the Actuary.

(xi) The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

(B) Defined contribution plan

Following are the contribution to Defined Contribution Plan, recognised as expense for the year:

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Contribution to provident and other funds	20.53	16.93
Total	20.53	16.93

40 Related Party Disclosures

The related parties as identified by management.

(A) Names of related parties and description of relationship:

(i) Related parties with whom transactions have taken place during the year/ previous year and the nature of related party relationship:

Entity Name	Relationship
Arjun Food Colorants Manufacturing Private Limited	Wholly Owned Subsidiary
Chroma Food Ingredients Pvt Ltd	KMP is a Director
Vidhi Finechem Pvt Ltd	KMP is a Director
Vidhi Food Colours Dahej Pvt Ltd	KMP is a Director

Partnership firms	Relationship
Trident Colours & Chemicals	Enterprises in which relative of KMP is a Proprietor
Vibgyor Exports	Enterprises in which director is a Proprietor

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

(ii) Key management personnel

Name	Relationship
Bipin M. Manek	Chairman and Managing Director
Mihir B. Manek	Joint Managing Director
Vidhi H Parekh	Whole Time Director
Pravina B. Manek	Non Executive Director
Ashit Doshi	Independent Director
Jyoti Modi	Independent Director
Anil Popatlal Udeshi	Independent Director (w.e.f 08.8.2024)
Pranali Prathamesh Govekar	Independent Director (w.e.f 08.8.2024)
Mitesh Manek	Chief Financial Officer
Vidshaka Pandya	Company Secretary (till 07.3.2025)
Anupam Vyas (Company secreatry)	Company Secretary (w.e.f 06.6.2025)
Relatives of key management personnel	Relationship
Kripa M Manek	Spouse of CFO

(B) Transactions with related parties

(i) Transactions with related parties for the year ended March 31, 2026

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Sale of goods		
Vidhi Fine Chem Pvt. Ltd (Net of GST)	22.75	-
Chroma Food Ingredients Pvt Ltd (Net of GST)	717.70	693.21
	740.45	693.21
Purchase of goods		
Trident Colours and chemicals (Net of GST)	76.05	71.93
Chroma Food Ingredients Pvt Ltd (Net of GST)	0.84	-
Vidhi Fine Chem Pvt. Ltd (Net of GST)	84.13	4.45
	161.02	76.38
Purchase of property, plant and equipment		
Vidhi Finechem Pvt Ltd	-	11.41
	-	11.41
Professional Fees Paid		
Kripa M Manek	8.50	7.50
	8.50	7.50
Remuneration to Directors		
Bipin M. Manek	60.00	60.00
Mihir B. Manek	60.00	60.00
Vidhi H Parekh	12.00	12.00
Commission to Directors		
Bipin M. Manek	297.50	266.00
Mihir B. Manek	297.50	266.00
	727.00	664.00

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Payment of Bank Guarantee Commission		
Bipin M. Manek	-	45.00
Pravina B. Manek	-	45.00
	-	90.00
Remuneration to Key Managerial other than Executive Directors		
Mitesh D Manek	24.50	22.50
Vishakha Pandya Shashikant (Company secreatry)	-	7.41
Anupam Vyas (Company secreatry)	6.60	-
	31.10	29.91
Sitting Fees to Independent Directors		
Sitting Fees		
Rahul Berde	-	0.40
Niren Desai	-	0.40
Prafulchandra Shah	-	0.40
Jyoti Sunil Modi	1.10	0.80
Ashit Kantilal Doshi	0.90	0.80
Anil Popatlal Udeshi	1.10	0.60
Pranali Prathamesh Govekar	1.10	0.60
	4.20	4.00
Unsecured Loan Given		
Arjun Food Colorants Manufacturing Private Ltd	13.16	5.24
	13.16	5.24
Interest on Loan received		
Arjun Food Colorants Manufacturing Private Ltd	1.90	1.26
	1.90	1.26

(C) Balances with related parties

(i) Balances Outstanding as at March 31, 2026

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Payables		
Bipin Manek	53.45	18.41
Mihir B. Manek	49.85	8.08
Mitesh D Manek	0.51	1.33
Priyanka Soni	0.00	0.00
Vishakha Pandya Shashikant	0.00	0.15
Anupam Vyas	0.64	0.00
Vidhi H Parekh	1.00	0.75
Kripa M Manek	1.58	0.45
Vidhi Finechem Pvt Ltd	12.33	0
	119.35	29.17

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Trade Receivables		
Trident Colours & Chemicals	33.99	122.97
Chroma Food Ingredients Pvt Ltd	3.10	51.35
	37.10	174.32
Security Deposits		
Pravina B. Manek	20.00	20.00
	20.00	20.00
Interest on Loan Receivable		
Arjun Food Colorants Manufacturing Private Ltd	-	2.67
	-	2.67
Loans & Advances Given		
Arjun Food Colorants Manufacturing Private Ltd	29.61	16.45
Arjun Food Colorants Manufacturing Private Ltd	29.61	16.45

- (a) The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free. The settlement for these balances occurs through payment. There have been no guarantees provided or received for any related party receivables or payables. For the year ended March 31, 2026, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (March 31, 2025: NIL). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.
- (b) As at March 31, 2026, the Company has not granted any loans to the promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person.
- (c) All the liabilities for post retirement benefits being 'Gratuity, compensated absence and pension benefit' are provided on actuarial basis for the Group as a whole, accordingly the amount pertaining to Key management personnel are not included above.

41 Fair value measurements

Set out below, is a comparison by class of the carrying amounts and fair value of the Company financial instruments.

Category	As on 31st March, 2026		As at March 31, 2025	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial instruments by category				
Financial assets measured at fair value through profit or loss				
Derivatives financial instruments	-	-	-	-
Investments measured at fair value through profit and loss	-	-	-	-
Unquoted equity investments measured at fair value through profit and loss:	-	-	-	-

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Category	As on 31st March, 2026		As at March 31, 2025	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial assets measured at amortized cost and for which fair values are disclosed				
Investment in Subsidiary (current and non current)	1,320.15	1,320.15	1,320.15	1,320.15
Other financial assets (current and non current)	481.17	481.17	375.01	375.01
Trade receivables (current and non current)	14,296.03	14,296.03	12,855.74	12,855.74
Loans & Advances (current and non current)	138.27	138.27	141.99	141.99
Cash and cash equivalents	1,152.00	1,152.00	1,983.95	1,983.95
Other bank balances (current and non current)	843.61	843.61	760.30	760.30
Total	18,231.23	18,231.23	17,437.14	17,437.14
Financial liabilities measured at amortized cost and for which fair values are disclosed				
Borrowings (short term and long term)	5,645.89	5,645.89	6,409.88	6,409.88
Lease liabilities (current and non current)	114.58	114.58	147.78	147.78
Other financial liabilities (current and non current)	286.07	286.07	171.17	171.17
Trade payables (current and non current)	2,084.28	2,084.28	1,901.21	1,901.21
Total	8,130.82	8,130.82	8,630.04	8,630.04

Management of the Company has assessed that trade receivables, cash and cash equivalents, other bank balances, other financial assets, borrowings, trade payables, lease liabilities and other financial liabilities approximate their carrying amounts.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair value

- The fair value of unquoted instruments, loans from banks other non-current financial assets and non-current financial liabilities is estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. The valuation requires management to use unobservable inputs in the model, of which the significant unobservable inputs are disclosed in the tables below. Management regularly assesses a range of reasonably possible alternatives for those significant unobservable inputs and determines their impact on the total fair value.
- Costs of unquoted equity instruments has been considered as an appropriate estimate of fair value because of a wide range of possible fair value measurements and cost represents the best estimate of fair value within that range. These investments in equity instruments are not held for trading. Instead, they are held for long-term strategic purpose.

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Fair value hierarchy

Level 1: The fair value of financial instruments traded in active markets (such as publicly traded derivatives and equity securities) is based on quoted market prices at the end of the reporting period for identical assets or liabilities. The mutual funds are valued using the net assets value (NAV) available in open market. The quoted market price used for financial assets held by the group is the current bid price. These instruments are included in level 1.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

There are no transfers among levels 1, 2 and 3 during the year

This section explains the judgement and estimates made in determining the fair value of financial assets that are:

- Recognized and measured at Fair value
- Measured at amortized cost and for which fair value is disclosed in financial statements

Quantitative disclosures of fair value measurement hierarchy for assets as on March 31, 2026

Particulars	Carrying value		Fair Value	
	As at March 31, 2026	Level 1	Level 2	Level 3
Financial assets measured at amortized cost and for which fair values are disclosed				
Investment in Subsidiary (current and non current)	1,320.15	-	-	1,320.15
Other financial assets (current and non current)	481.17			481.17
Trade receivables (current and non current)	14,296.03			14,296.03
Loans & Advances (current and non current)	138.27			138.27
Cash and cash equivalents	1,152.00	-	-	1,152.00
Other bank balances (current and non current)	843.61			843.61
Financial liabilities measured at amortized cost and for which fair values are disclosed				
Borrowings (short term and long term)	5,645.89	-	-	5,645.89
Lease liabilities (current and non current)	114.58			114.58
Other financial liabilities (current and non current)	286.07			286.07
Trade payables (current and non current)	2,084.28			2,084.28

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Quantitative disclosures fair value measurement hierarchy for assets as at March 31, 2025

Particulars	Carrying value		Fair Value	
	As at March 31, 2025	Level 1	Level 2	Level 3
Financial assets measured at amortized cost and for which fair values are disclosed				
Investment in Subsidiary (current and non current)	1,320.15	-	-	1,320.15
Other financial assets (current and non current)	375.01			375.01
Trade receivables (current and non current)	12,855.74			12,855.74
Loans & Advances (current and non current)	141.99			141.99
Cash and cash equivalents	1,983.95	-	-	1,983.95
Other bank balances (current and non current)	760.30			760.30
Financial liabilities measured at amortized cost and for which fair values are disclosed				
Borrowings (short term and long term)	6,409.88	-	-	6,409.88
Lease liabilities (current and non current)	147.78			147.78
Other financial liabilities (current and non current)	171.17			171.17
Trade payables (current and non current)	1,901.21			1,901.21

42 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Particulars	As at March 31, 2026	As at March 31, 2025
(i) The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of accounting year;	386.50	40.63
(ii) The amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting period	-	-
(iii) The amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid)	-	-
(iv) The amount of interest accrued and remaining unpaid at the end of accounting year; and	-	-
(v) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	-	-

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

43 Financial risk management objectives and policies

The Company being engaged in the business of manufacturing and trading in synthetic food colors and trading in chemicals, it is exposed to various market risk, credit risk and liquidity risk. The regulations, instructions, implementation rules and in particular, the regular communication throughout the tightly controlled management process consisting of planning, controlling and monitoring collectively form the risk management system used to define, record and minimise operating, financial and strategic risks. The Company's risk management framework aims to identify, evaluate and manage these risks to minimise their potential impact on its financial performance and ensure sustainable business growth with stability and to promote a proactive approach in reporting. This process provides assurance that the Company's financial risk-taking activities are governed by appropriate policies and procedures and that financial risk are identified, measured and managed in accordance with Company policies and Company risk objective. The Company's financial risk management is an integral part of how to plan and execute its business strategies. Below notes explain the sources of risks in which the Company is exposed to and how it manages the risks.

(a) Market Risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables. We are exposed to market risk primarily related to foreign exchange rate risk and interest rate risk. Thus, our exposure to market risk is a function of revenue generating and operating activities in foreign currency. The objective of market risk management is to avoid excessive exposure in our foreign currency revenues and costs.

(i) Foreign currency risk

The Company is exposed to currency risk on account of transaction with foreign parties. The functional currency of the Company is Indian Rupee. The exchange rate between the Indian rupee and foreign currencies is changing continuously in recent periods and may continue to fluctuate substantially in the future.

The Company exposure to foreign currency risk at the end of the reporting periods are as follows

Particulars of un-hedged foreign currency exposure

Currency	As at 31 March 2026		
	Foreign currency Amount (in Lakhs)	Exchange rate (in ₹)	Amount (in Lakhs)
Trade receivables			
USD	\$120.66	94.65	11,420.64
EURO	€ 5.95	109.01	648.96
Trade payable, Capital creditors and other financial liabilities			
USD	\$9.76	94.65	923.42
AED	0.45	25.77	11.69

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Currency	As at March 31, 2026		
	Foreign currency Amount (in Lakhs)	Exchange rate (in ₹)	Amount (in Lakhs)
Trade receivables			
USD	\$114.22	85.58	9,774.80
EURO	\$8.81	92.32	813.46
Trade payable, Capital creditors and other financial liabilities			
USD	\$1.45	85.58	124.26
AED	-	-	-

Foreign currency risk sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in currency exchange rates, with all other variables held constant. The impact on the Group's profit before tax is due to changes in the fair value of monetary assets and liabilities as given below:

Currency	As at March 31, 2026		As at March 31, 2025	
	Gain/ (loss) Impact on profit before tax and equity		Gain/ (loss) Impact on profit before tax and equity	
	Change +3%	Change -3%	Change +3%	Change -3%
Trade receivables				
USD	342.62	(342.62)	293.24	(293.24)
EURO	19.47	(19.47)	24.40	(24.40)
Trade payable & Capital creditors				
USD	27.70	(27.70)	3.73	(3.73)
AED	0.35	(0.35)	-	-

(ii) Interest rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The company's main interest rate risk arises from Short-term borrowings with variable rates. The company tries to manage its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

Particulars	As at March 31, 2026	As at March 31, 2025
Variable rate borrowings	5,645.89	6,409.88
Total	5,645.89	6,409.88

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected, after the impact of hedge accounting. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	Impact on profit before tax	
	For the year ended March 31, 2026	For the year ended March 31, 2025"
Increase by 0.5%	(28.23)	(32.05)
Decrease by 0.5%	28.23	32.05

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

(b) Liquidity Risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing through the use of short term bank deposits, short term loans, and cash credit facility etc. Processes and policies related to such risks are overseen by senior management. Management monitors the Company's liquidity position through rolling forecasts on the basis of expected cash flows. The Company assessed the concentration of risk with respect to its debt and concluded it to be low.

Maturity profile of financial liabilities

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

As at March 31, 2026	Less than 1 Years	1-5 Years	More than 5 Years	Total
Borrowings	5,645.89	-	-	5,645.89
Lease liabilities (undiscounted)	45.54	84.91	-	130.45
Trade payable	2,084.28	-	-	2,084.28
Other financial liabilities	286.07	-	-	286.07

As at March 31, 2025	Less than 1 Years	1-5 Years	More than 5 Years	Total
Borrowings	6,409.88	-	-	6,409.88
Lease liabilities (undiscounted)	44.63	130.45	-	175.07
Trade payable	1,901.21	-	-	1,901.21
Other financial liabilities	171.17	-	-	171.17

(c) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations towards the Company and arises principally from the Company's receivables from customers and deposits with banking institutions and funds with mutual fund asset management companies (AMC). The maximum amount of the credit exposure is equal to the carrying amounts of these receivables. Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis.

(i) Trade Receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables and investments. The Company uses an allowance matrix to measure the expected credit losses of trade receivables (which are considered impaired). The following table provides information about

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

the exposure to credit risk and loss allowance (including expected credit loss provision) for trade receivables:

(ii) Financial instruments and deposits

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made in bank deposits and other risk free securities. The limits are set to minimize the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments. The Company's maximum exposure to credit risk for the components of the balance sheet at March 31, 2025 is the carrying amounts. The Company's maximum exposure relating to financial instrument is noted in liquidity table below.

Trade Receivables and other financial assets are written off when there is no reasonable expectation of recovery, such as debtor failing to engage in the repayment plan with the Company.

Particulars	As at March 31, 2026	As at March 31, 2025
Financial assets for which allowance is measured using other than Life time Expected Credit Loss Method (ECL)		
Other financial assets (current and non-current)	481.17	375.01
Cash and cash equivalents	1,152.00	1,983.95
Other bank balances (current and non current)	843.61	760.30
Loans & Advances (current and non current)	138.27	141.99
Investments measured at fair value through profit and loss:	-	-
Total	2,615.05	3,261.25
Financial assets for which allowance is measured using Life time Expected Credit Loss Method (ECL)		
Trade Receivables	14,296.03	12,855.74
Total	14,296.03	12,855.74

Balances with banks is subject to low credit risks due to good credit ratings assigned to these banks

The ageing analysis of trade receivables has been considered from the date the invoice falls due

Particulars	As at March 31, 2026	As at March 31, 2025
Trade Receivables		
0 to 180 days due past due date	13,402.52	12,561.15
More than 180 days past due date	893.51	294.59
Total Trade Receivables	14,296.03	12,855.74

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Particulars	As at March 31, 2026	As at March 31, 2025
The following table summarizes the change in loss allowance measured using the life time expected credit loss model:-		
As at the beginning of year	164.58	97.91
Provision during the year	2.48	66.67
Reversal of provision during the year	(38.05)	-
As at the end of year	129.01	164.58

44 Capital management

For the purposes of Company's capital management, Capital includes equity attributable to the equity holders of the company and all other equity reserves. The primary objective of the Company's capital management is to safeguard its ability to continue as going concern and to ensure that it maintains an efficient capital structure and maximize shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders or issue new shares. The Company is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2026 and March 31, 2025. The Company monitors capital using gearing ratio, which is net debt divided by total capital plus net debt. Net debt is calculated as loans and borrowings less cash and cash equivalent.

Gearing ratio

Net Debt to Equity Ratio

The gearing ratio at the end of the reporting period was as follows:

Particulars	As at March 31, 2026	As at March 31, 2025
Loan and borrowing	5,645.89	6,409.88
Less : Cash and cash equivalent	(1,152.00)	(1,983.95)
Net debts *	4,493.89	4,425.93
Equity / Net Worth	32,903.91	30,210.63
Total Capital	32,903.91	30,210.63
Capital and Net debts	37,397.80	34,636.56
Gearing Ratio (Net Debt/Equity)	0.14	0.15

* Net debt comprises interest-bearing borrowings excluding lease liabilities, net of cash and cash equivalents.

45 Additional Information

Ratios

Particulars	Numerator	Denominator	Current Year	Previous Year	% Variance*	Remarks
Current Ratio (in times)	Total current assets	Total current liabilities	3.31	2.92	13.27%	
Debt-Equity ratio (in times)	Debt consists of borrowings	Total equity	0.17	0.21	-19.13%	

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Particulars	Numerator	Denominator	Current Year	Previous Year	% Variance*	Remarks
Debt service coverage ratio (in times)	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustments	Debt service = Interest and lease payments + Principal repayments	13.87	26.25	-47.17%	*Note no 1
Inventory turnover ratio	Revenue from operations	Average Inventory	4.88	5.83	-16.23%	
Return on equity ratio (in %)	Profit for the year (after tax)	Average total equity	0.16	0.15	4.23%	
Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	2.80	3.53	-20.59%	
Trade payables turnover ratio (in times)	Net Credit Purchases	Average trade payables	11.15	14.87	-25.02%	*Note no 2
Net capital turnover ratio (in times)	Revenue from operations	Working capital (i.e. Total current assets less Total current liabilities)	2.03	2.31	-12.00%	
Net profit ratio (in %)	Profit for the year (after tax)	Revenue from operations	0.13	0.11	13.48%	
Return on capital employed (in %)	Profit for the year (before tax & interest)	Avg Capital Employed (Total Assets - Current Liabilities)	0.19	0.17	12.61%	
Return on Investement						
Quoted	Income generated from Investements	Time weighted average investements	-	-	0.00%	
Unquoted	Income generated from Investements	Time weighted average investements	-	-	0.00%	

Notes:-

- The decrease in the Debt Service Coverage Ratio by 47.17% is primarily on account of increased debt servicing obligations arising from increase in working capital loans during the year. (In debt service calculation, only interest payments of borrowings + leases and principal repayments of leases are considered. Principal repayment of borrowings are not considered as they are in the nature of working capital loan with no fix principal payments.)
- The decrease in the Trade Payables Turnover Ratio by 25.00% is mainly due to an increase in average trade payables during the year.

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

46 Additional information required

- (i) **Details of Benami property:** No proceedings have been initiated on or are pending against the company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.
- (ii) **Wilful defaulter:** The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (iii) **Compliance with approved scheme of arrangements:** The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.
- (iv) **Utilisation of borrowed funds and share premium:** The Company has not advanced or loaned or invested funds to any other person or entity, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the group (Ultimate Beneficiaries) or
 - b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

The Company has not received any fund from any person or entity, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

 - a. 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
 - b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries"s
- (v) **Details of crypto currency or virtual currency:** The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.
- (vi) **Valuation of PP&E, intangible asset and investment property:** The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.
- (vii) **Utilisation of borrowings availed from banks and financial institutions:** The borrowings obtained by the Company from banks and financial institutions have been applied for the purposes for which such loans were taken;
- (ix) **Registration of charges or satisfaction with Registrar of Companies -** The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (x) **Undisclosed income -** There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of accounts.

47 Other Disclosures

The other additional disclosures and information's (not specifically disclosed) as required by Schedule III are either nil or not applicable.

48 Corporate social responsibilty

During the year the company is required to contribute Rs.106.06 Lakhs towards the CSR contribution and company has incurred Rs. 108.57 Lakhs towards the "Education Purpose.

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

During the year CSR expenses incurred by the company as per the section 135 of the companies act 2013 as provided below:-

Particulars	For year ended March 31,2026	For year ended March 31,2025
i Amount required to be spent by the company during the year	106.06	118.72
ii Amount of expenditure incurred	108.57	120.42
iii Amount available for set off of the last financial year	2.49	0.79
iv Amount available for set off for the succeeding financial year	5.00	2.49
v Shortfall at the end of the year	-	-
vi Reason of short fall	-	-

The company has paid the CSR amount to trust, council and societies for education,sports,health,rural expenditure and poverty eradication. During the year ended March 31st 2026 and 2025, the company has not incurred any CSR expenditure to related party. The company has not provided any provision for CSR expenditure for the Current as well as previous year, since it has actually incurred higher expenses than required to be made

49 Earning Per Share

Particulars	For year ended March 31,2026	For year ended March 31,2025
Net Profit after tax attributable to Shareholders	4,915.25	4,351.72
Total Weighted Average No. of Equity Shares for Basic and Diluted EPS	499.45	499.45
Earnings Per Share (Basic and Diluted)	9.84	8.71
Nominal value per Equity Share	1.00	1.00

50 GST Balance as on Balance Sheet date is subject to confirmation wiith the balances from GST portal. However, the Management does not foresee any material variation between the book balance and the portal balance.

51 The accompanying notes form an integral part of the standalone financial statements.Previous year figures have been regrouped/rearranged to confirm them to current years figures.

As per our report of even date attached

For Bhuta Shah & Co LLP

Chartered Accountants

Firm Registration No: 101474W / W100100

For and on behalf of the Board of Directors of
Vidhi Specialty Food Ingredients Limited

Atul Gala

Partner

Membership No. 048650

Bipin M Manek

Chairman & Managing Director

DIN No. 00416441

Mihir B Manek

Joint Managing Director

DIN No. 00650613

Mitesh D Manek

Chief Financial Officer

Anupam Vyas

Company Secretary

Place : Mumbai

Date : 14/05/2026

Place : Mumbai

Date : 14/05/2026

Place : Mumbai

Date : 14/05/2026

Independent Auditor's Report

To The Members of

Vidhi Specialty Food Ingredients Ltd

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of **Vidhi Specialty Food Ingredients Ltd** ("the Holding Company") and its Subsidiary (the Holding Company and its Subsidiary together referred to as "the Group") which comprise the Consolidated Balance Sheet as at 31st March, 2026, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and Consolidated Cash Flows for the year then ended, and a summary of material accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity, with Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2026, their consolidated profit (including their consolidated total comprehensive income), their consolidated changes in equity and their consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Consolidated 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 Consolidated Financial Statements* Section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("the 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 opinion on the Consolidated Financial Statements.

Key Audit matters

Key audit matters ("KAM") are those matters that, in our professional judgement, were of most significance in our audit of the Consolidated Financial Statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	Inventory Existence: The Company has an inventory of Rs. 8,081.99 Lakhs as at 31st March, 2026. Within each location, inventory is stored in packet and drums at factory. This is a key audit matter because of the • Significance of the inventory balance to the statement of financial position and • Complexity involved in determining inventory quantities on hand due to the number, conversion from litre to Kgs., location and diversity of inventory storage locations	We attended inventory counts at factory, which we selected based on financial significance and risk. We performed the following procedures at each site: • Selected a sample of inventory items and compared the quantities we counted; • Observed a sample of managements inventory count procedures to assess compliance with Company Policy and • Made enquiries regarding obsolete inventory items and inspected the condition of items counted. We have also evaluated a selection of controls over inventory existence across the Company.
2	Trade Receivables: Trade receivables comprise a significant portion of the current assets of the Company and serve as security for a majority of the Company's short-term debt. As indicated in Note 11 to the financial statements. The receivables provision has been made based on Expected Credit Loss method. Accordingly, the estimation of the allowance for trade receivables is a significant judgement area and is therefore considered a key audit matter.	We assessed the validity of material long outstanding receivables by obtaining third-party confirmations of amounts receivable. We also considered payments received subsequent to year-end, past payment history and unusual patterns to identify potentially impaired balances. The assessment of the appropriateness of the allowance for trade receivables comprised a variety of audit procedures across the Company including: Assessing the appropriateness and reasonableness of the assumptions applied in the managements' assessment of the receivables allowance; • Consideration of the creditworthiness of significant trade receivables over 270 days; • Consideration and concurrence of the agreed payment terms; • Verification of receipts from trade receivables subsequent to year-end; • Considered the completeness and accuracy of the disclosures. To address the risk of management bias, we evaluated the results of audit procedures on other key balances to assess whether or not there was an indication of bias. We were satisfied that the Company's trade receivables are fairly valued and adequately provided. We further considered whether the provisions were understated and concluded that they were appropriate in all material respects, and disclosures related to trade receivable in the financial statements are appropriate.

Information other than Financial Statements & Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the preparation of other information. The other information comprises the information included in the Holding Company's Annual Report, but does not include the consolidated financial statements, and our auditor's report thereon. Our opinion on the Consolidated 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 Consolidated Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the 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, since the Holding Company's annual report is expected to be made available to us after the date of this auditor's report.

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

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation and presentation of these Consolidated Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the Companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the respective 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 the 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of each Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting, unless the respective Board of Directors either intend to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors and those charged with governance included in the Group are also responsible for overseeing the financial reporting process of respective Company.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated 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 Consolidated Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated 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. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company and its Subsidiary has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by 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 ability of the Group 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 Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the consolidated financial statements.

Materiality is the magnitude of misstatements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Statement 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 Consolidated Financial Statements.

We communicate with those charged with governance of the Company and such other entity included in the consolidated financial statements of which we are the independent auditors 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the **"Annexure A"** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, 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 purpose of our audit of the aforesaid consolidated financial statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
 - c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of consolidated financial statements.
 - d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e) Based on the written representations received from the directors as on 31st March, 2026 taken on record by the Board of Directors of respective companies, none of the directors is disqualified as on 31st March, 2026, 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 Holding Company and its Subsidiary Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure B"**.
 - g) In our opinion and according to the information and explanations given to us, the remuneration paid by the Holding Company to its directors during the current 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 Group has confirmed that there are no pending litigations, impacting financial position of the Group.
 - ii. The Group did not have any material foreseeable losses on long-term contracts, including derivative contracts, during the year ended 31st March, 2026.
 - iii. There has been no delay in transferring amount which were required to be transferred to the Investor Education and Protection Fund by the Holding Company. Further, there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Subsidiary Company.
 - iv. The management of the respective Companies within the Group has represented that, to the best of its knowledge and belief,
 - a. no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its Subsidiary Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Holding Company or its Subsidiary Company or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
 - b. no funds have been received by the Holding Company or its Subsidiary Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or its Subsidiary Company shall:
 - 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 to or on behalf of the Ultimate Beneficiaries.
 - c. Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above contain any material misstatement.

- v. As stated in Note 17(viii) of the Consolidated financial statements:
 - a. The final dividend proposed in the previous year, declared and paid by the Holding during the year is in accordance with Section 123 of the Act, as applicable.
 - b. The interim dividend declared and paid by the Holding during the year and until the date of this report is in a compliance with Section 123 of the Act.
 - c. The Board of Directors of the Holding Company have not proposed any final dividend for the year.
 - d. The Board of Directors of the Subsidiary company has not proposed or paid any dividend during the year.
- vi. Based on our examination, which included test checks, the Parent and its subsidiary company have used accounting software systems for maintaining its books of account for the financial year ended March 31, 2026 which have the feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software systems. Further, during the course of our audit We did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Companies as per the statutory requirements for record retention.

For **Bhuta Shah & Co LLP**

Chartered Accountants

Firm Reg. No.:101474W / W100100

Atul Gala

Partner

Membership No.: 048650

UDIN: 26048650DPQH06730

Place: Mumbai

Date: 14th May, 2026

Annexure A to the Independent Auditor's Report on the Consolidated Financial Statements

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' Section of our report of even date)

(xxi). In our opinion and according to the information and explanations given to us, Holding and Subsidiary Company incorporated in India and included in the consolidated financial statements, have unfavorable remark given in their reports under the Companies (Auditor's Report) Order, 2020 (CARO):

Sr. No	Name of the entity	CIN	Relationship	Clause no. of the CARO report which is unfavorable
1.	Vidhi Specialty Food Ingredients Limited	L24110MH1994PLC076156	Holding Company	Clause ii(b), iii(c) , (d), (e) & (f), vii(a)
2.	Arjun Food Colorants Manufacturing Private Limited	U24111MH1995PTC092460	Subsidiary	Clause xvii

For **Bhuta Shah & Co LLP**

Chartered Accountants

Firm Reg. No.:101474W / W100100

Atul Gala

Partner Membership No.: 048650

UDIN: 26048650DPQHUE6730

Place: Mumbai

Date: 14th May, 2026

Annexure B to the Independent Auditor's Report on the Consolidated Financial Statements on the Consolidated Financial Statements of Vidhi Specialty Food Ingredients Limited for the year ended 31st March, 2026

Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' Section of our report of even date)

Management's Responsibilities for Internal Financial Controls

The Management of the respective Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Respective 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 the respective 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 internal financial controls over financial reporting of the Group 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 Institute of Chartered Accountants of India ("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. 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 over financial reporting were 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 over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of the internal controls 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 consolidated 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 internal financial controls system over financial reporting of the Holding and its Subsidiary Company.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting 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 over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable 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 authorizations of management and directors of the Company;

and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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 over Financial Reporting

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 over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In conjunction with our audit of the consolidated financial statements of the **Vidhi Specialty Food Ingredients Ltd** ("the Holding Company") as of and for the year ended 31st March, 2026, we have audited the internal financial controls with reference to financial statements of the Holding Company and the Subsidiary Company incorporated in India under the Companies Act, 2013 as of that date.

In our opinion, the Holding Company and the Subsidiary Company incorporated in India, have, in all material respects, adequate internal financial controls with reference to Consolidated Financial Statements and such internal financial controls were operating effectively as at 31st March, 2026, based on the internal financial controls with reference to consolidated financial statements criteria established by the respective Company considering the essential components of such internal controls stated in the Guidance Note issued by the Institute of Chartered Accountants of India (the "Guidance Note").

For **Bhuta Shah & Co LLP**

Chartered Accountants

Firm Reg. No.:101474W / W100100

Atul Gala

Partner

Membership No.: 048650

UDIN: 26048650DPQH06730

Place: Mumbai

Date: 14th May, 2026

Consolidated Balance Sheet as at March 31, 2026

(₹ in lakhs)

	Notes	As at March 31, 2026	As at March 31, 2025
ASSETS			
I Non-current assets			
Property, plant and equipment	3	13,298.56	12,570.01
Right of use assets	4	99.44	135.13
Capital work in progress	5	390.54	395.05
Goodwill	6	714.85	726.86
Financial assets			
(i) Investment	7	-	-
(ii) Other financial assets	8	379.13	199.20
Other non-current assets	9	113.96	347.79
Total non-current assets		14,996.48	14,374.04
II Current assets			
Inventories	10	8,081.99	7,492.60
Financial assets			
(i) Trade receivables	11	14,296.03	12,855.71
(ii) Cash and Cash equivalents	12	1,152.74	1,984.32
(iii) Bank balances other than (iii) above	13	843.61	760.30
(iv) Loans	14	108.66	125.54
(v) Other financial assets	15	107.20	173.14
Current tax assets (net)		-	-
Other current assets	16	2,275.70	1,840.43
Total current assets		26,865.93	25,232.04
Total assets		41,862.40	39,606.07
EQUITY AND LIABILITIES			
I Equity			
Equity share capital	17	500.20	500.20
Other equity	18	32,282.71	29,608.95
Total equity attributable to owners of the Company		32,782.91	30,109.15
Total equity		32,782.91	30,109.15
Liabilities			
II Non-current liabilities			
Financial liabilities			
(i) Borrowings	19	2.07	2.07
(ii) Lease liabilities	20	77.37	114.59
Provisions	21	132.48	77.68
Deferred tax liabilities (net)	22	735.68	652.15
Total non-current liabilities		947.60	846.49
III Current liabilities			
Financial liabilities			
(i) Borrowings	23	5,645.89	6,409.88
(ii) Lease liabilities	24	37.21	33.19
(ii) Trade payables	25		
(a) Trade payables - MSME		387.43	41.24
(b) Trade payables - other than MSME		1,701.59	1,864.00
(iii) Other financial liabilities	26	286.06	171.17
Other current liabilities	27	41.50	85.87
Current tax liabilities	28	32.22	45.09
Total current liabilities		8,131.89	8,650.43
Total Liabilities		9,079.49	9,496.92
Total Equity and Liabilities		41,862.40	39,606.07

Material accounting policies

1-2

The notes referred to above form an integral part of the financial statements 3-55

As per our report of even date attached

For Bhuta Shah & Co LLP

Chartered Accountants

Firm Registration No: 101474W / W100100

For and on behalf of the Board of Directors of

Vidhi Specialty Food Ingredients Limited**Atul Gala**

Partner

Membership No. 048650

Bipin M Manek

Chairman & Managing Director

DIN No. 00416441

Mihir B Manek

Joint Managing Director

DIN No. 00650613

Mitesh D Manek

Chief Financial Officer

Anupam Vyas

Company Secretary

Place : Mumbai

Date : 14/05/2026

Place : Mumbai

Date : 14/05/2026

Place : Mumbai

Date : 14/05/2026

Consolidated Statement of Profit and Loss for the year ended March 31, 2026

(₹ in lakhs)

	Notes	For the year ended March 31, 2026	For the year ended March 31, 2025
I Income			
Revenue from operations	29	38,002.62	38,230.30
Other income	30	178.74	157.78
Total income		38,181.36	38,388.08
II Expenses			
Cost of raw materials and components consumed	31	18,662.26	21,491.13
Purchases of stock in trade	32	3,716.57	3,223.72
Change in inventories of finished goods, stock in trade and work-in-progress	33	(748.08)	(947.18)
Employee benefits expense	34	1,614.02	1,275.98
Finance costs	35	476.53	247.96
Depreciation and amortisation expense	36	923.26	759.29
Other expenses	37	6,958.45	6,338.62
Total expenses		31,603.01	32,389.52
III Profit before exceptional items and tax		6,578.35	5,998.56
Exceptional items		-	-
IV Profit before tax		6,578.35	5,998.56
V Income tax expense	22		
Current tax		1,595.00	1,415.00
Short / Excess Provision of Tax		12.71	(43.93)
Deferred tax charge/(credit)		74.92	287.87
Total tax expense		1,682.63	1,658.94
VII Profit for the year		4,895.72	4,339.62
VIII Other comprehensive income			
(a) Items that will not be reclassified to profit or loss in subsequent periods			
(i) Remeasurements gains/(losses) on defined benefit plans		34.16	(7.36)
(ii) Income tax effect on above		(8.60)	1.85
Other comprehensive income for the year, net of tax		25.56	(5.51)
IX Total comprehensive income for the year, net of tax		4,921.28	4,334.11
X Earnings per equity share [nominal value of share ₹ 1 (Previous year ₹ 1)]			
Basic earning per share(₹)	53	9.80	8.68
Diluted earning per share(₹)		9.80	8.68

Material accounting policies**1-2****The notes referred to above form an integral part of the financial statements 3-55**

As per our report of even date attached

For Bhuta Shah & Co LLP

Chartered Accountants

Firm Registration No: 101474W / W100100

For and on behalf of the Board of Directors of
Vidhi Specialty Food Ingredients Limited**Atul Gala**

Partner

Membership No. 048650

Bipin M Manek

Chairman & Managing Director

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Mitesh D Manek

Chief Financial Officer

Mihir B Manek

Joint Managing Director

DIN No. 00650613

Anupam Vyas

Company Secretary

Place : Mumbai

Date : 14/05/2026

Place : Mumbai

Date : 14/05/2026

Place : Mumbai

Date : 14/05/2026

Consolidated Cashflow statement for the Financial Year ended March 31, 2026

(₹ in lakhs)

	For the year ended March 31, 2026	For the year ended March 31, 2025
A Cash flows from operating activities :		
Profit before tax	6,578.35	5,998.56
<u>Adjustments to reconcile profit before tax to net cash flows</u>		
Depreciation and amortisation expense	923.26	759.29
Interest income on bank deposits and others	(137.16)	(101.73)
Finance costs	465.10	238.51
Interest on Lease Liability	11.43	9.45
Provision for impairment of trade receivable and other assets provided for / (written back)	177.94	221.03
Expected Credit loss	(35.57)	66.67
Re-measurement gains / (losses) on defined benefit plans net of tax	25.56	-
Capital work in progress write off	4.51	
Operating Profit before working capital changes	8,013.42	7,191.78
Movement in working capital		
(Increase)/ Decrease in inventories	(589.39)	(1,860.04)
(Increase)/ Decrease in trade receivables	(1,582.69)	(4,309.71)
(Increase)/ Decrease in loans and advances	16.88	(3.09)
(Increase)/ Decrease in other financial assets	(113.99)	47.51
(Increase)/ Decrease in Other non-current assets	233.83	(310.74)
(Increase)/Decrease in Other current assets	(435.27)	(92.24)
Increase/ (Decrease) in trade payables	183.78	353.01
Increase/ (Decrease) in other financial liabilities	114.89	(63.89)
Increase/ (Decrease) in other liabilities	(44.37)	(83.78)
Increase/ (Decrease) in provisions	54.80	6.31
Cash generated from operations	5,851.89	875.12
Income tax paid (net of refund)	(1,611.98)	(1,331.13)
Net Cash flows from operating activities (A)	4,239.91	(456.01)
B Cash flows from investing activities		
Purchase of property, plant and equipment and intangible assets	(1,604.11)	(742.13)
Investment in Fixed Deposits	(79.70)	(47.64)
Interest received on bank deposits	137.16	101.73
Net cash used in investing activities (B)	(1,546.65)	(688.04)
C Cash flows from financing activities		
Proceeds/ (Repayment) of Long Term Borrowings (net)	(0.00)	(35.02)
Proceeds from/ (repayment of) short term borrowings (net)	(763.99)	4,466.83
Payment of Lease Liability	(44.63)	(25.70)
Interest paid on borrowings	(465.10)	(238.51)
Payment of dividend	(2,251.13)	(2,249.92)
Net cash used in financing activities (C)	(3,524.84)	1,917.68
Net Increase/ (decrease) in cash and cash equivalents(A+B+C)	(831.58)	773.63
Cash and cash equivalents as at beginning	1,984.32	1,210.69
Effects of exchange rate changes on cash and cash equivalents		
Cash and cash equivalents as at closing	1,152.74	1,984.32

Note :

- The above Cash flow statement has been prepared under the "Indirect Method" as set out in Ind As 7 Specified under section 133 of the companies Act, 2013.

2 Components of cash and cash equivalents

₹ In lakhs

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Cash and cash equivalents		
Balances with banks		
In current / cash credit accounts	369.45	354.37
Deposits with a original maturity of less than three months	769.66	1,615.26
Cash on hand	13.62	14.68
Cash and cash equivalents at the end of the year	1,152.74	1,984.32

Material accounting policies**1-2****The notes referred to above form an integral part of the financial statements 3-55**

As per our report of even date attached

For Bhuta Shah & Co LLP

Chartered Accountants

Firm Registration No: 101474W / W100100

For and on behalf of the Board of Directors of

Vidhi Specialty Food Ingredients Limited**Atul Gala**

Partner

Membership No. 048650

Bipin M Manek

Chairman & Managing Director

DIN No. 00416441

Mihir B Manek

Joint Managing Director

DIN No. 00650613

Mitesh D Manek

Chief Financial Officer

Anupam Vyas

Company Secretary

Place : Mumbai

Date : 14/05/2026

Place : Mumbai

Date : 14/05/2026

Place : Mumbai

Date : 14/05/2026

Consolidated Statement of changes in equity for the year ended March 31, 2026**a) Equity share capital**

Particulars	Amount
Balance as at April 01, 2024	500.20
Issue of equity shares ₹1/- each	
Balance as at March 31, 2025	500.20
Issue of equity shares ₹1/- each	
Balance as at March 31, 2026	500.20

(b) Other equity

₹ In lakhs

Particulars	Capital reserves	General reserves	Retained earnings	Total other equity
As at April 01, 2024	7.77	2,445.01	25,069.59	27,522.37
Profit for the year	-	-	4,339.62	4,339.62
Other comprehensive income for the year	-	-		
Re-measurement gains / (losses) on defined benefit plans net of tax	-	-	(5.51)	(5.51)
Total Comprehensive income for the year	-	-	4,334.11	4,334.11
Transactions with owners in their capacity as owners:				
Dividend paid during the year	-	-	(2,247.53)	(2,247.53)
Transfer to General Reserve	-	-	-	-
As at March 31, 2025	7.77	2,445.01	27,156.18	29,608.95
Profit for the year	-	-	4,895.72	4,895.72
Other comprehensive income for the year	-	-		
Re-measurement gains / (losses) on defined benefit plans net of tax	-	-	25.56	25.56
Total Comprehensive income for the year	-	-	4,921.28	4,921.28
Transactions with owners in their capacity as owners:				
Dividend paid during the year	-	-	(2,247.53)	(2,247.53)
As at March 31, 2026	7.77	2,445.01	29,829.93	32,282.71

The accompanying notes form an integral part of the Consolidated financial statements

Material accounting policies**1-2****The notes referred to above form an integral part of the financial statements 3-55**

As per our report of even date attached

For Bhuta Shah & Co LLP

Chartered Accountants

Firm Registration No: 101474W / W100100

For and on behalf of the Board of Directors of

Vidhi Specialty Food Ingredients Limited**Atul Gala**

Partner

Membership No. 048650

Bipin M Manek

Chairman & Managing Director

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Anupam Vyas

Company Secretary

Place : Mumbai

Date : 14/05/2026

Place : Mumbai

Date : 14/05/2026

Place : Mumbai

Date : 14/05/2026

Notes to Financial Statements for the year ended March 31, 2026

(1). Corporate Information:

The Company was incorporated on 19th January, 1994 and is engaged in the business of manufacturing and trading in synthetic food colors and trading in chemicals. The company was formerly known as "Vidhi Dyestuffs Manufacturing Limited" and w.e.f. 25th August, 2016, it is changed to "Vidhi Specialty Food Ingredients Limited".

The equity shares of the company are listed on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) in India..

Authorization of financial statements

The consolidated financials statements were authorised for issue in accordance with a resolution of the Board of Directors passed on 14th May 2026.

(2) Material Accounting Policies:

(i) Basis of preparation

The Financial Statements comply with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standard) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rule, 2014 (IGAAP), which was the previous GAAP.

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

(ii) Use of Estimates

Preparation of financial statements in conformity with Ind AS requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of the financial statements. Management believes that the estimates made in the preparation of the financial statements are prudent and reasonable. Actual results could differ from those estimates. Any revision of accounting estimates is recognized prospectively in current and future periods.

(iii) Current / Non-Current classification

The normal operating cycle of the Company is 12 months. Assets and Liabilities which are expected to be realizable / payable within 12 months are to be classified as current and rest are classified as non-current.

(iv) Revenue Recognition

Revenue from sale of products is recognized on transfer of all significant risk and rewards of ownership to the customers, which is generally on dispatch of goods and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods. Sales are stated exclusive of GST and net of trade discount and quantity discount.

Dividend Income is recognized when the right to receive the dividend is established.

Interest Income is recognized on time proportion basis.

Export incentives / benefits are accounted for on accrual basis on value of exports affected during the year under consideration.

Notes to Financial Statements for the year ended March 31, 2026

(v) Income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amount for financial reporting purposes at their reporting date.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

(vi) Property, plant and equipment

- (a) Freehold land is carried at historical cost. All other property, plant and equipment are shown at cost (net of adjustable taxes) less accumulated depreciation and accumulated impairment losses. The cost of an asset comprises of its purchase price, non refundable / adjustable purchase taxes and any cost directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by the management, the initial estimate of any decommissioning obligation, if any and for assets that necessarily take a substantial period of time to get ready for their intended use, including finance costs. The purchase price is the aggregate amount paid and the fair value of any other consideration given to acquire the asset. The cost also includes trial run cost and other operating expenses such as freight, installation charges etc. The projects under construction are carried at costs comprising of costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and attributable borrowing costs.
- (b) Stores and spares which meet the definition of property, plant and equipment and satisfy the recognition criteria of Ind AS 16 are capitalized as property, plant and equipment.
- (c) When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives.
- (d) An Item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset or significant part) is included in the Statement of Profit and Loss when the asset is derecognized.
- (e) In line with the provisions of Schedule II to the Companies Act, 2013, the Company depreciates significant components of the main asset (which have different useful lives as compared to the main asset) based on the individual useful life of those components. Useful life for such components of property, plant and equipment has been assessed based on the historical experience and internal technical inputs.
- (f) Depreciation on property, plant and equipment is provided as per straight line method based on useful life prescribed under Schedule II to the Companies Act, 2013. The Company has assessed the estimated useful lives of its property, plant and equipment and has adopted the useful lives and residual value as prescribed in Schedule II.

Notes to Financial Statements for the year ended March 31, 2026

The property, plant and equipment acquired under finance lease are depreciated over the period of lease. Depreciation on stores and spares specific to an item or property, plant and equipment is based on life of the related property, plant and equipment. In other cases, the stores and spares are depreciated over their estimated useful life based on the technical assessment.

- (g) The residual values and useful lives of property, plant and equipment are reviewed at each financial year end, and changes, if any, are accounted prospectively.
- (h) Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date. These are stated at cost to date relating to items or project in progress, incurred during construction / preoperative period. Advances given towards acquisition or construction of PPE outstanding at each reporting date are disclosed as Capital Advances under "Non-current Assets".

(vii) Intangible assets

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost of the asset can be measured reliably.

Intangible assets comprising of "Computer Software" are recorded at acquisition cost and are amortized over the estimated useful life on straight line basis. Estimated useful life of software is assessed to be 10 years.

(viii) Inventories

Inventories comprise all cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing the inventories to their present location and condition.

The Inventories [Raw Materials, Traded Goods, Packaging Material, Stock in transit (RM) and Stock with Third Parties (RM)] are valued at lower of cost and net realizable value on First-In-First-Out basis (FIFO).

The Work-in-process and finished goods valued at the batch cost which comprises of cost of raw material, manufacturing expenses, labour charges and other direct expenses.

Stores and Spares are charged to the statement of profit and loss in the year of purchase.

(ix) Foreign currency Transactions

(a) Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(b) Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

(c) Exchange Differences

Exchange differences arising on the settlement of monetary items or on reporting such monetary items of Company at rates different from those at which they were initially recorded during the year, or reported in financial statements, are recognized as income or as expenses in the year in which they arise.

Notes to Financial Statements for the year ended March 31, 2026

(d) Forward Contracts

The premium or discount arising at the inception of forward exchange contracts is booked as expense or income immediately. Exchange differences on such contracts are recognized in the Statement of Profit and Loss in the year in which the exchange rates changes. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognized as income or as expense for the year.

(x) Employee benefits

All employee benefits payable wholly within 12 months of rendering services are classified as short term employee benefits. Benefits such as salaries, wages, short-term compensated absences, performance incentives etc., and the expected cost of bonus, ex-gratia are recognised during the period in which the employee renders related service.

Retirement benefits in the form of Provident Fund, Employee State Insurance and Superannuation Fund is a defined contribution scheme and the contributions are charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective funds.

Defined Contribution plan:

The Company contributes to a gratuity fund which has taken a group policy with Life Insurance Corporation of India for future payments of gratuity to retiring employees. The premium has been so adjusted as to cover the liability under the scheme in respect of all employees at the end of their future anticipated services with the company.

Defined Benefit Plans:

The Company contributes to a gratuity fund which has taken a group policy with Life Insurance Corporation of India for future payments of gratuity to retiring employees. The premium has been so adjusted as to cover the liability under the scheme in respect of all employees at the end of their future anticipated services with the company.

(xi) Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if it conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as Lessee

The Company's lease asset classes primarily consist of leases for land and buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

Notes to Financial Statements for the year ended March 31, 2026

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

(xii) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

(xiii) 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.

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.

Contingent liability is disclosed in the case of:

- Present obligation arising from past event, when it is not probable that an outflow of resources will be required to settle the obligation.
- A present obligation arising from past event, when no reliable estimate is possible.
- A possible obligation arising from past events, unless the probability of outflow of resources is remote. Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

Notes to Financial Statements for the year ended March 31, 2026

(xiv) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

(xv) Financial instruments

(a) Financial assets:

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in case of financial asset not recorded at fair value through profit or loss, transaction cost that are attributable to the acquisition of the financial asset.

Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial asset measured at amortised cost.

Subsequent measurement

For purposes of subsequent measurement financial assets are classified into two broad categories:

- Financial asset at fair value
- Financial asset at amortised cost

Where assets are measured at fair value, gains and losses are either recognised entirely in the statement of profit or loss (i.e. fair value through profit or loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income).

A financial asset that meet the following two conditions is measured at amortised cost (net of any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option.

- Business model test: the objective of the Company's model is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realise its fair value changes)
- Cash flow characteristics test: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

A financial asset that meet the following two conditions is measured at fair value through other comprehensive income unless the asset is designated at fair value through profit or loss under the fair value option.

- Business model test: the financial asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling the financial assets
- Cash flow characteristics test: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

Debt Instruments included within the fair value through profit or loss (FVTPL) category are measured at fair value with all changes recognized in the statement of profit or loss.

Equity Instruments: All equity instruments within scope of Ind AS 109 are measured at fair value. Equity instruments which are classified as held for trading are measured at FVTPL. For all other equity instruments, the company decides to measure the same either at fair value through other comprehensive income (FVTOCI) or FVTPL. The Company makes such selection on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

Notes to Financial Statements for the year ended March 31, 2026

For equity instruments measured at FVTOCI, all fair value changes on the instrument, excluding dividends, are recognised in Other Comprehensive Income (OCI). There is no recycling of the amounts from OCI to Statement of profit or loss, even on sale of such instruments.

The Investments are measured at Fair Market Value. The diminution in the market value of investments is not considered unless such diminution is considered permanent and accordingly provision for diminution is made in books of accounts.

All other financial asset is measured at fair value through profit or loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either
 - a) the Company has transferred substantially all the risks and rewards of the asset, or
 - b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a passthrough arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets:

In accordance with Ind-AS 109, the company applies Expected Credit Losses (ECL) model for measurement and recognition of impairment loss on trade receivables and other advances. The company follows "Simplified Approach" for recognition of impairment loss on these financial assets. The application of simplified approach does not require the company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

(b) Financial liabilities:

Initial recognition and measurement:

Financial Liabilities are classified at initial recognition as:

- (i) Financial liabilities at fair value through profit or loss,
- (ii) Loans and borrowings, payables, net of directly attributable transaction costs or
- (iii) Derivatives designed as hedging instruments in an effective hedge, as appropriate.

The company's financial liabilities include trade and other payables, loans and borrowings including derivative financial instruments.

Notes to Financial Statements for the year ended March 31, 2026

Subsequent measurement:

The measurement of financial liabilities depends on their classification, as described below:

Borrowings:

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs.

Borrowings are removed from the Balance Sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished and the consideration paid is recognised in the Statement of Profit and Loss as other gains / (losses).

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender has agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

Trade and other payables:

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial period which are unpaid. The amounts are unsecured and are usually paid within twelve months of recognition. Trade and other payables are presented as current liabilities unless payment is not due within twelve months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

Derivative financial instruments:

The Company uses derivative financial instruments, such as foreign exchange forward contracts to hedge its foreign currency risks. Whenever need arises, such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value at the end of each reporting period. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Loans and borrowings – subsequent measurement

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the Effective Interest Rate (EIR) amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the Effective Interest Rate (EIR). The Effective Interest Rate (EIR) amortisation is included as finance costs in the statement of profit and loss.

Notes to Financial Statements for the year ended March 31, 2026

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

(xvi) Investment Property

Investment properties are properties held to earn rentals and / or for capital appreciation (including property under construction for such purpose). Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with the requirements of Ind AS 16 for cost model.

An investment property is derecognized upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property is included in the Statement of Profit and Loss in the period in which the property is derecognized.

(xvii) Borrowing Costs

Borrowing costs are charged to Statement of Profit and Loss except to the extent attributable to acquisition / construction of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale.

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

(xviii) Impairment of Non-financial Assets

At each balance sheet date, an assessment is made of whether there is any indication of impairment.

If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated.

Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2026, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

3. Property, Plant and Equipment

Notes to Financial Statements for the year ended March 31, 2026

₹In lakhs

Particulars	Leasehold Land	Freehold land	Factory Building	Administrative Building	Plant and Machinery	Furniture and Fixtures	Vehicles	Office equipment	Computers	Electrical Installation	Solar Power Project	Total	Capital work in progress	Grand total
Gross carrying amount														
As at April 01, 2024	3.75	518.59	6,650.49	337.73	5,685.38	45.65	341.68	7.46	0.14	537.01	924.60	15,052.48	6,845.33	21,897.81
Addition/ Deletion due to other reason (business acquisition/disposal etc)	-	-	2.35	1.76	621.35	-	109.02	-	-	7.65	-	742.13	(6,450.28)	(5,708.15)
As at March 31, 2025	3.75	518.59	6,652.84	339.49	6,306.73	45.65	450.70	7.46	0.14	544.66	924.60	15,794.61	395.05	16,189.66
Addition/ Deletion due to other reason (business acquisition/disposal etc)	-	616.66	145.25	542.01	277.60	-	22.60	-	-	-	-	1,604.12	(4.51)	1,599.61
As at March 31, 2026	3.75	1,135.25	6,798.09	881.50	6,584.33	45.65	473.30	7.46	0.14	544.66	924.60	17,398.73	390.54	17,789.27
Accumulated depreciation														
As at April 01, 2024	-	22.83	464.60	89.77	1,502.43	4.14	178.09	7.46	0.14	147.17	85.83	2,502.43	-	2,502.43
Depreciation charge for the year		4.53	241.79	13.89	339.03	4.52	38.77	-	-	45.06	34.58	722.17	-	722.17
As at March 31, 2025	-	27.36	706.39	103.66	1,841.46	8.66	216.86	7.46	0.14	192.23	120.41	3,224.60	-	3,224.60
Depreciation charge for the year		27.90	268.33	21.66	427.02	4.52	42.49	-	-	49.06	34.58	875.57	-	875.57
As at March 31, 2026	-	55.26	974.72	125.32	2,268.48	13.18	259.35	7.46	0.14	241.29	154.99	4,100.17	-	4,100.17
Net Carrying amounts														
As at March 31, 2025	3.75	491.23	5,946.45	235.83	4,465.27	36.99	233.84	-	-	352.43	804.19	12,570.01	395.05	12,965.06
As at March 31, 2026	3.75	1,080.00	5,823.37	756.17	4,315.85	32.48	213.95	-	-	303.39	769.59	13,298.56	390.54	13,689.10

Notes:-

- (a) Plant and machinery are hypothecated/charged as primary and collateral security against working capital borrowings availed from banks
- (a) Leasehold land represents land obtained on long term lease from various Government authorities having lease ranging terms between 30 years to 95 years.

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

4 Right of use assets and leases liabilities

(i) Right of use assets: The Company/Group's lease asset primarily consist of :

(a) Leasehold building represents property taken on lease having lease terms between 36 to 60 months

(ii) The following is carrying value of right of use assets and movement thereof:

Particulars	Building	Total
As at April 01, 2024	79.75	79.75
Additions during the year	105.71	105.71
Disposal during the year	-	-
Foreign currency translation impact	-	-
As at March 31, 2025	185.46	185.46
Additions during the year	-	-
Disposal/adjustment during the year	-	-
Foreign currency translation impact	-	-
As at March 31, 2026	185.46	185.46
Accumulated depreciation		
As at April 01, 2024	25.22	25.22
Depreciation for the year	25.11	25.11
Deductions/ Adjustments (net)	-	-
As at March 31, 2025	50.33	50.33
Depreciation for the year	35.68	35.68
Foreign currency translation impact	-	-
As at March 31, 2026	86.01	86.01
Carrying amounts (net)		
As at March 31, 2025	135.13	135.13
As at March 31, 2026	99.44	99.44

(iii) The movement in lease liabilities is as follows:

Particulars	As at March 31, 2026	As at March 31, 2025
Balance at the beginning	147.78	58.32
Addition during the year	-	105.71
Finance cost accrued during the year	11.43	9.45
Payment of lease liabilities	(44.63)	(25.70)
Balance at the end	114.58	147.78

Particulars	As at 31 March 2026	As at 31 March 2025
Current maturities of lease liabilities	37.21	33.19
Non-current lease liabilities	77.37	114.59
Total	114.58	147.78

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

(iv) Amount recognised in the statement of Profit and loss during the year:

Particulars	As at 31 March 2026	As at 31 March 2025
Depreciation charge of right of use assets	35.68	25.11
Finance cost incurred during the year	11.43	9.45
Total	47.11	34.56

(v) Maturity analysis of undiscounted lease

Particulars	As at 31 March 2026	As at 31 March 2025
Payable within one year	45.54	44.63
Payable between one to five years	84.91	130.45
Total	130.45	175.07

(vi) The Company does not face significant liquidity risk with regard to its lease liabilities as the current financial position is sufficient to meet the obligation related to lease liabilities as and when they fall due.

(vii) Non-cash investing activities during the year

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Acquisition of right of use assets	-	105.71

5 Capital Work in Progress

(a) Leasehold land represents land obtained on long term lease from various Government authorities having lease ranging terms between 30 years to 95 years

(b) Ageing of capital work-in-progress is as below:

As at March 31, 2026

Particulars	As at March 31, 2026	As at March 31, 2025
Projects in progress		
Less than 1 Year	-	-
1 - 2 years	-	-
2 - 3 years	-	4.87
More than 3 years	-	390.18
Projects temporarily suspended		
Less than 1 Year	-	-
1 - 2 years	-	-
2 - 3 years	-	-
More than 3 years	390.54	-
TOTAL	390.54	395.05

(c) The asset continues to remain under Capital Work-in-Progress for approximately three years and presently stands suspended due to pending receipt of the Environmental Clearance Certificate and related regulatory approvals. Management is actively pursuing the necessary approvals and is confident of obtaining the same, upon which the asset will be capitalised. Based on the information and explanations provided to us, we have no reason to believe otherwise.

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

6 Goodwill and Other Intangible assets

Particulars	Goodwill	Total intangible assets
Gross carrying amount		
As at April 01, 2024	798.92	798.92
Additions during the year	-	-
Disposals/adjustments	-	-
Addition/Deletion due to other reason (business acquisition/disposal etc)	-	-
Foreign currency translation impact	-	-
As at March 31, 2025	798.92	798.92
Additions during the year	-	-
Disposals/adjustments	-	-
Addition/Deletion due to other reason (business acquisition/disposal etc)	-	-
Foreign currency translation impact	-	-
As at March 31, 2026	798.92	798.92
Accumulated amortisation		
As at April 01, 2024	60.05	60.05
Amortisation for the year	12.01	12.01
Disposals/adjustments	-	-
Addition/ Deletion due to other reason (business acquisition/disposal etc)	-	-
Foreign currency translation impact	-	-
As at March 31, 2025	72.06	72.06
Amortisation for the year	12.01	12.01
Addition/ Deletion due to other reason (business acquisition/disposal etc)	-	-
Disposals/adjustments	-	-
Foreign currency translation impact	-	-
As at March 31, 2026	84.07	84.07
Net Carrying amount		
As at March 31, 2025	726.86	726.86
As at March 31, 2026	714.85	714.85

7 Investments

(i) Investments in Equity Shares

Particulars	Non-Current	Current
	As at March 31, 2026	As at March 31, 2025
Quoted investments measured at fair value through profit and loss:		
Ontrack System Limited {10,057 Equity Shares (March 31, 2025: 10,057) of Face Value ₹ 10/- each, fully paid up}	0.15	0.15
	0.15	0.15
Aggregate market value of quoted investments measured at fair value through profit and loss	0.15	0.15
Aggregate amount of impairment in value of investments	(0.15)	(0.15)
Aggregate amount of Quoted Investments - net	-	-

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

8 Non Current - Other financial assets (Unsecured, considered good unless otherwise stated)

Particulars	As at March 31, 2026	As at March 31, 2025
Derivatives financial instruments		
Financial assets measured at amortised cost		
Security deposits	206.97	199.20
Deposits with original maturity of more than twelve months	172.16	-
Total	379.13	199.20

9 Other non-current assets

Particulars	As at March 31, 2026	As at March 31, 2025
Capital advances	105.01	332.18
Prepaid expenses	8.94	15.61
Total	113.96	347.79

10 Inventories

Particulars	As at March 31, 2026	As at March 31, 2025
(Valued at lower of cost and net realisable value unless otherwise stated)		
Raw material and components	2,420.08	2578.76
Work-in-progress	1,767.86	1883.41
Finished goods	3,032.09	2260.47
Traded goods	861.97	769.96
Total	8,081.99	7,492.60

Notes:

- (a) Inventory hypothecated as security for borrowing by the Company refer note no. 23.1.
- (b) During the year ended March 31, 2026, the value of raw materials in transit included in above amounted to ₹ 255.94 Lakhs (March 31, 2025: ₹ 245.60 Lakhs).

Financial liabilities

11 Trade receivables

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Trade receivables (valued at amortised cost)		
(Unsecured)		
Trade receivables from contract with customers - considered goods - billed	14,258.93	12,681.39
Trade receivables from contract with customers - considered goods - unbilled	-	-
Trade receivables from contract with customers - considered good – related parties	37.10	174.32
Trade receivables from contract with customers - credit impaired	129.01	164.58
	14,425.04	13,020.29
less: Impairment allowance for trade receivable - credit impaired	(129.01)	(164.58)
Total	14,296.03	12,855.71

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

(a) Trade receivables Ageing Schedule

As at March 31, 2026

Undisputed Trade receivables - considered good	Year ended March 31, 2026	Year ended March 31, 2025
Unbilled Revenue		-
Less than 6 Months	13402.51	12,561.15
6 months - 1 year	884.72	220.21
1 - 2 years	7.67	18.80
2 - 3 years	1.13	3.55
More than 3 years	-	52.04
Total	14,296.03	12,855.71

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Unbilled Revenue	-	-
Less than 6 Months	-	-
6 months - 1 year	65.78	8.27
1 - 2 years	16.20	36.75
2 - 3 years	1.13	8.40
More than 3 years	45.90	111.16
Total	129.01	164.58

(b) The movement in allowance for expected credit loss on credit impairment trade receivables is as follows:

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
The movement in allowance for expected credit loss on credit impairment trade receivables is as follows:		
Balance as at beginning of the year	164.58	97.91
Addition/(Reversal) during the year	(35.57)	66.67
Utilisation of provision during the year	-	-
Balance as at the end of the year	129.01	164.58

(c) Trade receivables includes ₹ 37.10 Lakhs (March 31, 2025: ₹ 174.32 Lakhs) due from Private company/ proprietorship firms in which director / relative of director of the company is director/proprietor respectively. Apart from this there is no other trade or other receivable are due from directors or other officers of the parent company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director of parent company is a partner, a director or a member refer note 41.

12 Cash & Cash equivalents

Particulars	As at March 31, 2026	As at March 31, 2025
Cash and cash equivalents (valued at amortised cost)		
Balances with banks		
In current / cash credit accounts	369.45	354.37
Deposits with a original maturity of less than three months {refer note (b)}	769.66	1615.26
Cash on hand	13.62	14.68
Total	1,152.74	1,984.32

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Notes:

- (a) There are no restrictions with regard to cash and cash equivalents as at the end of the reporting year and prior year.
- (b) Short-term deposits are made of varying periods upto 90 days depending on the immediate cash requirements and earn interest at the respective short-term deposits rates.

13 Other Bank balances

Particulars	As at March 31, 2026	As at March 31, 2025
Unpaid dividend accounts	29.07	25.47
Deposits with original maturity of more than three months but less than twelve months {refer note (a)}	814.53	734.82
Total	843.61	760.30

Notes:

The deposits maintained with banks comprise of the time deposits, which may be withdrawn at any point of time without prior notice and are made of varying periods between 3 months to 12 months depending on the immediate cash requirements and earn interest at the respective short-term deposit rates.

14 Current - Loans & Advances

Particulars	As at March 31, 2026	As at March 31, 2025
Loan to employees	108.66	125.54
Total	108.66	125.54

15 Current - Other financial assets

Particulars	As at March 31, 2026	As at March 31, 2025
Financial assets measured at amortised cost		
Incentive receivable	91.45	148.22
Other Receivable	15.75	24.92
Total	107.20	173.14

16 Other Current assets

Particulars	As at March 31, 2026	As at March 31, 2025
Advances recoverable in cash or kind	1,192.06	599.21
Prepaid expenses	96.29	391.62
Balances with government authorities considered good	987.35	849.60
Total	2,275.70	1,840.43

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

17 Share Capital

Particulars		As at March 31, 2026		As at March 31, 2025	
		Number	Amount	Number	Amount
(i)	Authorised Equity Share Capital				
	Equity shares capital				
	Equity shares of ₹1/- each with voting rights	6,00,00,000	600.00	6,00,00,000	600.00
	Total	6,00,00,000	600.00	6,00,00,000	600.00
(ii)	Issued, subscribed and paid up				
a	Issued				
	Equity share capital				
	Equity shares of ₹1/- each with voting rights	5,00,34,000	500.34	5,00,34,000	500.34
		5,00,34,000	500.34	5,00,34,000	500.34
b	Subscribed and fully paid up				
	Equity share capital				
	Equity shares of ₹1/- each with voting rights	4,99,45,000	499.45	4,99,45,000	499.45
		4,99,45,000	499.45	4,99,45,000	499.45
c	Subscribed and not fully paid up				
	Equity share capital				
	Equity shares of ₹1/- each with voting rights	89,000	0.89	89,000	0.89
		89,000	0.89	89,000	0.89
d	Breakup of Equity share capital				
	Subscribed and fully paid up - Equity shares of ₹1/- each with voting rights	4,99,45,000	499.45	4,99,45,000	499.45
	Subscribed not fully paid up and Shares forfeited (Out of "b" above) - Equity shares of ₹1/- each with voting rights	75,000.00	0.75	75,000.00	0.75
		5,00,20,000	500.20	5,00,20,000	500.20
(iii)	Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:				
	Equity shares of ₹1/- each with voting rights				
	Balance at the beginning of the year	5,00,20,000	500.20	5,00,20,000	500.20
	Add: Issue of equity shares under right issue	-	-	-	-
	Add: Issue of equity shares on settlement of consideration payable	-	-	-	-
	Balance at the end of the year	5,00,20,000	500.20	5,00,20,000	500.20

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

(iv) Details of shareholders holding more than 5% shares in the Company::

Name of shareholders	As at March 31, 2026		As at March 31, 2025	
	No. of shares	% holding	No. of shares	% holding
Equity shares of ₹1/- each with voting rights				
Bipin M. Manek	2,610,333	5.23%	2,610,333	5.23%
Pravina B. Manek	3,490,667	6.99%	3,490,667	6.99%
Bipin Manek Family Private Trust	11,500,000	23.03%	11,500,000	23.03%
Pravina Manek Family Private Trust	13,000,000	26.03%	13,000,000	26.03%

(v) Promoter's Holding

Shares held by Promoters & Promoter Group at the end of the year

Name of shareholders	As at March 31, 2026		
	No. of shares	% Total Shares	% change during the year
Bipin M. Manek	26,10,333	5.23%	0.00%
Pravina B. Manek	34,90,667	6.99%	0.00%
Bipin Manek Family Private Trust	1,15,00,000	23.03%	0.00%
Pravina Manek Family Private Trust	1,30,00,000	26.03%	0.00%
Manek Family Private Trust	15,00,000	3.00%	0.00%

Name of shareholders	As at March 31, 2025		
	No. of shares	% Total Shares	% change during the year
Bipin M. Manek	26,10,333	5.23%	0.00%
Pravina B. Manek	34,90,667	6.99%	0.00%
Bipin Manek Family Private Trust	1,15,00,000	23.03%	0.00%
Pravina Manek Family Private Trust	1,30,00,000	26.03%	0.00%
Manek Family Private Trust	15,00,000	3.00%	0.00%

(vi) Terms/rights attached to equity shares

The Company has only one class of issued equity shares capital having par value of ₹1/- per share (31 March 2025 ₹ 1/-per share). Each shareholder is entitled to one vote per share held. The Company declares and pays dividend in Indian Rupees. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential assets, in proportion to their shareholding. The Shareholders have all other rights as available to equity shareholders as per the provisions of the Companies Act, 2013, read together with the Memorandum of Association and Articles of Association of the Company, as applicable.

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

(vii) Shares issued for consideration other than cash

There are no equity shares issued as bonus shares, issued for consideration other than cash and shares bought back during the period of 5 years immediately preceeding the reporting period

(viii) Dividend paid and proposed

Particulars	As at March 31, 2026	As at March 31, 2025
Dividend declared and paid during the year		
Final dividend of ₹ 1.50 per share for the FY 2024-25 (₹ 1.00 per share for FY 2023-24)	749.18	499.45
Interim dividend of ₹ 3.00 per share for the FY 2025-26 (₹ 3.50 per share for FY 2024-25)	1,498.35	1,748.08
	2,247.53	2,247.53
Proposed dividends on equity shares:		
No final dividend has been paid for the year ended March 31, 2026. For the year ended March 31, 2025, a final dividend of ₹ 1.50 per equity share of ₹ 1 each was recommended by the Board of Directors and approved by the shareholders at the ensuing Annual General Meeting.	-	749.18

18 Other equity:

Particulars	As at March 31, 2026	As at March 31, 2025
Capital reserves	7.77	7.77
General Reserve	2,445.01	2,445.01
Retained earnings	29,829.93	27,156.18
Total other equity	32,282.71	29,608.95
(i) Capital reserves		
Opening balance	7.77	7.77
Movement during the year	-	-
Closing balance	7.77	7.77
(ii) General Reserve		
Opening balance	2,445.01	2,445.01
Movement during the year	-	-
Closing balance	2,445.01	2,445.01
(iii) Retained earnings		
Opening balance	27,156.18	25,069.59
Add: Net profit for the year	4,895.72	4,339.62
Add: Other comprehensive income / (loss) for the year	25.56	(5.51)
Less: Dividend paid during the year	(2,247.53)	(2,247.53)
Closing balance	29,829.93	27,156.18

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

(iv) Retained earnings

Retained earning are the profits that the Company has earned till date including gain or loss on measurement of defined benefits, plans as adjusted for distribution to owners, transfers to other reserve etc.

(v) General Reserve

Under the erstwhile Companies Act 1956, General reserve was created through and annual transfer of net income at a specified percentage in accordance with applicable regulations, however the same is not required to be created under Companies Act 2013. This reserve can be utilised only in accordance with specified requirements of Companies Act 2013.

19 Non Current - Borrowings

Particulars	As at March 31, 2026	As at March 31, 2025
Borrowings (valued at amortised cost)		
Unsecured Loan		
Loans from others (refer note (i) below)	2.07	2.07
Total	2.07	2.07

Note:

(i) The details of repayment terms and rate of interest provided in respect of unsecured term loans from others are as below:

Particulars	Terms of repayment and rate of interest	As at March 31, 2026	As at March 31, 2025
Loan from director - Mihir Bipin Manek	Not payable before 1 year (Interest free)	2.07	2.07
Total		2.07	2.07

20 Non Current - Lease Liabilities

Particulars	As at March 31, 2026	As at 31 March 2025
Lease liabilities		
Lease liabilities (Refer Note No.4)	77.37	114.59
Total	77.37	114.59

21 Non Current - Provisions

Particulars	As at March 31, 2026	As at March 31, 2025
Provisions		
Provision for employee benefits		
Provision for Gratuity (Refer note no.40)	132.48	77.68
Total	132.48	77.68

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

22 Non Current - Deferred tax liabilities (net)

Particulars		For the year ended March 31, 2026	For the year ended March 31 2025
(a)	Income tax and deferred tax The major components of income tax expense for the years ended March 31, 2026 and March 31, 2025 are:		
	Income tax expense in the statement of profit and loss comprises and Other Comprehensive Income:		
	Current income tax charge	1,607.71	1,371.07
	Adjustment in respect of current income tax of previous year		
	Total current income tax	1,607.71	1,371.07
	Deferred Tax charge / (credit)		
	Relating to origination and reversal of temporary differences	83.52	286.02
	Income tax expense reported in the statement of profit or loss	1,691.23	1,657.09
(b)	Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate :		
	Accounting Profit before tax	6,578.35	5,998.56
	Applicable tax rate	25.17%	25.17%
	Computed Tax Expense	1,655.77	1,509.84
	Tax impact of items not deductible / disallowed in calculating the taxable income	29.01	51.51
	Others	6.45	95.74
	Income tax charged to Statement of Profit and Loss at effective rate of 25.17% (March 31, 2025: 25.17%)	1,691.23	1,657.09

(c) Deferred tax liabilities /assets comprises :

Particulars	For the year ended March 31, 2026	For the year ended March 31 2025
Deferred tax liabilities (net)		
Property, plant and equipment and intangible assets	818.11	717.36
Deferred Tax on OCI	7.09	-
(A)	825.20	717.36
Deferred tax assets (net)		
Security Deposit	2.68	1.04
Provision for ECL	32.46	41.42
Defined benefit obligation	40.44	19.55
Lease Liability (Net of ROU)	3.81	3.19
Bonus	10.12	
(B)	89.51	65.20
Net Deferred tax liabilities (A) - (B)	735.68	652.15

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

(d) Net Deferred tax movement:

Particulars	For the year ended March 31, 2026	For the year ended March 31 2025
Net deferred tax liabilities at the beginning of the year	652.15	366.14
Deferred tax charged/(credited) to profit and loss account during the year	74.92	287.87
Deferred tax charged/(credited) to other comprehensive income account during the year	8.60	(1.85)
Net deferred tax liabilities at the end of the year	735.68	652.15

(e) Effective tax rate has been calculated on profit before tax.

23 Current - Borrowings

Particulars	As at March 31, 2026	As at March 31,2025
Loans repayable on demand {refer note (ii) below}		
Working capital demand loan/cash credit from banks (secured) {refer note (ii) below}	5,645.89	6,409.88
Total	5,645.89	6,409.88

Note No : 23.1

The details and nature of securities provided in respect of secured working capital demand loans/cash credit from bank are as below:

(i)

Particulars	As at March 31, 2026	As at March 31,2025
Working capital loan from HDFC bank	2,393.45	4,153.30
a) 'Primary Security		
- Fixed deposits, current assets taken for LC, stock for export, export debtors, stock, book debts of the company.		
b) Collateral Security		
- Industrial- Plot No 59B,Roha Industrial Area, Dhatav Taluka, Roha MIDC-402109.		
- Commercial Property - E27 Commerce Centre, Tardeo, Mumbai - 400034.		
- Industrial- Plot No.68,Village: Dhatav Taluka, Roha Midc 402109, Near Sudarshan		
- Commercial Property Unit No.E/28 29,78 Tardeo Road, Fifth Floor ,Commerce Centre, Tardeo, Mumbai - 400034.		
- Personal Guarantees Of Alka Naresh Modi,Mihir Bipin Manek,Pravina Bipin Manek,Bipin Madhavji Manek.		
c) Interest Rate (percentage per annum) (Floating Rate)		
- 6.80% for many pre-shipment, Cash Credit and post-shipment credit lines (link to 1% Repo Rate)		
- 1% for several Letter of Credit (LC) facilities and short-term limits.		

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

(ii)	Particulars	As at March 31, 2026	As at March 31, 2025
	Working capital loan from Bank of Baroda is secured as under:	3,252.43	2,256.57
	a) Primary Security - Charge by way of hypothecation of fully insured raw material, work in progress and finished goods comprising of food colours and other material. - Charge on plant and machinery and manufacturing facility at Plot No.59B & 68, Roha, Mumbai.		
	b) Collateral Security - Factory Land and Building situated at Roha and E/ 27, E/28 and E/29, Commerce Centre, Mumbai. - Term Deposits		
	c) Interest Rate - Upto 3 Months Tenure - T Bill+1.50% i.e 6.74% for pre and post shipment credit - Over 3 Months Upto 6 Months - T Bill+1.40% i.e 6.64% for pre and post shipment credit		

- (iii) Loan from bank and others contain certain debt covenants The Company has satisfied all these debt covenants prescribed in the terms of these loans.
- (iv) The Company has not made any default in the repayment of loans to banks and other financial institutions including interest thereon.
- (v) Loans have been used for the purpose for which they were obtained and funds raised for a short term basis have not been used for long term purposes.
- (vi) In pursuant to borrowing taken by the Company from banks on security of current assets, the group is required to submit the information periodically which includes the stock statement, book debts statement, revenue, trade receivable and trade payable etc. During the current year, in one of the submissions made, the company has submitted the following financial information to banks, from whom working capital demand loan has been taken, on quarterly basis and information is not reconciled with books as follows:

Quarter ending	Amount as per books of account	Amount as reported in the quarterly return / statement of BOB	Amount as reported in the quarterly return / statement of HDFC	Reason for material discrepancies
Inventory				
Jun-30	7,954.14	7,954.14	7,867.81	
Sep-30	9,803.15	9,803.15	9,663.20	
Dec-31	9,029.13	9,029.13	9,105.96	
Mar-31	7,755.04	8,023.75	7,305.68	
Revenue				
Jun-30	8,938.57	8,953.00	9,005.47	The difference is due to invoices received of Imports from CHA after submitting the Stock statement with the bank.
Sep-30	7,914.72	7,596.68	7,427.72	
Dec-31	9,611.36	10,166.23	9,780.72	
Mar-31	4,926.49	4,702.77	4,702.77	
Trade Payables				
Jun-30	2,258.02	899.96	987.85	
Sep-30	1,630.34	1,341.98	1,341.98	
Dec-31	847.27	788.44	788.44	
Mar-31	722.00	1,268.48	1,240.12	
Trade Receivables				
Jun-30	11,997.80	10,856.53	10,598.96	
Sep-30	10,218.06	10,218.06	8,938.42	
Dec-31	10,382.02	10,381.56	10,406.07	
Mar-31	14,524.15	14,285.09	13,977.07	

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

24 Current - Lease liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Lease liabilities	37.21	33.19
Total	37.21	33.19

25 Current - Trade Payables

Particulars	As at March 31, 2026	As at March 31, 2025
Trade payables (valued at amortised cost)		
Total outstanding dues of micro enterprises and small enterprises	387.43	41.24
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,701.59	1,864.00
Total	2,089.02	1,905.23

Notes:

(i) Trade payables Ageing Schedule

Ageing of trade payables: MSME	As at March 31, 2026	As at March 31, 2025
Not due	-	6.61
Less than 1 year	387.43	34.63
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
Total	387.43	41.24

Ageing of trade payables: Other than MSME	As at March 31, 2026	As at March 31, 2025
Not due	0.72	-
Less than 1 year	1,612.98	1,760.91
1-2 years	48.24	42.65
2-3 years	20.00	4.81
More than 3 years	19.65	55.63
Total	1,701.59	1,864.00

- (ii) The trade payables are unsecured and non interest bearing and are usually on varying trade term.
- (iii) For terms and conditions with related parties refer to note no 4.
- (iv) The amounts falling in the category of more than 1 year are related to pending obligations on the part of the supplier as per agreed terms and conditions mentioned in respective contracts.
- (v) MSME creditors are paid within due dates as stipulated in the MSME Act or as per written understanding entered into with the parties.

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

26 Current - Other financial liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Financial liabilities measured at amortised cost		
Unpaid dividend	29.07	25.47
Outstanding expenses	251.66	140.86
Other liabilities	5.33	4.84
Total	286.06	171.17

27 Other current liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Other current liabilities		
Advance from customers	10.94	20.13
Statutory dues payable	30.56	65.74
Total	41.50	85.87

28 Current - Tax liability

Particulars	As at March 31, 2026	As at March 31, 2025
Current tax liability		
Current tax liabilities (net of advance tax and tax deducted at source)	32.22	45.09
Total	32.22	45.09

29 Revenue

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Revenue from operations		
Revenue from contract with customers		
Sale of products		
Finished products	31,894.82	32,408.25
Traded products	4,976.61	4,963.88
(A)	36,871.43	37,372.13
Other operating revenues		
Export incentive	344.60	405.57
Net gain on foreign currency transaction and translation	786.59	452.60
(B)	1,131.19	858.17
Total revenue from operations	38,002.62	38,230.30

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

30 Other Income

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Other Income		
Interest on deposit with banks	137.16	101.73
Proceeds on maturity of keymen policy	-	51.24
Interest on FV of rent deposit	6.01	4.80
Reversal of Provision for doubtful debts and advances	35.57	
Total	178.74	157.78

31 Cost of raw materials and components consumed

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Cost of raw materials and components consumed		
Raw materials and components at the beginning of the year	2,578.76	1,665.89
Add: Purchases during the year	18,503.58	22,404.00
Less: Raw materials and components at the end of the year	(2,420.08)	(2,578.76)
Total	18,662.26	21,491.13

32 Purchases of traded goods

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Purchases of traded goods	3,716.57	3,223.72
Total	3,716.57	3,223.72

33 Changes in Inventories of Finished Goods, Traded Goods and Work in Progress

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Changes in Inventories of Finished Goods, Traded Goods and Work in Progress		
Inventories at the end of the year:		
Work-in-progress	1,767.86	1,883.41
Finished goods	3,032.09	2,260.47
Traded goods	861.97	769.96
	5,661.92	4,913.84
Inventories at the beginning of the year:		
Work-in-progress	1,883.41	1,501.80
Finished goods	2,260.47	2,099.88
Traded goods	769.96	364.99
	4,913.84	3,966.67
Net (increase) / decrease in inventories	(748.08)	(947.18)

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

34 Employee benefits expense

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Salaries, Wages and Bonus	712.73	530.99
Contribution to Provident and other Funds	20.53	16.93
Net defined benefit plan expense (Gratuity, Pension and other defined benefit plan) - Refer Note No.40	88.96	10.12
Remuneration & commission to Directors	727.00	664.00
Staff welfare expense	64.80	53.94
Total	1,614.02	1,275.98

35 Finance costs

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Interest on Lease Liability	393.06	165.87
	11.43	9.45
Bank Processing Charges	72.04	72.64
Total	476.53	247.96

36 Depreciation and amortisation expense

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Depreciation and amortisation expense		
Depreciation on property, plant and equipment (refer note 3)	875.57	722.17
Amortisation on intangible assets (refer note 5)	12.01	12.01
Amortization on right-of-use assets (refer note 4)	35.68	25.11
Total	923.26	759.29

37 Other expenses

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Other expenses		
a) Manufacturing and operating expenses		
Power and fuel	821.12	697.01
Water Charges	175.94	125.75
Consumption of stores and spare parts	403.46	417.40
Repairs and maintenance:		-
Buildings	91.05	114.25
Plant and machinery	721.73	725.89
Others	496.73	378.93

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Clearing and forwarding	78.33	61.14
Conveyance	0.57	0.49
Labour Charges	143.41	69.09
Freight and octroi charges	265.96	258.33
Insurance charges	44.32	35.34
Loading and unloading charges	16.13	19.01
Professional and consultancy fees	2.87	8.28
Warehousing charges	40.56	45.96
Taxes & Cess	9.38	19.27
Import charges	48.04	71.48
Miscellaneous manufacturing and operating expenses:	281.48	261.07
b) Administrative expenses	21.85	26.92
Agency charges	20.63	16.40
Keyman insurance premium	2.28	2.96
Insurance charges-others	67.30	62.41
Printing and stationery	21.40	21.62
Auditors Remuneration {refer note (i) below}	10.48	8.96
Communication expenses	15.22	13.37
Electricity expenses	4.50	3.86
Rent	133.60	103.14
Professional and consultancy charges	6.47	3.76
Donation	7.71	8.99
Listing fees	19.92	31.12
Travelling charges	-	90.00
Commission	4.20	4.00
Director sitting fees	0.34	1.40
Interest on others	108.57	120.42
Contribution towards corporate social responsibility expense (CSR)		66.67
Allowance for doubtful debts and advances	334.26	347.85
Miscellaneous administrative expenses		
c) Selling and distribution expenses		
Advertisement and sales promotion expense	3.82	2.88
Business promotion	74.56	98.37
Clearing and forwarding	4.78	21.53
Commission expenses	16.90	58.82
E. C. G. C. premium	12.96	6.23
Exhibition and trade fair expenses	206.10	134.57
Foreign travelling expenses	14.48	30.84

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Employee benefits expense

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Other expenses contd...		
Insurance	6.46	5.64
ISI / FDA marketing fees	1,146.11	867.67
Freight and other distribution expense	743.74	576.80
Terminal handling charges	233.91	216.60
Packing and forwarding	70.57	67.75
Miscellaneous distribution and selling expenses	4.25	8.38
Total	6,958.45	6,338.62

(i) Details of payments to auditors

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
As auditor:		
Audit fee (Including limited review fee)	18.40	13.58
In other capacities:		
Certification fee and others		
Tax Audit fee	3.00	4.00
Others	-	4.00
Reimbursement of expenses	-	0.04
Total	21.40	21.62

38 Commitments and Contingencies

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
(A) Contingent liabilities (to the extent not provided for)		
(a) Disputed tax liabilities in respect of pending litigations before appellate authorities		
(B) Capital and other commitments (net of advance)		
(a) There are no estimated amount of contracts remaining to be executed on account of capital and other commitments (net of advance) and hence not provided for	294.99	567.82

39 Segment information

The Company operates in single business segment namely manufacturing and trading of food colors and chemicals. Hence, no separate disclosure as per "Ind AS-108" is required for the business segment.

The Company's operating divisions are managed from India. The principal geographical areas in which the Company operates are Asian Countries, European Countries, South Africa, Middle East Countries, United States and others.

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

For the purpose of geographical segment the sales are divided into two segments - within India and outside India. The accounting policies of the segments are the same

Particulars	Within India	Outside India	Total
Revenue from operation by location of customers			
Year Ended March 31, 2026	8,842.39	29,160.23	38,002.62
Year Ended March 31, 2025	8,103.18	30,127.12	38,230.30
Total assets by geographical location			
Year Ended March 31, 2026	29,792.81	12,069.59	41,862.40
Year Ended March 31, 2025	29,017.81	10,588.26	39,606.07
Non-current assets by geographical location			
Year Ended March 31, 2026	14,996.48	-	14,996.48
Year Ended March 31, 2025	14,374.04	-	14,374.04
Capital expenditure - Property plant and equipments by geographical location			
Year Ended March 31, 2026	1,604.12	-	1,604.12
Year Ended March 31, 2025	742.13	-	742.13

Notes:

- Capital expenditure consists of additions to property, plant and equipment, Capital work in progress net of capitalisation from previous year.
- There are two customers having revenue exceeding 10% of total revenue of the Company.
- Non-current assets includes property, plant and equipment, right of use assets, capital work in progress under development and other non-current assets, but excludes Income tax & Deferred tax Assets.

40 Disclosure of Defined benefit plans and defined contribution plan

(A) Defined benefit plan

The Group operates following defined benefit obligations:

(a) Defined benefit plan :

The following tables summarizes the components of net benefit expense recognised in the statement of profit or loss and the funded status and amounts recognised in the balance sheet for the respective plan:-

(i) Net defined benefit asset/ (liability) recognised in the balance sheet

Particulars	Gratuity	
	As at March 31, 2026	As at March 31, 2025
Present value of defined benefit obligation	197.49	137.87
Fair value of plan assets	65.01	60.19
Net asset/(liability) recognized in consolidated balance sheet	132.48	77.68

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

(ii) Net defined benefit expense (recognised in the statement of profit and loss for the year)

Particulars	Gratuity	
	As at March 31, 2026	As at March 31, 2025
Current service cost	8.86	5.69
Past service cost	73.42	-
Interest cost (net)	6.68	4.43
Net defined benefit expense debited to statement of profit and loss	88.96	10.12

(iii) The reconciliation of opening and closing balances of the present value of the defined benefit obligation are as below-

Particulars	Gratuity	
	As at March 31, 2026	As at March 31, 2025
Present value of obligation as at the beginning of the year	137.87	118.34
Current service cost	8.86	5.69
Past service cost	73.42	-
Interest cost	10.73	8.32
Re-measurement of (Gain)/loss recognised in other comprehensive income arising from:		
Actuarial changes arising from changes in financial assumptions	(7.47)	5.07
Actuarial changes arising from changes in demographic assumptions	-	-
Actuarial changes arising from changes in experience adjustments	(25.43)	5.72
Benefits paid	(0.50)	(5.27)
Closing defined benefit obligation	197.49	137.87

(iv) The reconciliation of opening and closing balances of the present value of the defined benefit obligation are as below-

Particulars	Gratuity	
	As at March 31, 2026	As at March 31, 2025
Fair value of plan assets at the beginning of the year	60.19	54.32
Expected return on plan assets	-	3.81
Employer contribution	-	-
Actuarial gain/loss for the year	-	-
Benefits paid	(0.50)	(5.27)
Others	5.32	7.33
Fair value of plan assets at the end of the year	65.01	60.19

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

(v) Re-measurements Gain/ (loss) recognised in other comprehensive income (OCI):

Particulars	Gratuity	
	As at March 31, 2026	As at March 31, 2025
Re-measurement of (Gain)/loss recognised in other comprehensive income arising from:		
Actuarial changes arising from changes in demographic assumptions		
Actuarial changes arising from changes in financial assumptions	(7.47)	5.07
Actuarial changes arising from changes in experience adjustments	(25.43)	5.72
Return on plan assets, excluding amount recognised in net interest expense	(1.26)	(3.44)
Recognised in other comprehensive income	(34.16)	7.36

(vi) Principal actuarial used in recognition of Defined benefit obligation are as follows:

Particulars	Gratuity	
	As at March 31, 2026	As at March 31, 2025
Discount rate	7.25%	6.75%
Future salary increase	7.00%	7.00%
Expected return on plan assets	NA	NA
Retirement age (in years)	58	58

Attrition rate

Particulars	Gratuity	
	As at March 31, 2026	As at March 31, 2025
Attrition rates based on age (per annum):		
Up to 30 years	5%	5%
From 31 to 44 years	3%	3%
Above 44 years	2%	2%

(vii) Mortality rate(p.a)

Particulars	Gratuity	
	100% of IALM (2012-14)	100% of IALM (2012-14)
Age (Years)		
18	0.000874	0.000874
23	0.000936	0.000936
28	0.000942	0.000942
33	0.001086	0.001086
38	0.001453	0.001453
43	0.002144	0.002144
48	0.003536	0.003536
53	0.006174	0.006174
58	0.009651	0.009651

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

(viii) Maturity profile of defined benefit obligation:

Particulars	Gratuity	
	As at March 31, 2026	As at March 31, 2025
Expected benefits for year 1	10.40	5.08
Expected benefits for year 2	22.99	6.95
Expected benefits for year 3	22.04	13.81
Expected benefits for year 4	7.81	13.25
Expected benefits for year 5	28.64	4.08
Expected benefits for year 6	5.16	20.97
Expected benefits for year 7	51.22	3.91
Expected benefits for year 8	55.86	29.76
Expected benefits for year 9	20.51	32.37
Expected benefits for year 10 and above	153.04	137.91

- (ix) Discount rate is based on the prevailing market yields of Indian Government securities as at the balance sheet date for the estimated term of the obligations.
- (x) The sensitivity analyses above have been determined based on Gratuity which is a lump sum plan and the cost of providing these benefits is typically less sensitive to small changes in demographic assumptions. The key actuarial assumptions to which the benefit obligation results are particularly sensitive to are discount rate and future salary escalation rate. These sensitivities have been calculated to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the accounting date. There have been no changes from the previous periods in the methods and assumptions used in preparing the sensitivity analyses. The following table summarizes the change in defined benefit obligation and impact in percentage terms compared with the reported defined benefit obligation at the end of the reporting period arising on account of an increase or decrease in the reported assumption by 50 basis points.

Particulars	As on 31st March, 2026	
	Discount	Salary Escalation Rate
Defined Benefit Obligation on increase in 50 bps	190	205
Impact of increase in 50 bps on DBO	-3.56%	3.77%
Defined Benefit Obligation on decrease in 50 bps	205	190
Impact of decrease in 50 bps on DBO	3.78%	-3.59%

Particulars	As on 31st March, 2025	
	Discount	Salary Escalation Rate
Defined Benefit Obligation on increase in 50 bps	132	143
Impact of increase in 50 bps on DBO	-4.08%	3.62%
Defined Benefit Obligation on decrease in 50 bps	144	133
Impact of decrease in 50 bps on DBO	4.34%	-3.43%

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

- (xi) The estimates of rate of escalation in salary considered in actuarial valuation are after taking into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is as certified by the Actuary.
- (xii) The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

(B) Defined contribution plan

Following are the contribution to Defined Contribution Plan, recognised as expense for the year:

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Contribution to provident and other funds	20.53	16.93
Total	20.53	16.93

41 Related Party Disclosures

The related parties as per identified by management.

(A) Names of related parties and description of relationship:

- (i) **Related parties with whom transactions have taken place during the year/ previous year and the nature of related party relationship:**

Entity Name	Relationship
Chroma Food Ingredients Pvt Ltd	KMP is a Director
Vidhi Finechem Pvt Ltd	KMP is a Director
Vidhi Food Colours Dahej Pvt Ltd	KMP is a Director

Partnership firms	Relationship
Trident Colours & Chemicals	Enterprises in which relative of KMP is a Proprietor
Vibgyor Exports	Enterprises in which director is a Proprietor

- (ii) **Key management personnel**

Name	Relationship
Bipin M. Manek	Chairman and Managing Director
Mihir B. Manek	Joint Managing Director
Vidhi H Parekh	Whole Time Director
Pravina B. Manek	Non Executive Director
Ashit Doshi	Independent Director
Jyoti Modi	Independent Director
Anil Popatlal Udeshi	Independent Director (w.e.f 08.8.2024)
Pranali Prathamesh Govekar	Independent Director (w.e.f 08.8.2024)
Mitesh Manek	Chief Financial Officer
Vidshaka Pandya	Company Secretary (till 07.3.2025)
Anupam Vyas (Company secreatry)	Company Secretary (w.e.f 06.6.2025)
Mitesh Manek	Chief Financial Officer
Vishakha Pandya (Company secreatry)	Company Secretary (Resigned w.e.f 07.3.2025)

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Relatives of key management personnel	Relationship
Kripa M Manek	Spouse of CFO

(B) Transactions with related parties

(i) Transactions with related parties for the year ended March 31, 2026

Particulars	March 31, 2025	March 31, 2024
Sale of goods		
Vidhi Fine Chem Pvt. Ltd (Net of GST)	22.75	-
Chroma Food Ingredients Pvt Ltd (Net of GST)	717.70	693.21
	740.45	693.21
Purchase of goods		
Trident Colours and chemicals (Net of GST)	76.05	71.93
Chroma Food Ingredients Pvt Ltd (Net of GST)	0.84	-
Vidhi Fine Chem Pvt. Ltd (Net of GST)	84.13	4.45
	161.02	76.38
Purchase of property, plant and equipment		
Vidhi Finechem Pvt Ltd	-	11.41
	-	11.41
Professional Fees Paid		
Kripa M Manek	8.50	7.50
	8.50	7.50
Remuneration to Directors		
Bipin M. Manek	60.00	60.00
Mihir B. Manek	60.00	60.00
Vidhi H Parekh	12.00	12.00
Commission to Directors		
Bipin M. Manek	297.50	266.00
Mihir B. Manek	297.50	266.00
	727.00	664.00
Payment of Bank Guarantee Commission		
Bipin M. Manek	-	45.00
Pravina B. Manek	-	45.00
	-	90.00
Prafulchandra Shah	-	0.40
Jyoti Sunil Modi	1.10	0.80
Ashit Kantilal Doshi	0.90	0.80
Anil Popatlal Udeshi	1.10	0.60
Pranali Prathamesh Govekar	1.10	0.60
	4.20	4.00

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

(C) Balances with related parties

(i) Balances Outstanding as at March 31, 2026

Particulars	March 31, 2025	March 31, 2024
Payables		
Bipin Manek	53.45	18.41
Mihir B. Manek	49.85	8.08
Mitesh D Manek	0.51	1.33
Vishakha Pandya Shashikant	0.00	0.15
Anupam Vyas	0.64	0.00
Vidhi H Parekh	1.00	0.75
Kripa M Manek	1.58	0.45
Vidhi Finechem Pvt Ltd	12.33	0
	119.35	29.17
Trade Receivables		
Trident Colours & Chemicals	33.99	122.97
Chroma Food Ingredients Pvt Ltd	3.10	51.35
	37.10	174.32
Security Deposits		
Pravina B. Manek	20.00	20.00
	20.00	20.00
Loans & Advances Taken		
Mihir B Manek	2.08	2.08
	2.08	2.08

Notes:

- The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free. The settlement for these balances occurs through payment. There have been no guarantees provided or received for any related party receivables or payables. For the year ended March 31, 2026, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (March 31, 2025: NIL). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.
- As at March 31, 2026, the Company has not granted any loans to the promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person.
- All the liabilities for post retirement benefits being 'Gratuity, compensated absence and pension benefit' are provided on actuarial basis for the Group as a whole, accordingly the amount pertaining to Key management personnel are not included above.

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

42 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Particulars	As at March 31, 2026	As at March 31, 2025
(i) The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of accounting year;	387.43	41.24
(ii) The amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting period	-	-
(iii) The amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid)	-	-
(iv) The amount of interest accrued and remaining unpaid at the end of accounting year; and	-	-
(v) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	-	-

Note : On the basis of information and records available with the Company, the above disclosures are made in respect of amount due to the micro, small and medium enterprises, which have been registered with the relevant competent authorities.

43 Fair value measurements

Set out below, is a comparison by class of the carrying amounts and fair value of the Company financial instruments.

Category	As at March 31, 2026		As at March 31, 2025	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial instruments by category				
Financial assets measured at fair value through profit or loss				
Derivatives financial instruments	-	-	-	-
Investments measured at fair value through profit and loss	-	-	-	-
Unquoted equity investments measured at fair value through profit and loss:	-	-	-	-
Financial assets measured at amortized cost and for which fair values are disclosed				
Other financial assets (current and non current)	486.33	486.33	372.34	372.34
Trade receivables (current and non current)	14,296.03	14,296.03	12,855.71	12,855.71

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Category	As at March 31, 2026		As at March 31, 2025	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Loans & Advances (current and non current)	108.66	108.66	125.54	125.54
Cash and cash equivalents	1,152.74	1,152.74	1,984.33	1,984.33
Other bank balances (current and non current)	843.61	843.61	760.30	760.30
Total	16,887.37	16,887.37	16,098.22	16,098.22
Financial liabilities measured at amortized cost and for which fair values are disclosed				
Borrowings (short term and long term)	5,647.96	5,647.96	6,411.95	6,411.95
Lease liabilities (current and non current)	114.58	114.58	147.78	147.78
Other financial liabilities (current and non current)	286.06	286.06	171.17	171.17
Trade payables (current and non current)	2,089.02	2,089.02	1,905.25	1,905.25
Total	8,137.62	8,137.62	8,636.15	8,636.15

Management of the Company has assessed that trade receivables, cash and cash equivalents, other bank balances, other financial assets, borrowings, trade payables, lease liabilities and other financial liabilities approximate their carrying amounts.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair value:-

- (i) The fair value of unquoted instruments, loans from banks other non-current financial assets and non-current financial liabilities is estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. The valuation requires management to use unobservable inputs in the model, of which the significant unobservable inputs are disclosed in the tables below. Management regularly assesses a range of reasonably possible alternatives for those significant unobservable inputs and determines their impact on the total fair value.
- (ii) Costs of unquoted equity instruments has been considered as an appropriate estimate of fair value because of a wide range of possible fair value measurements and cost represents the best estimate of fair value within that range. These investments in equity instruments are not held for trading. Instead, they are held for long-term strategic purpose.

(iii) Fair Value Hierarchy

Level 1: The fair value of financial instruments traded in active markets (such as publicly traded derivatives and equity securities) is based on quoted market prices at the end of the reporting period for identical assets or liabilities. The mutual fund are valued using the net assets value (NAV) available in open market. The quoted market price used for financial assets held by the group is the current bid price. These instruments are included in level 1.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

There are no transfers among levels 1, 2 and 3 during the year

This section explains the judgement and estimates made in determining the fair value of financial assets that are:

- Recognized and measured at Fair value
- Measured at amortized cost and for which fair value is disclosed in financial statements

Quantitative disclosures of fair value measurement hierarchy for assets as on March 31, 2026

Particulars	Carrying value	Fair Value		
	As at March 31, 2026	Level 1	Level 2	Level 3
Financial assets measured at amortized cost and for which fair values are disclosed				
Other financial assets (current and non current)	486.33			486.33
Trade receivables (current and non current)	14,296.03			14,296.03
Loans & Advances (current and non current)	108.66			108.66
Cash and cash equivalents	1,152.74	-	-	1,152.74
Other bank balances (current and non current)	843.61			843.61
Financial liabilities measured at amortized cost and for which fair values are disclosed				
Borrowings (short term and long term)	5,647.96	-	-	5,647.96
Lease liabilities (current and non current)	114.58			114.58
Other financial liabilities (current and non current)	286.06			286.06
Trade payables (current and non current)	2,089.02			2,089.02

Quantitative disclosures of fair value measurement hierarchy for assets as on March 31, 2025

Particulars	Carrying value	Fair Value		
	As at March 31, 2025	Level 1	Level 2	Level 3
Financial assets measured at amortized cost and for which fair values are disclosed				
Other financial assets (current and non current)	372.34			372.34
Trade receivables (current and non current)	12,855.71			12,855.71
Loans & Advances (current and non current)	125.54			125.54
Cash and cash equivalents	1,984.33	-	-	1,984.33
Other bank balances (current and non current)	760.30			760.30
Financial liabilities measured at amortized cost and for which fair values are disclosed				
Borrowings (short term and long term)	6,411.95	-	-	6,411.95
Lease liabilities (current and non current)	147.78			147.78
Other financial liabilities (current and non current)	171.17			171.17
Trade payables (current and non current)	1,905.25			1,905.25

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

44 Financial risk management objectives and policies

The Company being engaged in the business of manufacturing and trading in synthetic food colors and trading in chemicals, it is exposed to various market risk, credit risk and liquidity risk. The regulations, instructions, implementation rules and in particular, the regular communication throughout the tightly controlled management process consisting of planning, controlling and monitoring collectively form the risk management system used to define, record and minimise operating, financial and strategic risks. The Company's risk management framework aims to identify, evaluate and manage these risks to minimise their potential impact on its financial performance and ensure sustainable business growth with stability and to promote a proactive approach in reporting. This process provides assurance that the Company's financial risk-taking activities are governed by appropriate policies and procedures and that financial risk are identified, measured and managed in accordance with Company policies and Company risk objective. The Company's financial risk management is an integral part of how to plan and execute its business strategies. Below notes explain the sources of risks in which the Company is exposed to and how it manages the risks.

(a) Market Risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables. We are exposed to market risk primarily related to foreign exchange rate risk and interest rate risk. Thus, our exposure to market risk is a function of revenue generating and operating activities in foreign currency. The objective of market risk management is to avoid excessive exposure in our foreign currency revenues and costs.

(i) Foreign currency risk

The Company is exposed to currency risk on account of transaction with foreign parties. The functional currency of the Company is Indian Rupee. The exchange rate between the Indian rupee and foreign currencies is changing continuously in recent periods and may continue to fluctuate substantially in the future.

The Company exposure to foreign currency risk at the end of the reporting periods are as follows

Particulars of un-hedged foreign currency exposure

Currency	As at March 31, 2026		
	Foreign currency Amount (in Lakhs)	Exchange rate (in ₹)	Amount (in Lakhs)
Trade receivables			
USD	\$120.66	94.65	11,420.64
EURO	€ 5.95	109.01	648.96
Trade payable, Capital creditors and other financial liabilities			
USD	\$9.76	94.65	923.42
AED	0.45	25.77	11.69

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Currency	As at March 31, 2025		
	Foreign currency Amount (in Lakhs)	Exchange rate (in ₹)	Amount (in Lakhs)
Trade receivables			
USD	\$114.22	85.58	9,774.80
EURO	\$8.81	92.32	813.46
Trade payable, Capital creditors and other financial liabilities			
USD	\$1.45	85.58	124.26
AED	-	-	-

Foreign currency risk sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in currency exchange rates, with all other variables held constant. The impact on the Group's profit before tax is due to changes in the fair value of monetary assets and liabilities as given below:

Particulars	As at March 31, 2026		As at March 31, 2025	
	Gain/ (loss) Impact on profit before tax and equity		Gain/ (loss) Impact on profit before tax and equity	
	Change +3%	Change -3%	Change +3%	Change -3%
Trade receivables				
USD	342.62	(342.62)	293.24	(293.24)
EURO	19.47	(19.47)	24.40	(24.40)
Trade payable & Capital creditors				
USD	27.70	(27.70)	3.73	(3.73)
AED	0.35	(0.35)	-	-

(ii) Interest rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The company's main interest rate risk arises from Short-term borrowings with variable rates. The company tries to manage its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

Particulars	As at March 31, 2026	As at March 31, 2025
Variable rate borrowings	5,645.89	6,409.88
Fixed rate borrowings	2.07	2.07
Total	5,647.96	6,411.95

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected, after the impact of hedge accounting. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	Impact on profit before tax and equity	
	For the year ended March 31, 2026	For the year ended March 31, 2025
Increase by 0.5%	(28.23)	(32.05)
Decrease by 0.5%	28.23	32.05

(b) Liquidity Risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing through the use of short term bank deposits, short term loans, and cash credit facility etc. Processes and policies related to such risks are overseen by senior management. Management monitors the Company's liquidity position through rolling forecasts on the basis of expected cash flows. The Company assessed the concentration of risk with respect to its debt and concluded it to be low.

Maturity profile of financial liabilities

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments.

As at March 31, 2026	Less than 1 Years	1-5 Years	More than 5 Years	Total
Borrowings	5,645.89	2.07	-	5,647.96
Lease liabilities (undiscounted)	45.54	84.91	-	130.45
Trade payable	2,089.02	-	-	2,089.02
Other financial liabilities	286.06	-	-	286.06
As at March 31, 2025				
Borrowings	6,409.88	2.07	-	6,411.95
Lease liabilities (undiscounted)	44.63	130.45	-	175.07
Trade payable	1,905.25	-	-	1,905.25
Other financial liabilities	171.17	-	-	171.17

(c) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations towards the Company and arises principally from the Company's receivables from customers and deposits with banking institutions and funds with mutual fund asset management companies (AMC). The maximum amount of the credit exposure is equal to the carrying amounts of these receivables. Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis.

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

(i) Trade Receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables and investments. The Company uses an allowance matrix to measure the expected credit losses of trade receivables (which are considered impaired). The following table provides information about the exposure to credit risk and loss allowance (including expected credit loss provision) for trade receivables:

(ii) Financial instruments and deposits

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made in bank deposits and other risk free securities. The limits are set to minimize the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments. The Company's maximum exposure to credit risk for the components of the balance sheet at March 31, 2026 is the carrying amounts. The Company's maximum exposure relating to financial instrument is noted in liquidity table below.

Trade Receivables and other financial assets are written off when there is no reasonable expectation of recovery, such as debtor failing to engage in the repayment plan with the Company.

Particulars	As at March 31, 2026	As at March 31, 2025
Financial assets for which allowance is measured using other than Life time Expected Credit Loss Method (ECL)		
Other financial assets (current and non-current)	486.33	375.01
Cash and cash equivalents	1,152.74	1,983.95
Other bank balances (current and non current)	843.61	760.30
Loans & Advances (current and non current)	108.66	141.99
Investments measured at fair value through profit and loss:	-	-
Total	2,591.34	3,261.25
Financial assets for which allowance is measured using Life time Expected Credit Loss Method (ECL)		
Trade Receivables	14,296.03	12,855.74
Total	14,296.03	12,855.74

Balances with banks is subject to low credit risks due to good credit ratings assigned to these banks

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

The ageing analysis of trade receivables has been considered from the date the invoice falls due

Particulars	As at March 31, 2026	As at March 31, 2025
Trade Receivables		
0 to 180 days due past due date	13,402.51	12,561.15
More than 180 days past due date	893.52	294.60
Total Trade Receivables	14,296.03	12,855.71

Particulars	As at March 31, 2026	As at March 31, 2025
The following table summarizes the change in loss allowance measured using the life time expected credit loss model:-		
As at the beginning of year	164.58	97.91
Provision during the year	(35.57)	66.67
Reversal of provision during the year	-	-
As at the end of year	129.01	164.58

45 Capital management

For the purposes of Company's capital management, Capital includes equity attributable to the equity holders of the company and all other equity reserves. The primary objective of the Company's capital management is to safeguard its ability to continue as going concern and to ensure that it maintains an efficient capital structure and maximize shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders or issue new shares. The Company is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2026 and March 31, 2025. The Company monitors capital using gearing ratio, which is net debt divided by total capital plus net debt. Net debt is calculated as loans and borrowings less cash and cash equivalent.

Gearing ratio

The gearing ratio at the end of the reporting period was as follows:

Particulars	As at March 31, 2026	As at March 31, 2025
Loan and borrowing *	5,647.96	6,411.95
Less : Cash and cash equivalent	(1,152.74)	(1,984.33)
Net debts	4,495.22	4,427.62
Equity / Net Worth	32,782.91	30,109.15
Total Capital	32,782.91	30,109.15
Capital and Net debts	37,278.13	34,536.77
Gearing Ratio (Net Debt/Equity)	0.14	0.15

* Borrowings does not includes Lease liabilities

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

46 Additional Information

Ratios

Particulars	Numerator	Denominator	Current Year	Previous Year	% Variance*	Remarks
Current Ratio (in times)	Total current assets	Total current liabilities	3.30	2.92	13.26%	
Debt-Equity ratio (in times)	Debt consists of borrowings	Total equity	0.17	0.21	-19.10%	
Debt service coverage ratio (in times)	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustments	Debt service = Interest and lease payments + Principal repayments	13.86	26.24	-47.19%	*Note no 1
Inventory turnover ratio	Revenue from operations	Average Inventory	4.70	5.10	-7.84%	
Return on equity ratio (in %)	Profit for the year (after tax)	Average total equity	0.16	0.15	4.28%	
Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	2.80	3.53	-20.59%	
Trade payables turnover ratio (in times)	Net Credit Purchases	Average trade payables	11.13	14.82	-24.95%	
Net capital turnover ratio (in times)	Revenue from operations	Working capital (i.e. Total current assets less Total current liabilities)	2.03	2.31	-12.02%	
Net profit ratio (in %)	Profit for the year (after tax)	Revenue from operations	0.13	0.11	13.49%	
Return on capital employed (in %)	Profit for the year (before tax & interest)	Tangible net worth + Debt consists of borrowings + Deferred tax liabilities	0.13	0.12	7.84%	
Return on Investment						
Quoted	Income generated from Investments	Time weighted average investments	-	-	0.00%	
Unquoted	Income generated from Investments	Time weighted average investments	-	-	0.00%	

Notes:-

- The decrease in the Debt Service Coverage Ratio by 47.19% is primarily on account of increased debt servicing obligations arising from increase in working capital loans during the year. (In debt service calculation, only interest payments of borrowings + leases and principal repayments of leases are considered. Principal repayment of borrowings are not considered as they are in the nature of working capital loan with no fix principal payments.)

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

47 Group information

The consolidated financial statements of the group includes following subsidiaries, associates and joint ventures-.

Details of subsidiary companies are as follows:

Name of Company	Country of Incorporation	Ownership interest held by Group		Non Controlling Interest		Reporting date used for consolidation
		As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025	
Subsidiaries						
Arjun Food Colorants Manufacturing Pvt Ltd	07/09/1995	100.00%	100.00%	-	-	22/04/2019

48 Additional information required

- (i) Details of Benami property: No proceedings have been initiated on or are pending against the company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.
- (ii) Wilful defaulter: The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (iii) Compliance with approved scheme of arrangements: The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.
- (iv) Utilisation of borrowed funds and share premium: The Company has not advanced or loaned or invested funds to any other person or entity, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the group (Ultimate Beneficiaries) or
 - b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

The Company has not received any fund from any person or entity, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

 - a. 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
 - b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries"
- (v) Details of crypto currency or virtual currency: The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.
- (vi) Valuation of PP&E, intangible asset and investment property: The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.
- (vii) Utilisation of borrowings availed from banks and financial institutions: The borrowings obtained by the Company from banks and financial institutions have been applied for the purposes for which such loans were taken.

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

- (viii) Relationship with struck off companies - The company does not have any transactions with the companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956
- (ix) Registration of charges or satisfaction with Registrar of Companies - The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (x) Undisclosed income - There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of accounts.

49 Other Disclosures

The other additional disclosures and information's (not specifically disclosed) as required by Schedule III are either nil or not applicable.

50 Corporate social responsibilty

During the year the company is required to contribute Rs.106.06 Lakhs towards the CSR contribution and company has incurred Rs. 108.57 Lakhs towards the "Education Purpose".

During the year CSR expenses incurred by the company as per the section 135 of the companies act 2013 as provided below:-

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
i Amount required to be spent by the company during the year	106.06	118.72
ii Amount of expenditure incurred	108.57	120.42
iii Amount available for set off of the last financial year	2.49	0.79
iv Amount available for set off for the succeeding financial year	5.00	2.49
v Shortfall at the end of the year	-	-
vi Reason of short fall	-	-

The company has paid the CSR amount to trust, council and societies for education,sports,health,rural expenditure and poverty eradication. During the year ended March 31st 2026 and 2025, the company has not incurred any CSR expenditure to related party. The company has not provided any provision for CSR expenditure for the Current as well as Previous year, since it has actually incurred higher expenses than required to be made

51 Maintenance of books of accounts

With effect from August 5, 2022, the Ministry of Corporate Affairs (MCA) has amended the Companies (Accounts) Rules, 2014, relating to maintenance of electronic books of account and other relevant books and papers. Pursuant to this amendment, the Company is required to maintain the books of account which are accessible in India at all times and their backup is to be kept on servers located in India on a daily basis.

Proper books of accounts with respect to the accounting software are maintained by the Company in electronic mode and are accessible in India at all times as required by law.

52 Compliance with section 143(3) for maintenance of Audit Trail

The Company has used accounting software for maintaining its books of account which is equipped with an audit trail (edit logs) facility, and based on our examination, the said feature has operated throughout the audit period for all relevant transactions recorded in the software.

Notes to Financial Statements for the year ended March 31, 2026

(All amounts in Indian ₹ in lakhs, unless otherwise stated)

53 Earning Per Share

Particulars	For year ended 31st March 2026	For year ended 31st March 2025
Net Profit after tax attributable to Shareholders	4,895.72	4,334.10
Total Weighted Average No. of Equity Shares for Basic and Diluted EPS	499.45	499.45
Earnings Per Share (Basic and Diluted)	9.80	8.68
Nominal value per Equity Share	1.00	1.00

- 54** GST Balance as on Balance Sheet date is subject to confirmation with the balances from GST portal. However, the Management does not foresee any material variation between the book balance and the portal balance.
- 55** The accompanying notes form an integral part of the standalone financial statements. Previous year figures have been regrouped/rearranged to confirm them to current years figures.

As per our report of even date attached

For Bhuta Shah & Co LLP

Chartered Accountants

Firm Registration No: 101474W / W100100

Atul Gala

Partner

Membership No. 048650

Place : Mumbai

Date : 14/05/2026

For and on behalf of the Board of Directors of

Vidhi Specialty Food Ingredients Limited

Bipin M Manek

Chairman & Managing Director

DIN No. 00416441

Mitesh D Manek

Chief Financial Officer

Place : Mumbai

Date : 14/05/2026

Mihir B Manek

Joint Managing Director

DIN No. 00650613

Anupam Vyas

Company Secretary

Place : Mumbai

Date : 14/05/2026

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COLOURS

You Can Trust For Your Food, Drugs and Cosmetics

Vidhi Specialty Food Ingredients Limited



Registered Office:

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78, Tardeo Road, Mumbai – 400034, India.
☎ Tel Nos: 00 91 22 6140 6666 (30 Lines)
📠 Fax: 00 91 22 2352 1980
✉ mail id: mitesh.manek@vidhifoodcolors.com



Corporate Office:

📍 E/28 & 29, Commerce Centre,
78, Tardeo Road, Mumbai – 400034, India.
☎ Tel Nos: 00 91 22 6140 6666 (30 Lines)
📠 Fax: 00 91 22 2352 1980
✉ mail id: mitesh.manek@vidhifoodcolors.com



Factory I:

Plot No. 59/8, M.I.D.C. Dhatav, Roha,
District Raigad, Maharashtra – 402116, India.



Factory II:

Plot No. 68, M.I.D.C. Dhatav, Roha,
District Raigad, Maharashtra – 402116, India.



Factory III:

Plot No. Z61 & Z62, Dahej Special Economic Zone I,
Taluka Vagra, District Bharuch, Gujarat – 392130, India.