SONALIS CONSUMER PRODUCTS LIMITED

September 03, 2026

To,
The Manager (Listing Department)
BSE Limited,
1st Floor, New Trading Ring,
P.J. Tower, Dalal Street, Fort,
Mumbai – 400 001.

Sub: Annual Report for the Financial Year 2025-2026 along with Notice of 04th Annual General Meeting
Ref: BSE Scrip Code: 543924

Dear Sir/ Madam,

In terms of requirements of Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015, please find enclosed herewith Annual Report of the Company for the financial year 2025-2026 along with Notice of 04th Annual General Meeting.

Kindly take the same on your record.

Thanking you,
For SONALIS CONSUMER PRODUCTS LIMITED

Sonali Nilesh Kocharekar

Digitally signed by Sonali Nilesh Kocharekar
DN: c=IN, o=Personal, title=2075, pseudonym=8a8c57e80b0942b4987e09e1eb49fbb2, 2.5.4.20=5ed9bb3ffe1ed59d732f86171204da5c69c11a2064929afd1cefe1ce64d05647, postalCode=400066, st=Maharashtra, serialNumber=3897d3589dbdc5bad19b44586ce6729a86ecfb7b6e6747101c3a9e3b326bc52f, cn=Sonali Nilesh Kocharekar
Date: 2026.09.03 15:23:48 +05'30'

Sonali Nilesh Kocharekar
Managing Director
DIN: 09536461

04th Annual Report for the year 2025- 2026

SONALIS CONSUMER PRODUCTS LIMITED

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About Company:

Established in 2022, Sonalis Consumer Products Limited is an emerging diversified enterprise focused on building a scalable business platform across agriculture, agro-products, food and allied sectors.

Since its inception, the Company has progressively evolved its business strategy in response to market opportunities, with an emphasis on diversification, strategic expansion, operational scalability and long-term value creation.

The Company's journey reflects a deliberate transition from its initial presence in the consumer food segment towards a broader business model, enabling it to participate across multiple opportunities within India's growing agriculture, food, consumption and supply-chain ecosystem.

Strategic Business Evolution

FY 2025–26 represents an important phase in the Company's continuing evolution.

The Company has remained focused on strengthening its business portfolio, expanding its market opportunities and developing complementary capabilities that can support sustainable growth.

Our strategy is centred on identifying businesses with attractive long-term potential and creating a platform where operational capabilities, market access, strategic partnerships and capital deployment can work together to generate sustainable commercial value.

The Company continues to evaluate opportunities across the broader ecosystem, including agriculture, agro-products, food-related businesses, commodities, logistics and associated infrastructure, while maintaining a disciplined approach towards capital allocation and execution.

Strengthening the Dairy and Agro Platform

A significant strategic initiative during the year was the proposed acquisition of Holkar Somnath Milk and Agro Products Pvt. Ltd.

The proposed transaction represents an important step in strengthening the Company's participation in the dairy and agro value chain and provides a platform for potential expansion into complementary business opportunities.

The Company believes that selective inorganic growth, when supported by strategic fit and operational synergies, can accelerate market access, strengthen capabilities and enhance long-term value creation.

Accordingly, Sonalis continues to assess potential acquisitions, partnerships and strategic opportunities with a focus on commercial viability, scalability, synergies and sustainable returns on capital.

Integrated Business Capabilities

As part of its broader strategy, the Company is also developing capabilities across areas that complement its principal business interests, including logistics, distribution, warehousing and allied supply-chain infrastructure.

These capabilities are viewed as enabling components of the Company's larger business ecosystem rather than isolated business verticals.

The objective is to progressively establish an integrated operating platform capable of supporting the movement, distribution and management of products across different stages of the value chain.

This approach provides the Company with the flexibility to participate in emerging opportunities while maintaining a clear focus on efficiency, scalability and commercial sustainability.

Technology and Operational Excellence

Technology-led transformation and operational discipline remain integral to the Company's growth strategy.

Sonalis is focused on strengthening its internal processes through technology-enabled systems, improved operational controls, data-driven decision-making and process optimization.

As the scale of operations increases, the Company intends to continuously enhance productivity, transparency, and asset utilization and execution capabilities.

We believe that sustainable growth is ultimately built on the combination of strong fundamentals, disciplined execution, efficient capital utilization and responsible governance.

Growth Strategy

Going forward, the Company's growth strategy will be guided by four key principles:

Diversification

Expanding selectively into businesses that complement the Company's existing capabilities and offer attractive long-term opportunities.

Scalability

Building businesses and operating platforms capable of supporting increasing volumes and geographic expansion.

Strategic Capital Allocation

Deploying capital towards opportunities with clear strategic rationale, measurable commercial potential and sustainable value-creation prospects.

Operational Excellence

Continuously improving processes, technology, governance and resource utilization to strengthen the quality of growth.

Looking Ahead

India's structural growth in agriculture, food consumption, organized supply chains and allied industries presents significant opportunities for businesses with the ability to combine capital, execution and strategic vision.

Sonalis intends to position itself to participate meaningfully in these opportunities while maintaining a disciplined approach to growth.

The Company's focus for the coming years will be on strengthening its business portfolio, expanding strategic relationships, pursuing value-accretive opportunities and building a resilient operating platform.

Our ambition is to create an enterprise that is not defined by a single product or business vertical, but by its ability to identify opportunities, build capabilities, execute efficiently and create sustainable value.

Our Commitment

At Somalis Consumer Products Limited, we recognize that sustainable growth is a long-term journey.

Our commitment is therefore to build the Company with strategic clarity, financial discipline, operational excellence and responsible corporate governance.

As we move into the next phase of our journey, we remain focused on creating a stronger, more diversified and scalable enterprise capable of delivering sustainable long-term value to our shareholders and stakeholders.

In every sense, your Company is more than a custodian of goods — it is a custodian of trust, reliability, and progress.

✨ Chairman’s Message ✨

Dear Shareholders,

*It is my privilege to welcome you to the *4th Annual General Meeting of Sonalis Consumer Products Limited*.*

On behalf of the Board of Directors and the entire Sonalis team, I extend my sincere appreciation to our shareholders, customers, employees, business associates and all stakeholders for their continued confidence and support.

*As I reflect on FY 2025–26, I do so with a strong sense of confidence and responsibility. The year has been significant for your Company—not only because of the scale of financial growth we have achieved, but because we have continued to strengthen the foundations required to build a *larger, more efficient, diversified and sustainable enterprise*.*

A Year of Strong Financial Performance

FY 2025–26 has been a year of substantial progress for Sonalis Consumer Products Limited.

*Your Company delivered *revenue of ₹14,988 lakhs, representing a **40% year-on-year growth* from ₹10,669.84 lakhs in FY 2024–25.*

*More importantly, our profitability demonstrated a significant improvement. *Net Profit increased to ₹866.80 lakhs, registering an* *impressive **227% growth* over ₹265.18 lakhs in the previous financial year.*

**Profit Before Tax stood at ₹1,002.15 lakhs*, reflecting our continued focus on operating efficiency, cost discipline and stronger execution.*
*Our *Earnings Per Share increased to ₹18.25*, compared with ₹13.27 in FY 2024–25.*

For us, these numbers represent more than growth in revenue and profitability. They reflect the increasing maturity of our business model, the effectiveness of our execution and our ability to convert growth into improved shareholder value.

Strengthening Our Strategic Position

*During the year, we continued to pursue opportunities that can strengthen our presence across the *agriculture, agro-products, food and allied sectors*.*

*One of the key strategic developments was our initiative to acquire *Holkar Somnath Milk and Agro Products Pvt. Ltd.* for ₹170 million.*

We view this initiative as an important step towards expanding our operating platform and creating greater opportunities across the agro and food value chain.

*Our approach to expansion remains disciplined. We are evaluating opportunities not merely on the basis of scale, but on their ability to generate *strategic synergies, sustainable profitability and long-term value creation*.*
Strengthening the Capital Base

A growing business requires a strong financial foundation.

*During the year, the Board approved the proposed issuance of *up to 2 crore new equity shares*, along with the proposed raising of unsecured funds convertible into equity, subject to applicable regulatory and shareholder approvals.*

*The objective is to strengthen our financial flexibility and provide the Company with adequate resources to pursue *growth opportunities, working capital requirements, strategic initiatives and future expansion*.*

We remain committed to maintaining a prudent approach to capital allocation, ensuring that growth is supported by appropriate financial discipline.

Building for the Next Phase of Growth

Our strategy extends beyond achieving near-term financial growth.

*We are focused on creating an organization that is *scalable, technology-enabled, operationally efficient and capable of sustaining growth over the long term*.*

Accordingly, our focus remains on strengthening:
* *Warehousing and storage infrastructure*
* *Cold-chain and logistics capabilities*
* *Technology-enabled operational systems*
* *Supply-chain efficiency*
* *Agriculture and agro-product capabilities*
* *Strategic partnerships and acquisitions*
* *Financial and operational controls*

Our objective is to progressively build an integrated business platform capable of responding to emerging market opportunities while maintaining operational discipline.

Our Road Ahead

As we look towards the coming years, we see considerable opportunities ahead.

*Our strategic priorities will be to *expand our operating footprint, deepen our presence in high-potential sectors, pursue carefully selected inorganic opportunities, improve operating efficiencies and strengthen our balance sheet*.*

We will continue to evaluate opportunities where our capital, capabilities and execution strengths can create meaningful competitive advantages.

*At the same time, we remain conscious that *sustainable growth cannot be measured by revenue alone*.*

For us, sustainable growth means improving profitability, strengthening cash generation, deploying capital responsibly, maintaining strong governance and creating enduring value for shareholders.

Creating Long-Term Shareholder Value

To our existing shareholders, I would like to express my deepest appreciation for the confidence you have placed in the Company.

Your support gives us the responsibility to think beyond the current financial year and build an institution capable of creating value over the next decade.

To our prospective investors and stakeholders, I believe the progress of FY 2025–26 demonstrates the Company's evolving capabilities and the opportunities available to us as we enter our next phase of development.

Our ambition is clear:

We want Sonalis Consumer Products Limited to be recognised not merely as a growing company, but as a professionally managed, scalable and value-oriented enterprise.

*We will pursue this ambition with *discipline, transparency, responsible governance and a long-term perspective*.*

Acknowledgement

I would like to place on record my sincere appreciation to my fellow Directors for their guidance and strategic support.

I thank our employees, whose commitment and execution remain at the heart of our progress; our customers and business partners, whose confidence continues to drive our business; and our shareholders, whose trust remains one of our Company's most valuable assets.

FY 2025–26 has strengthened our confidence in the road ahead.

We recognise that the opportunities before us are significant, but so are the responsibilities that accompany them. We will therefore remain *focused on *execution, efficiency, financial discipline and sustainable value creation*.*

With the continued support of our shareholders and stakeholders, I am confident that Sonalis Consumer Products Limited is well positioned to enter its next phase of growth and build a stronger and more valuable institution.

The journey ahead is ambitious. The foundation is stronger. And our commitment to creating long-term value remains unwavering.

Thank you for your trust, confidence and continued support.

Sonali Nilesh Kocharekar
Chairman & Managing Director

"Effectiveness is our Goal, Efficiency is our Strength."

CORPORATE INFORMATION

Board of Directors

Mrs. Sonali Nilesh Kocharekar	Managing Director
Mrs. Smita Shashikant Shah	Whole Time Director
Mr. Sundeep Paul Menezes	Non-executive & Independent director
Ms. Ekta Anuj Chugani	Non-executive & Independent director
Mr. Sanjay Rajkumar Dua	Executive Professional Director
Mr. Devendrakumar Keshvlal Viradiya	Additional Non – Executive Professional Director

Chief Financial Officer

Mr. Shivang Shashikant Shah

Company Secretary

Ms. Sweta Agarwal

Registered office

HD-275, WeWork Oberoi Commerz II, 20th floor,
Oberoi Garden City, CTS No. 95, 4 B 3 & 4 590,
Off W. E. Highway, Goregaon East,
Mumbai - 400063, Maharashtra, India
Tel. No.: +91 97696 89812
E-mail id: cs@appetitefood.in
Website: www.appetitefood.in

Statutory Auditors

M/s. H Rajen & Co., Chartered Accountants

Internal Auditor

Ms. Nilima Bane – Internal Auditor

Bankers to the Company

IDFC FIRST BANK

Stock Exchange

BSE Limited (SME Platform)

Registrar & Share transfer Agents

PURVA SHAREGISTRY (I) PVT. LTD.
9 Shiv Shakti Industrial
Estate, J.R. Boricha Marg,
Near Lodha Excelus,
Lower Parel East, Mumbai - 400 011
Contact: +9122 23016761
Email: support@purvashare.com
Website: www.purvashare.com

NOTICE

NOTICE is hereby given that the **04th Annual General Meeting** of the members of **SONALIS CONSUMER PRODUCTS LIMITED** will be held on **Monday, September 28, 2026 at 04:00 p.m. IST** at HD-275, We Work Oberoi Commerz II, 20th floor, CTS No. 95, 4 B 3 & 4 590, Off W. E. Highway, Oberoi Garden City, Goregaon East, Mumbai – 400063, Maharashtra to transact the following business:

ORDINARY BUSINESS:

1. **To Consider and adopt the financial Statement of the Company for the financial year ended March 31, 2026 and reports of Board of Directors and Auditor thereon.**

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

   "RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. **To decide not to fill casual vacancy caused due to retirement by rotation of Mr. Sanjay Rajkumar Dua (DIN: 10537921), Director of the Company**

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

   "RESOLVED THAT pursuant to provisions of Section 152 of the Companies Act, 2013 and rules made thereunder, **Mr. Sanjay Rajkumar Dua (DIN: 10537921),** Director of the Company who retires by rotation at this meeting and who does not offer himself for re-appointment, be not re-appointed as a Director of the Company and the vacancy, so caused on the Board of the Company, be not filled up for the time being."

3. **Re-appointment of M/s. H RAJEN & CO., Chartered Accountants of the Company.**

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

   "RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Audit and Auditors) Rules, 2014 ("Rules") (including any statutory modification or re-enactment thereof, for the time being in force), M/s. H RAJEN & CO., Chartered Accountants (FRN: 108351W) be and is hereby reappointed as the Statutory Auditors of the Company to hold office for a term of five consecutive years i.e. from financial year 2026-2027 to financial year 2030-2031, on such terms and at a Remuneration plus reimbursement of out of pocket expenses at actuals plus applicable taxes as may be mutually agreed upon between the said Auditors and Board of Directors of the Company.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

By order of the Board of Directors,
SONALIS CONSUMER PRODUCTS LIMITED

Sonali Nilesh Kocharekar
Managing Director
DIN: 09536461

Place: Mumbai
Date: September 02, 2026

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No. 03 of the Notice is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed.

2. A member entitled to attend and vote at the meeting is entitled to appoint proxy or proxies to attend and, to vote instead of himself and such proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding 50 (Fifty) and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.

3. Proxies in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting.

4. Corporate Members intending to send their authorized representative(s) to attend the Annual General Meeting are requested to forward a certified copy of Board Resolution authorizing their representative to attend and vote at the Annual General Meeting either to the Company in advance or submit the same at the venue of the General Meeting.

5. For the convenience of Members and for proper conduct of the meeting, venue of the meeting will be regulated by attendance slip, which is enclosed with the Annual Report. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance of the venue.

6. Members desiring any information relating to the accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.

7. In compliance with the MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2025-2026 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2025-2026 will also be available on the Company's website at www.sonalisconsumer.com, websites of the Stock Exchanges, i.e., BSE Limited at www. bseindia.com.

8. For receiving all communication (including Annual Report) from the Company electronically, Members are requested to register / update their email addresses with the relevant Depository Participant or Registrar & Transfer Agent i.e. PURVA SHAREGISTRY (I) PVT. LTD at having registered office situated at 9 Shiv Shakti Industrial Estate, J.R. Boricha Marg, Near Lodha Excelus, Lower Parel East, Mumbai - 400 011.

9. Copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.

10. All the work related to share registry in terms of both physical and electronic are being conducted by Company's Registrar & Transfer Agent i.e. PURVA SHAREGISTRY (I) PVT. LTD at having registered office situated at 9 Shiv Shakti Industrial Estate, J.R. Boricha Marg, Near Lodha Excelus, Lower Parel East, Mumbai - 400 011. The Shareholders are requested to send their communication to the aforesaid address.

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts.

12. This notice along with Annual Report for 2025-2026 is being sent to all members of the Company whose name appears in the Register of Members/ list of beneficiaries received from the depositories as on Friday, August 28, 2026.

13. The person whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on closing of Monday, September 21, 2026 i.e. cut-off date only shall be entitled to e-voting/remote e-voting and vote at the meeting.

14. The e-voting/remote e-voting period commences on Friday, September 25, 2026 at 09:00 A.M. IST and ends on Sunday, September 27, 2026 at 05:00 P.M. IST.

15. The Register of Members and Share Transfer Books shall remain closed from Tuesday, September 22, 2026 to Monday, September 28, 2026 (both days inclusive).

16. Members may pursuant to section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014 file nomination in prescribed form SH- 13 with the respective depository participant.

17. Route map showing directions to reach to the venue of the meeting is given at the end of this Notice.

18. M/s K.P. Ghelani & Associates, Company Secretaries appointed as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

ITEM 2 DIRECTOR RETIRE BY ROTATION

Pursuant to the provisions of Section 152 of the Companies Act, 2013 and in accordance with the Articles of Association of the Company, Mr. Sanjay Rajkumar Dua (DIN: 10537921), Director of the Company retires by rotation at this Annual General Meeting ("AGM"). Mr. Sanjay Rajkumar Dua (DIN: 10537921), Director of the Company is not seeking re-appointment as Director in the General Meeting.

The Board Places on record its sincere appreciation and recognition of the valuable contribution and services rendered by Mr. Sanjay Rajkumar Dua (DIN: 10537921), Director of the Company during his tenure as a Director on the Board of the Company. The Board proposes that the vacancy caused by his retirement be not filled-up forthwith at this AGM.

The Board recommends for your approval the passing the businesses as mentioned in Item 2 as an ordinary resolution. Documents, if any, above, are made available for inspection to the accompanying Notice.

None of the Directors, Key Managerial Personnel of the Company and / or their relatives are concerned or interested, financially or otherwise, in the said resolutions except Mr. Sanjay Rajkumar Dua (DIN: 10537921).

ITEM 3 RE-APPOINTMENT OF STATUTORY AUDITORS

In accordance with the provisions of Section 139(2) of the Companies Act, 2013, and other applicable regulations, the current Statutory Auditors of the Company, M/s. H Rajen & Co., Chartered Accountants (Firm Registration No. 108351W), was appointed as a Statutory Auditors of the company till the conclusion of the ensuing Annual General Meeting held in the year 2026.

Considering their expertise and experience, it is proposed to re-appoint M/s. H Rajen & Co., Chartered Accountants (Firm Registration No. 108351W), as the Statutory Auditors of the Company for 5 (five) consecutive years from 2026-2027 to 2030-2031 until the conclusion of the 09th Annual General Meeting with the approval of the shareholders. The remuneration would be mutually agreed by the Board and Statutory Auditor of the Company.

The Board recommends the Ordinary Resolution as set out at Item 3 of the accompanying Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in this resolution.

By order of the Board of Directors,
SONALIS CONSUMER PRODUCTS LIMITED

Sonali Nilesh Kocharekar
Managing Director
DIN: 09536461

Place: Mumbai
Date: 02/09/2026

THE INSTRUCTIONS FOR MEMBERS FOR PHYSICAL MEETING ARE AS UNDER: -

Dear (Name of Shareholder),

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting ("AGM") by Ballot Paper and the business may be transacted through Ballot Paper at the AGM. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Purva Sharegistry Pvt Ltd.

The Company has approached Purva Sharegistry Pvt Ltd. for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link www. https://sonalisconsumer.com or https://evoting.purvashare.com.

The e-voting period commences on Friday, September 25, 2026 at 09:00 A.M. IST and ends on Sunday, September 27, 2026 at 05:00 P.M. IST. During this period shareholders of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Monday, September 21, 2026. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., Monday, September 21, 2026, may obtain the login ID and password by sending a request at https://evoting.purvashare.com.

The facility for voting through Ballot Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

PURVA E-VOTING SYSTEM - FOR REMOTE E-VOTING

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through PURVA e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on Friday, September 25, 2026 at 09:00 A.M. IST and ends on Sunday, September 27, 2026 at 05:00 P.M. IST. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, September 21, 2026 may cast their vote electronically. The e-voting module shall be disabled by PURVA for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular **no. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 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.

Pursuant to abovesaid SEBI Circular**,** Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1. Users who have opted for CDSL Easi / Easiest facility, 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 to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is 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 3) 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

	4) Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.  5) 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 name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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. CDSL and NSDL

Login type	**Helpdesk details**
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 22 55 33

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 and 022 - 2499 7000

Step 2: Access through PURVA e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

1) The shareholders should log on to the e-voting website https://evoting.purvashare.com.

2) Click on "Shareholder/Member" module.

3) Now enter your User ID:

a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Shareholders holding shares in Physical Form should enter EVENT Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVENT is 8 then user ID is 8001***

4) If you are holding shares in demat form and had logged on to www.evotingindia.com or www.evoting.nsdl.com and voted on an earlier e-voting of any company, then your existing password is to be used.

5) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(i) After entering these details appropriately, click on "SUBMIT" tab.

(ii) Shareholders holding shares in physical form will then directly reach the Company selection screen.

(iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(iv) Click on the EVENT NO. for the relevant <Company Name> on which you choose to vote.

(v) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO/ABSTAIN" for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.

(vi) Click on the "NOTICE FILE LINK" if you wish to view the Notice.

(vii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(viii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(ix) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to https://evoting.purvashare.com and register themselves in the "Custodians / Mutual Fund" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@appetitefood.in, if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-35220056.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to evoting@purvashare.com or contact at 022- 022-49614132 and 022-35220056.

ATTENDANCE SLIP
04th ANNUAL GENERAL MEETING

Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

DPID	Client ID	Folio No.	No. of Shares

Full name of Member/Proxy: ____________________________________
(In Capital Block)

Address: ____________________________________

Name of Proxy: ____________________________________
(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 04th Annual General Meeting of the members of SONALIS CONSUMER PRODUCTS LIMITED will be held on Monday, September 28, 2026 at 04:00 p.m. IST at HD-275, We Work Oberoi Commerz II, 20th floor, CTS No. 95, 4 B 3 & 4 590, Off W. E. Highway, Oberoi Garden City, Goregaon East, Mumbai – 400063, Maharashtra.

____
SIGNATURE OF THE ATTENDING MEMBER/PROXY

NOTE:
1. Member / Proxy holder wishing to attend the meeting must bring the Attendance Slip duly signed to the meeting and hand, it over at the entrance.
2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.

FORM NO. MGT-11
PROXY FORM

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

Name of the Member (s):	
Registered Address:	
E-mail Id:	
Folio No. / Client Id:	
*DP ID:	

I/We, being the member (s) of ………………………….. shares of the above-named company, hereby appoint

01. Name: ………………………………….. Address: …………………………………………… ……………………………………………. E-mail Id: ……………………………………………

02. Name: ………………………………….. Address: …………………………………………… ……………………………………………. E-mail Id: ……………………………………………

03. Name: ………………………………….. Address: …………………………………………… ……………………………………………. E-mail Id: ……………………………………………

Signature: …………………….………….

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 04th Annual General Meeting of the members of SONALIS CONSUMER PRODUCTS LIMITED will be held on Monday, September 28, 2026 at 04:00 p.m. IST at HD-275, We Work Oberoi Commerz II, 20th floor, CTS No. 95, 4 B 3 & 4 590, Off W. E. Highway, Oberoi Garden City, Goregaon East, Mumbai – 400063, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr No.	RESOLUTION	FOR	AGAINST
1.	To Consider and adopt the financial Statement of the Company for the financial year ended March 31, 2026 and reports of Board of Directors and Auditor thereon		
2.	To decide not to fill casual vacancy caused due to retirement by rotation of Mr. Sanjay Rajkumar Dua (DIN: 10537921), Director of the Company		
3.	Re-appointment of M/s. H Rajen & CO., Chartered Accountants of the Company.		

Signed this…… day of ……………, 2026.

Affix Revenue Stamp Signature

_______________________ Signature of Shareholder

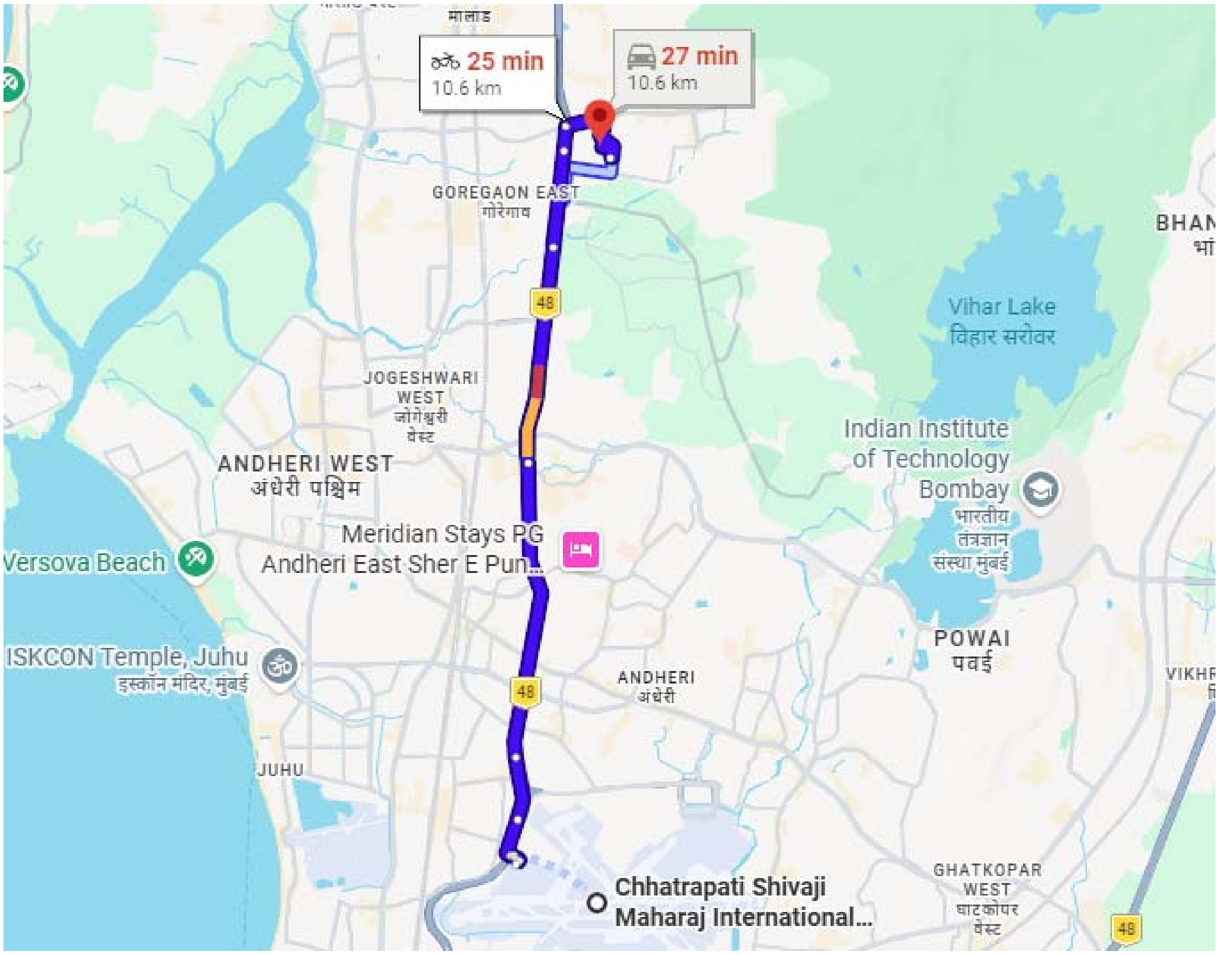
_________________ Signature of Proxy

Notes: -

1. This form should be signed across the stamp as per specimen signature registered with the Company.
2. The Proxy, to be effective, should be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
3. A proxy need not be a member of the Company.
4. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. Please put a '√' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/ she thinks appropriate. This is only optional.

***Applicable for Investors holding shares in demat form.**

Route map to the Venue of 04th Annual General Meeting



Venue of the AGM:

HD-275, We Work Oberoi Commerz II, 20th floor, CTS No. 95, 4 B 3 & 4 590, Off W. E. Highway, Oberoi Garden City, Goregaon East, Mumbai – 400063, Maharashtra

Directors' Report

Dear Members,

The Directors of your Company have pleasure in presenting their 04th Annual Report of the business and operations of the Company along with the Audited Financial Statements for the financial year ended 31st March, 2026.

FINANCIAL RESULTS

The financial performance of your Company for the financial year ended on 31st March, 2026 is as under:

(Rs. In Lacs)

Particulars	2025-2026	2024-2025
Revenue from Operations	14,988.00	10,669.84
Other Income	3.93	1.48
Total Revenue	**14,991.93**	**10,671.32**
Purchase of Stock in trade	13,490.55	10,787.97
Change in Inventories	185.40	(681.31)
Employee Benefit Expense	77.65	38.81
Finance Costs	45.39	1.01
Depreciation and Amortization Expenses	16.13	2.02
Other Expenses	174.66	165.58
Total Expenditures	**13,989.79**	**10,314.07**
Profit / loss Before Tax	1,002.14	357.25
Tax Expenses:		
Current Tax	134.41	92.89
Deferred Tax	(0.94)	(0.79)
Profit After Tax	**866.80**	**265.18**
Earnings per Share:		
Basic	18.25	13.27
Diluted	18.25	13.27

FINANCIAL ANALYSIS AND REVIEW OF OPERATIONS

During the year under review the Company has generated revenue from its operation of Rs.14,988.00 Lacs as compare to previous year's revenue of Rs.10,669.84 Lacs. The Net profit for the current year is Rs.866.80 Lacs as compared to profit of Rs.265.18 Lacs in the previous year.

KEY PERFORMANCE INDICATORS

Sr. No.	Particulars	(INR) in Lacs
1.	Revenue From Operation	14,988.00
2.	EBITDA	1063.67
3.	PAT	866.80
4.	NET WORTH	3,286.39

EXTRACT OF ANNUAL RETURN

Pursuant to the provisions of Section 134(3)(a) of Companies Act, 2013, the web address of the Annual Return of the Company is www.sonalisconsumer.com.

CHANGE IN NATURE OF BUSINESS, IF ANY

During the under review, there is no change in the nature of the business of the Company.

DIVIDEND

With a view to plough back of profits and using Net Profit for liquidity purpose and day-to day operational activities, your Board of Directors does not recommend any dividend for the F.Y. 2025-2026.

TRANSFER TO RESERVES

Pursuant to provisions of Section 134 of the Companies Act, 2013, the Company has not proposed to transfer any amount to the general reserves account of the Company during the year under review.

CAPITAL STRUCTURE

Authorized Capital:

The authorized share capital of the company is Rs.135,000,000 (Rupees Thirteen Crore Fifty Lacs Only) divided into 1,35,00,000 (One Crore Thirty-Five Lacs) Equity Shares of Rs.10/- each.

Change in Authorized Share Capital
During the year there is no change in Authorized Share Capital of the Company.

Issued, Subscribed and Paid-Up Share Capital

The issued, subscribed and paid-up share capital of the company is Rs.47,490,000 (Rupees Four Crore Seventy-Four Lacs Ninety Thousand Only) divided into 47,49,000 (Forty-Seven Lacs Forty-Nine Thousand) Equity Shares of Rs.10/- each.

Change in Issued, Subscribed and Paid-Up Share Capital

During the year, the Company has increased its issued, subscribed and paid-up capital from Rs.19,990,000/- (Rupees One Crore Ninety-Nine Lakhs Ninety Thousand) divided into 1,999,000 (Nineteen Lakhs Ninety-Nine Thousand) Equity Shares of Rs.10/- each to Rs.47,490,000 (Rupees Four Crore Seventy-Four Lacs Ninety Thousand Only) divided into 4,749,000 (Forty-Seven Lacs Forty-Nine Thousand) Equity Shares of Rs.10/- by addition of 2,750,000 (Twenty-Seven Lacs Fifty Thousand) Equity Share of Rs.10/- each through Right Issue allotment dated May 07, 2025.

Fund raised by issuing Equity Shares by way of Right Issue

During the period under review the company had come up with Right Issue of 29,98,500 Equity Shares of face value of Rs.10/- each fully paid for cash at a price of Rs.54.60/- per Equity Share (including a premium of Rs.44.60/- per Equity Share) aggregating to Rs. 16.37 Crores.

The Rights Issue was subscribed by 93.45% and the company has allotted 27,50,000 Equity Shares of face value of Rs.10/- each fully paid for cash at a price of Rs.54.60/- per Equity Share (including a premium of Rs.44.60/- per Equity Share) aggregating to Rs. 15.01 Crores.

The Right Issue Shares of the Company have been listed with the Bombay Stock Exchange of India Limited ("BSE") with effect from Monday, May 19, 2025.

SIGNIFICANT AND MATERIAL ORDERS

There are no significant and material orders passed by the regulators or courts or tribunals.

CHANGE IN REGISTERED OFFICE

During the year, there is no change in the place of registered office of the company.

BOARD STRUCTURE:

Sr. No.	Name of Director	Designation	Date of Appointment	Date of Change in Designation	Date of Cessation
1	Ms. Sonali Nilesh Kocharekar	Managing Director	15/03/2022	20/08/2022	NA
2	Ms. Smita Shashikant Shah	Whole Time Director	15/03/2022	22/10/2022	NA
3	Mr. Sundeep Paul Menezes	Non-Executive Independent Director	20/08/2022	NA	NA
4	Ms. Ekta Anuj Chugani	Non-Executive Independent Director	20/08/2022	NA	NA
5	**Mr. Sanjay Rajkumar Dua	Executive Professional Director	20/05/2024	27/09/2024	NA
6	*Mr. Devendrakumar Keshvlal Viradiya	Non – Executive Director	31/10/2024	29/09/2025	13/11/2025
7	Mr. Shivang Shashikant Shah	Chief Financial Officer	03/09/2022	NA	NA
8	Ms. Sweta Agarwal	Company Secretary	18/11/2024	NA	NA

* During the year, Mr. Devendrakumar Viradiya was resigned from the board w.e.f. November 13, 2025 as a Non-Executive Professional Director.

** Mr. Sanjay Rajkumar Dua, Director, retires by rotation, who does not offer himself for re-appointment, ceases to be director with effect from the date of ensuing Annual General Meeting. Further, the Board had decided not to fill the vacancy occurred due to retirement of Mr. Sanjay Rajkumar Dua.

DISCLOSURE BY DIRECTORS:

The Directors on the Board have submitted notice of interest under Section 184(1) i.e. in Form MBP-1, intimation under Section 164(2) i.e. in Form DIR-8 and declaration as to compliance with the Code of Conduct of the Company.

None of the Director of the Company is serving as a Whole-Time Director in any other Listed Company and the number of their directorship is within the limits laid down under section 165 of the Companies Act, 2013.

DECLARATION BY INDEPENDENT DIRECTOR:

In terms of Section 149 of the Companies Act, 2013 and rules made thereunder, the Company has Two Non-Executive Independent Directors in line with the act. The Company has received necessary declaration from each Independent Director under Section 149 (7) of the Companies Act, 2013 that they meet the criteria of independence laid down in Section 149 (6) of the Act. All the Independent Directors of the Company have registered themselves in the Independent Director Data Bank. Further, in the opinion of the Board, all our Independent Directors possess requisite qualifications, experience, and expertise including the Proficiency and hold high standards of integrity for the purpose of Rule 8(5) (iiia) of the Companies (Accounts) Rules, 2014.

Mr. Sundeep Paul Menezes (DIN: 09706081) was appointed as a Non-Executive & Independent Director for 5 Years w.e.f. August 20, 2022.

Ms. Ekta Anuj Chugani (DIN: 09708289) was appointed as a Non-Executive & Independent Director for 5 Years w.e.f. August 20, 2022.

FORMAL ANNUAL EVALUATION:

The Board of Directors has carried out an annual evaluation of its own performance, its committees and individual Directors pursuant to the requirements of the Act and the Listing Regulations.

Further, the Independent Directors, at their exclusive meeting held on March 03, 2026 during the year reviewed the performance of the Board, its Chairman and Non-Executive Directors and other items as stipulated under the Companies Act, 2013 and Listing Regulations.

FORMAL UPDATION PROGRAMS FOR INDEPENDENT DIRECTORS:

The Company conduct familiarization and updation programs for independent directors on need basis. Conducted by knowledgeable persons from time to time.

LIABLE TO RETIRE BY ROTATION:

In accordance with the provisions of the Articles of Association of the Company, Mr. Sanjay Rajkumar Dua, (DIN: 10537921), Director of the Company, retires by rotation at the conclusion of the forthcoming Annual General Meeting and being eligible, offers herself for reappointment but he does not offer himself for re-appointment, ceases to be director with effect from the date of ensuing Annual General Meeting. Further, the Board had decided not to fill the vacancy occurred due to retirement of Mr. Sanjay Rajkumar Dua.

The relevant details, as required under Companies Act, 2013 and rules made thereunder are also provided in Notes to the Notice convening the 04th Annual General meeting.

KEY MANAGERIAL PERSONNEL:

In compliance with provisions of Section 203 of the Companies Act, 2013, following are the KMPs of the Company as on 31st March, 2026:

Sr. No.	Name	Designation
1	Ms. Sonali Nilesh Kocharekar	Managing Director
2	Ms. Smita Shashikant Shah	Whole Time Director
3	Mr. Shivang Shashikant Shah	Chief Financial Officer
4	Ms. Sweta Agarwal	Company Secretary

NUMBER OF BOARD MEETINGS:

During the year under review, the Board met 09 (Nine) times and the intervening gap between any two meetings was within the period prescribed under the Companies Act, 2013 on following dates;

Sr No.	Date of Board Meeting	Sr No.	Date of Board Meeting
1	15-04-2025	**6**	18-10-2025
2	05-05-2025	**7**	03-11-2025
3	07-05-2025	**8**	13-11-2025
4	29-05-2025	**9**	03-03-2026
5	02-09-2025		

Attendance of Director and Key Managerial Personnel are as follows:

Sr. No.	Name of Director	Designation	No. of Meetings entitled to attend	No. of Meeting Attended
1	Ms. Sonali Nilesh Kocharekar	Managing Director	09	09
2	Ms. Smita Shashikant Shah	Whole Time Director	09	09
3	Mr. Sundeep Paul Menezes	Non-Executive Independent Director	09	09
4	Ms. Ekta Anuj Chugani	Non-Executive Independent Director	09	09
5	Mr. Sanjay Rajkumar Dua	Professional Director	09	09
6	Mr. Devendrakumar	Non- Executive Director	08	07

	Keshvlal Viradiya			
7	Mr. Shivang Shashikant Shah	Chief Financial Officer	09	09
8	Ms. Sweta Agarwal	Company Secretary & Compliance Officer	09	09

DIRECTORS' RESPONSIBILITY STATEMENT

- Pursuant to section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:
- In preparation of annual accounts for the year ended March 31, 2026, the applicable accounting standards have been followed and that no material departures have been made from the same;
- The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that year;
- The Directors had 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;
- The Directors had prepared the annual accounts for the year ended March 31, 2026 on going concern basis.
- The Directors had laid down the internal financial controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and
- The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

COMMITTEES OF BOARD

The Board of Director has re-constituted following Committees vide Board Resolution passed on 20th May, 2024:

- Audit Committee
- Nomination & Remuneration Committee
- Stakeholder Relationship Committee

Audit Committee

An audit committee is a group of board members within a company that oversees the financial reporting, risk management, and internal controls of the organization. They ensure the accuracy and reliability of financial statements and that the company complies with relevant laws and regulations. Composition of the Audit Committee as follows:

Our Company has formed the Audit Committee as per the applicable provisions of the Section 177 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) and also to comply with Regulation 18 of SEBI Listing Regulations (applicable upon listing of Company's Equity Shares). The composition of the Audit Committee and details of meetings attended by the members of the Audit Committee are given below:

Sr No.	Name of Persons	Designation in Company	Designation In Committees
1	Mr. Sundeep Paul Menezes	Non-Executive & Independent Director	Chairman
2	Ms. Ekta Anuj Chugani	Non-Executive & Independent Director	Member
3	Ms. Sonali Nilesh Kochrekar	Managing Director	Member

During the year Audit Committee met 4 (Four) times:

Sr. No.	Date of Audit Committee Meetings	Sr. No.	Date of Audit Committee Meetings
01	05-05-2025	04	13-11-2025
02	02-09-2025	05	03-03-2026
03	29-05-2025		

Nomination and Remuneration Committee:

A Nomination and Remuneration Committee (NRC) is a board-level committee responsible for developing and recommending policies related to director and executive compensation, as well as identifying and evaluating potential board members and senior management. It plays a crucial role in corporate governance by ensuring fair and transparent compensation practices and helping to build a strong leadership team. Composition of the Nomination and Remuneration Committee:

Sr No.	**Name of Persons**	**Designation in Company**	**Designation In Committees**
1	Sundeep Paul Menezes	Non-Executive & Independent Director	Chairman
2	Ekta Anuj Chugani	Non-Executive & Independent Director	Member
3	Ms. Sonali Nilesh Kochrekar	Managing Director	Member

During the year, 01 (One) meeting was held on 02/09/2025 by Nomination and Remuneration Committee.

Stakeholders' Relationship Committee:

A Stakeholders Relationship Committee (SRC) is a committee formed by a company's Board of Directors to manage and improve relationships with stakeholders, particularly shareholders and other security holders. Its main objective is to address and resolve their grievances. It is a mandatory committee for companies with a significant number of security holders. Composition of the Stakeholders' Relationship Committee:

Sr No.	Name of Persons	Designation in Company	Designation In Committees
1	Sundeep Paul Menezes	Non-Executive & Independent Director	Chairman
2	Ekta Anuj Chugani	Non-Executive & Independent Director	Member

3	Ms. Sonali Nilesh Kochrekar	Managing Director	Member

During the year, 01 (One) meeting was held on 02/09/2025 by Stakeholders Relationship Committee.

VIGIL MECHANISM

Pursuant to the provisions of Section 177(9) of the Companies Act, 2013, the Company has established a "Vigil Mechanism" incorporating whistle blower policy in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for employees and Directors of the Company, for expressing the genuine concerns of unethical behavior, actual or suspected fraud or violation of the codes of conduct by way of direct access to the Chairman/ Chairman of the Audit Committee. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Policy on Vigil Mechanism and whistle blower policy as approved by the Board may be accessed on the Company's website at the link www.sonalisconsumer.com.

POLICIES

- Familiarization Program for Independent Directors
- Nomination and Remuneration Policy
- Vigil Mechanism Whistle Blower Policy
- Code of Conduct for Directors and Senior Management
- Code of Practice & Procedure for UPSI
- Prohibition of Insider Trading Policy
- Internal Financial Control Policy
- Criteria or Policy for making payment to NED
- Policy on Materiality of Related Party Transactions
- Policy for Preservation & Archival of Documents
- Terms & Conditions for Appointment of Independent Director
- Policy on Identification of Group Companies, Material Creditors

CORPORATE SOCIAL RESPONSIBILITY

The Company's vision on CSR is that the Company being a responsible Corporate Citizen would continue to make a serious endeavor for a quality value addition and constructive contribution in building a healthy and better society through its CSR related initiatives and focus on education, environment, health care and other social causes.

The Company is not required to constitute Corporate Social Responsibility Committee as it does not fall within the purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on Corporate Social Responsibility.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed. A report on the Internal Financial Controls under clause

(i) of sub-section 3 of section 143 of the Companies Act, 2013 as given by the Statutory Auditors of the Company forms part of Independent Auditor's Report on Financial Statements.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

All the Related Party Transactions entered into during the financial year were on an Arm's Length basis and in the Ordinary Course of Business. The disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013, in Form AOC-2 is attached as "**Annexure- I**" forms part of this Report.

The details of the related party transactions for the financial year 2025-2026 is given in notes of the financial statements which is part of Annual Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SERCTION 186 OF THE COMPANIES ACT, 2013

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the financial statement (Please refer to Note No. 15 to the financial statement).

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Energy conservation continues to be an area of major emphasis in our Company. Efforts are made to optimize the energy cost while carrying out the manufacturing operations. Particulars with respect to conservation of energy and other areas as per Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, are annexed hereto and form part of this report as **"Annexure II"**.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review as stipulated under Regulation 34(2)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate section as a **"Annexure IV"** forming part of this Annual Report.

HUMAN RESOURCES / INDUSTRIAL RELATIONS:

Human resource is considered as the most valuable of all resources available to the Company. The Company continues to lay emphasis on building and sustaining an excellent organization climate based on human performance. The Management has been continuously endeavoring to build high performance culture on one hand and amiable work environment on the other hand.

The remuneration paid to the Directors is in accordance with the Nomination and Remuneration Policy formulated in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations (including any statutory modification(s) or reenactment(s) for the time being in force).

MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these financial statements relate on the date of this report.

AUDITORS & AUDITORS REPORT

Statutory Auditor
M/s. H. Rajen & Co., Chartered Accountants, was appointed as a Statutory Auditors for the Financial Year 2025-2026, till the conclusion of this 04th Annual General Meeting.

The Board of Directors of the Company ("the Board'), on the recommendation of the Audit Committee ("the Committee'), recommended to the Members for reappointment of M/s. H Rajen & Co., Chartered Accountants, as a Statutory Auditors of the Company for the year 2026-2027 to 2030-2031, for a term of five consecutive years and to hold office till the conclusion of 09th AGM.

M/s. H. Rajen & Co., Chartered Accountants have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

The Statutory Auditor has confirmed their eligibility and submitted the certificate that they are not disqualified to hold the office of the Statutory Auditor.

Further, the Statutory Auditor of the Company have submitted Auditors' Report on the accounts of the Company for the accounting year ended March 31, 2026.

This Auditors' Report is self-explanatory and no comments requires.

Explanation or Comments or Qualification or Reservation or Adverse Remark or Disclaimers Made by Statutory Auditor

There is no qualification, reservation or adverse remarks made by Statutory Auditor.

Secretarial Auditor
As pursuant to provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], after recommendation of Audit Committee of the company and approval from Shareholder in the 03rd Annual General Meeting, M/s K.P. Ghelani & Associates, Company Secretaries (Mem No. A33400) were appointed to undertake the Secretarial Audit of the Company for a period of five (5) years from Financial year 2025- 2026 to Financial Year 2029-2030.

M/s. K.P. Ghelani & Associates, Company Secretaries in Practice, appointed as a Secretarial Auditors of the Company for the Financial Year 2025-2026 and have submitted their Report in

Form No. MR-3 as required under Section 204 of the Companies Act, 2013 and rules made thereunder is attached herewith as **Annexure III**.

This Secretarial Auditors' Report is self-explanatory and no further comments requires.

Cost Records and Audit

Maintenance of Cost Records and Cost Audit as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is not applicable to the Company. The Company has not appointed a Cost Auditor to conduct the Cost Audit of the records for the Financial Year 2025-2026 as the provisions of Section 148 of the Companies Act, 2013 is not applicable to the Company.

Internal Auditor

The Board of our Company at its meeting held on September 02,2025 has approved appointment of Ms. Nilima Bane, as Internal Auditor of the Company for year 2025-2026, pursuant to recommendation of the Audit Committee, at remuneration, plus applicable taxes and reimbursement of actual out of pocket expenses incurred by them during the course of audit.

Further, the board of directors at its meeting held on August 29, 2026 has appointed Ms. Nilima Bane, as Internal Auditor of the Company for year 2026-2027.

DETAILS IN RESPECT OF FRAUD REPORTED BY STATUTORY AUDITOR UNDER SECTION 143(12) OTHER THAN THOSE REPORTED TO CENTRAL GOVERNMENT

During period of review, there has been no frauds reported by the Statutory Auditor of the Company.

SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

In order to prevent sexual harassment of women at workplace, a legislation – The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 was notified on December 09, 2013. Under the said Act, every Company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at workplace of any woman employee.

Your Company has adopted a policy for prevention of Sexual Harassment of Women at Workplace and constituted an Internal Complaints Committee (ICC).

During the financial year, the Company has not received a single complaint on sexual harassment.

GENERAL DISCLOSURES

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

- Details relating to deposits covered under Chapter V of the Act.
- Issue of equity shares with differential rights as to dividend, voting or otherwise.
- There is no Corporate Insolvency Resolution Process initiated under the Insolvency and Bankruptcy Code, 2016.

There has been no instance of any revision in the Board's Report or the financial statement under Section 131(1) of the Act.

DETAILS OF HOLDING/SUBSIDIARIES/ASSOCIATES COMPANY

The clause is not applicable as there is no associate/subsidiary or Joint Venture Company is there with the company.

CORPORATE GOVERNANCE

Pursuant to Regulation 15(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the compliance with the corporate governance provisions shall not apply to the listed entity which has listed its specified securities on the SME Exchange. As the Equity Shares of the Company are listed on SME Platform of BSE Limited, provisions regarding Corporate Governance not applicable to our Company.

COMPLIANCE WITH APPLICABLE SECRETARIAL STANDARDS

Your company have complied with applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) and approved by Central Government from time to time.

RISK & MITIGATING STEPS

The Board has adopted a risk management policy where various risks faced by the Company have been identified and a framework for risk mitigation has been laid down. Even though not mandated, the Company has constituted a Risk Management Committee to monitor, review and control risks. The risks and its mitigating factors are discussed in the Board.

ACKNOWLEDGEMENT:

Your Directors are pleased to place on record their sincere gratitude to the Government, Financial Institutions, Bankers, Business Constituents and Shareholders for their continued and valuable co-operation and support to the Company and look forward to their continued support and co-operation in future too.

They also take this opportunity to express their deep appreciation for the devoted and sincere services rendered by the employees at all levels of the operations of the Company during the year.

For and on Behalf of Board of Directors
SONALIS CONSUMER PRODUCTS LIMITED

SONALI NILESH KOCHAREKAR	**SMITA SHASHIKANT SHAH**
Managing Director	**Whole Time Director**
DIN: 09536461	**DIN: 09536462**

DATE: 02/09/2026
PLACE: MUMBAI

Annexure – I

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. **Details of contracts or arrangements or transactions not at arm's length basis:**

Sr. No.	Name of Related Party and Nature of Relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board	Amount paid as advances , if any	Date on which the special resolution was passed in general meeting as required under first proviso to section 188
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
….. Nil …..								

2. **Details of material contracts or arrangement or transactions at arm's length basis:**

Sr. No.	Name of Related Party and Nature of Relationship	Nature of contracts/arrangements / transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board	Amount paid as advances, if any
	(a)	(b)	€	(d)	€	(f)	(g)
1	Mrs. Smita Shashikant Shah	Remuneration	Not Fixed	- Rs. 12,00,000	Remuneration	15.04.2025	--

2	Mr. Shivang Shashikant Shah	Remuneration	Not Fixed	- Rs. 20,23,400	Remuneration	15.04.2025	--

For and on Behalf of Board of Directors
SONALIS CONSUMER PRODUCTS LIMITED

SONALI NILESH KOCHAREKAR
Managing Director
DIN: 09536461

SMITA SHASHIKANT SHAH
Whole Time Director
DIN: 09536462

Date: 02/09/2026
Place: Mumbai

ANNEXURE-II

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Act read with Rule 8 of The Companies (Accounts) Rules 2014:

Conservation of Energy:

In its endeavor towards conservation of energy, the Company ensures optimal use of energy, avoid wastages and conserve energy as far as possible.

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

The Company has taken measures and applied strict control system to monitor day to day power consumption, to endeavor to ensure the optimal use of energy with minimum extent possible wastage as far as possible. The day-to-day consumption is monitored and various ways and means are adopted to reduce the power consumption in an effort to save energy.

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

The Company has not taken any step for utilizing alternate sources of energy.

3. The capital investment on energy conservation equipment:

During the year under review, Company has not incurred any capital investment on energy conservation equipment.

Technology Absorption:

i) The effort made towards technology absorption: The Company has not imported any technology and hence there is nothing to be reported here.
ii) The benefit derived like product improvement, cost reduction, product development or import substitution: None
iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) –

a. The details of technology imported: **None**
b. The year of import: **None**
c. Whether the technology has been fully absorbed: **None**
d. If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: **NA**
The expenditure incurred on Research and Development: ***NIL***

Foreign Exchange Earnings & Expenditure:

i) Details of Foreign Exchange Earnings:

(Rs in Lakhs)

Sr No.	Particulars	F.Y. 2025-2026	F.Y. 2024-2025
1.	Foreign Exchange Earnings	0	0

ii) Details of Foreign Exchange Expenditure:

(Rs in Lakhs)

Sr No.	Particulars	F.Y. 2025-2026	F.Y. 2024-2025
1.	Foreign Exchange Expenditure	0	0

For and on Behalf of Board of Directors
SONALIS CONSUMER PRODUCTS LIMITED

SONALI NILESH KOCHAREKAR
Managing Director
DIN: 09536461

SMITA SHASHIKANT SHAH
Whole Time Director
DIN: 09536462

Date: 02/09/2026
Place: Mumbai

ANNEXURE-III

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 No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
SONALIS CONSUMER PRODUCTS LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SONALIS CONSUMER PRODUCTS LIMITED (U15490MH2022PLC378461)** (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 March 31, 2026 ("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 March 31, 2026 according to the provisions of:

i. The Companies Act, 2013 (the Act) and the Rules made thereunder;

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;

iii. The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;

iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **Not Applicable during the audit period**

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;

d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **Not applicable to the company during the audit period;**

e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not applicable to the company during the audit period;**

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, 2009 - **Not applicable to the company during the audit period and;**

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not applicable to the company during the audit period;**

i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

vi. The company has complied with the applicable sector – specific laws relating to its business.

vii. Based on the representation made by the Company and its officers, the Company has proper system and process in place for compliance under the other applicable Labour Laws and other incidental laws, Acts, Rules, Regulations and Guidelines.

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

i. Secretarial Standards issued by The Institute of Company Secretaries of India.

ii. The Listing Agreements entered into by the Company with Bombay Stock Exchange of India Limited.

During the period under review the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same has been subject to review by statutory financial auditor and other designated professionals.

We further report that:

i. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Director. 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.

ii. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for Meetings other than those held by a shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meetings and for meaningful participation at the meetings.

iii. Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

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 following specific events / actions having a major bearing on company's affair in pursuance of the above – referred laws, rules, regulations, guidelines, standards, etc:

- During the period under review the company had come up with Right Issue of 29,98,500 Equity Shares of face value of Rs.10/- each fully paid for cash at a price of Rs.54.60/- per Equity Share (including a premium of Rs.44.60/- per Equity Share) aggregating to Rs. 16.37 Crores.
- The Rights Issue was subscribed by 93.45% and the company has allotted 27,50,000 Equity Shares of face value of Rs.10/- each fully paid for cash at a price of Rs.54.60/- per Equity Share (including a premium of Rs.44.60/- per Equity Share) aggregating to Rs. 15.01 Crores.
- The Right Issue Shares of the Company have been listed with the Bombay Stock Exchange of India Limited ("BSE") with effect from Monday, May 19, 2025.

For K.P. Ghelani & Associates
Company Secretaries

CS Keyur Ghelani
Proprietor
Mem. No. ACS 33400
C.P. No. 12468
UDIN: A033400H001351112
Peer Review Certificate No. 5905/2024

Date: September 02, 2026
Place: Rajkot

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.

Annexure - I

The Members,
SONALIS CONSUMER PRODUCTS LIMITED

Our report of even date is to be read along with this letter:

1. Maintenance of secretarial records is the responsibility of 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 happening of events, etc.

5. The compliance of the provisions of corporate and other applicable laws, rules and 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 K.P. Ghelani & Associates
Company Secretaries

CS Keyur Ghelani
Proprietor
Mem. No. ACS 33400
C.P. No. 12468
Peer Review Certificate No. 5905/2024

Date: September 02, 2026
Place: Rajkot

ANNEXURE-IV

Management Discussion & Analysis

Indian Economy

The FMCG sector in India expanded due to consumer-driven growth and higher product prices, especially for essential goods. FMCG sector provides employment to around 3 million people accounting for approximately 5% of the total factory employment in India. The key growth drivers for the sector include favourable Government initiatives & policies, a growing rural market and youth population, new branded products, and growth of e-commerce platforms. Resilience needs to be the key factor in the manufacturing process, daily operations, retail and logistic channels, consumer insights and communication that will help FMCG companies to withstand the test of time and create more value for consumers in the long run. According to NielsenIQ, the Indian FMCG industry reported 11% YoY value growth in the March quarter, driven by a 5.1% volume increase and a 5.6% price hike, as rural growth outpaced the urban areas for the fifth straight quarter.

Growing awareness, easier access and changing lifestyles have been the key growth drivers for the sector. The urban segment (accounts for a revenue share of around 65%) is the largest contributor to the overall revenue generated by the FMCG sector in India. However, in the last few years, the FMCG market has grown at a faster pace in rural India compared to urban India. Semi-urban and rural segments are growing at a rapid pace and FMCG products account for 50% of the total rural spending. In Q4 FY26, rural markets continued to outperform urban markets in the Fast-Moving Consumer Goods (FMCG) sector, with leading players such as Dabur, Marico, and AWL Agri Business (formerly Adani Wilmar) highlighting stronger rural demand, particularly in food categories.

Total revenue of FMCG market is expected to grow at a CAGR of 27.9% through 2021-27, reaching nearly US$ 615.87 billion. In 2022, urban segment contributed 65% whereas rural India contributed more than 35% to the overall annual FMCG sales. Good harvest, government spending expected to aid rural demand recovery in FY26. The sector had grown 8.5% in revenues and 2.5% in volumes last fiscal year. In the January-June period of 2022, the sector witnessed value growth of about 8.4% on account of price hikes due to inflationary pressures.

Industry Structure and Developments:

The Indian food processing sector offers a promising growth journey ahead and presents several opportunities with the sector being recognized as a key priority industry under the “Make in India” initiative.

The MoFPI has undertaken several initiatives aimed at enhancing infrastructure and fostering food processing industries to stimulate investment in this domain. The Indian Government has sought to involve multiple stakeholders to improve interactions between farmers, processors, distributors, and retailers to establish strong supply chains linking farmers to processing and marketing to empower them with nearby grading and storage facilities which will enhance the value of their products.

There are substantial investment prospects totaling US$ 2.36 billion across 31 projects under Common Infrastructure for Industrial Parks which includes facilities such as specialized processing units, effluent treatment plants, testing laboratories, common warehouses, and logistics support. Foreign investment opportunities in India's food processing sector are also promising due to favorable policies, a vast consumer market, and government initiatives focused on improving the sector's competitiveness and sustainability.

COMPANY OVERVIEW

A World Moving Towards Wellness

Globally, food consumption patterns are shifting. Consumers are moving away from heavy, fried, and processed foods to lighter, healthier, and smarter snacking options. India, with its youthful population and rising health awareness, is at the heart of this transformation — and Sonalis is right at the forefront.

Our Industry, Our Opportunity

The Indian healthy snacks market is one of the fastest-growing segments of FMCG. Modern trade, e-commerce platforms, and a rising preference for packaged snacks are redefining the way India consumes. Sonalis, with its perfect balance of traditional flavors and modern nutrition, is positioned to seize this moment.

Performance That Inspire

FY 2025–2026 was a breakthrough year for us.

- Revenue from Operations: ₹14,988.00 lakhs (vs. ₹10,669.84 lakhs last year)
- Net Profit: ₹10,669.84 lakhs (vs. ₹265.18 lakhs last year)
- These numbers tell a story — of scale, trust, and a clear vision for the future.

Fueling Growth Through Flavor & Health

Our diverse portfolio — Granola Bars, Healthy Laddus, Puffs, Cheeselings, Chakli, Diet Bhel, and Sev — brings together taste and nutrition. Manufactured in-house at our Vasai facility, each product reflects our uncompromising commitment to quality.

Opportunities on the Horizon

- Growing demand for healthy and convenient snacks.
- Expansion into new regions across India and beyond.

- Rising acceptance of traditional Indian snacks with a healthy twist.
- Potential in exports to global markets.

⚠ *Navigating Challenges*

We remain mindful of:

- Intense competition in the FMCG landscape.
- Fluctuating raw material costs.
- Shifting consumer preferences.
- Evolving regulatory requirements.

Our proactive risk management and efficient operations help us turn challenges into opportunities.

The Road Ahead

The future belongs to brands that combine **trust, taste, and health.** Sonalis is focused on:

- Innovating with new, nutritious product lines.
- Strengthening e-commerce and retail presence.
- Expanding distribution reach across India.
- Embedding sustainability at the core of operations.

Powered by People

Our employees are our biggest strength. Their passion, creativity, and dedication drive Sonalis forward. We continue to nurture a culture of learning, collaboration, and excellence.

Conclusion

Sonalis Consumer Products Limited has transformed from a promising idea into a **trusted name in healthy snacking.** With innovation as our compass and quality as our promise, we are confident of building a future where Sonalis becomes synonymous with **wholesome snacking for every Indian household.**

CEO & CFO CERTIFICATION

To,
Board of Directors.
SONALIS CONSUMER PRODUCTS LIMITED

Subject: Under Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We certify that:

a. We have reviewed financial statements and the cash flow statement of **SONALIS CONSUMER PRODUCTS LIMITED** for the year ended March 31, 2026 and that to the best of our knowledge and belief:

   (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b. To the best of our knowledge and belief, no transactions entered into by the Company during the years which are fraudulent, illegal or violative of the Code of Conduct of the Company.

c. We accept responsibility for establishing and maintaining internal controls over financial reporting and that we have evaluated the effectiveness of internal control systems of the Company over financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls over financial reporting, if any, of which we are aware and the steps we have taken, propose to take, to rectify these deficiencies. In our opinion, there are adequate internal controls over financial reporting;

d. We have indicated to the auditors and the Audit Committee that there are:

   (i) no significant changes in internal control over financial reporting during the year;

   (ii) no significant changes in accounting policies during the year and

   (iii) no instances of fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control systems over financial reporting.

……………………….	………………………...
(SONALI KOCHAREKAR)	**(SHIVANG SHAH)**
Managing Director	**Chief Financial Officer**
DIN No.: 09536461	

Place: Mumbai
Date: 02/09/2026

DECLARATION BY THE MANAGING DIRECTOR UNDER REGULATION 26(3) READ WITH SCHEDULE V OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REGARDING ADHERENCE TO THE CODE OF CONDUCT

Pursuant to Regulation 26 (3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management personnel of the Company have affirmed compliance to their respective Codes of Conduct, as applicable to them for the Financial Year ended March 31, 2026.

For SONALIS CONSUMER PRODUCTS LIMITED,

SONALI KOCHAREKAR
Managing Director
DIN: 09536461

Place: Mumbai
Date: 02/09/2026

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)

The Members,
SONALIS CONSUMER PRODUCTS LIMITED
Registered Address: HD-275, WeWork Oberoi
Commerz II, 20th floor, CTS No. 95,
4 B 3 & 4 590, Off W. E. Highway,
Oberoi Garden City,
Goregaon East (D2),
Mumbai – 400063,
Maharashtra,

We have examined the relevant registers, records, forms; returns and disclosures received from the Directors of **SONALIS CONSUMER PRODUCTS LIMITED** having CIN: **U15490MH2022PLC378461** and having registered office at HD-275, WeWork Oberoi#Commerz II, 20th floor, CTS No. 95, #4 B 3 & 4 590, Off W. E. Highway, #Oberoi Garden City, Goregaon East (D2), # Mumbai – 400063, Maharashtra, (hereinafter referred to as 'the Company'), produced before me 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 ending on 31st March, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name Of Directors	DIN	Date of Appointment
1	Sonali Nilesh Kocharekar	09536461	15/03/2022
2	Smita Shashikant Shah	09536462	15/03/2022
3	Sundeep Paul Menezes	09706081	20/08/2022
4	Ekta Anuj Chugani	09708289	20/08/2022
5	Sanjay Rajkumar Dua	10537921	20/05/2024

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 K. P. GHELANI & ASSOCIATES
Company Secretaries

CS Keyur Ghelani
Proprietor
Mem No. ACS 33400
CoP: 12468
UDIN: A033400H001351277

Place: Rajkot
Date: 02/09/2026

NON-APPLICABILITY OF THE COMPLIANCE ON CORPORATE GOVERNANCE
(Pursuant to Regulation 27(2)(A) of SEBI (LODR) Regulations, 2015)

September 02, 2026

To,
Board of Directors,
SONALIS CONSUMER PRODUCTS LIMITED
HD-275, WeWork Oberoi Commerz II, 20th floor,
CTS No. 95, 4 B 3 & 4 590, Off W. E. Highway,
Oberoi Garden City, Goregaon East,
Mumbai – 400053,
Maharshtra

Subject: Certificate of Non-Applicability of the compliance on Corporate Governance under Regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended March 31, 2026

I, Keyur Ghelani, Proprietor of M/s K. P. Ghelani & Associates, Company Secretaries, hereby certify that provisions of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Regulation 15 (2) (a) of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to "SONALIS CONSUMER PRODUCTS LIMITED" (the Company) for the year ended March 31, 2026.

Furthermore, paid-up equity capital of the Company does not exceed Rs.10.00 Crores and Net worth does not exceed Rs.25.00 Crores during last 2 (Two) previous financial years.

Sr. No.	Financial Year (F.Y.)	Paid up Capital (Rupees in Lakhs)	Net Worth (Rupees in Lakhs)
1	F.Y. 2024-25	199.90	831.26
2	F.Y. 2023-24	199.90	566.10
3	F.Y. 2022-23	105.50	281.06

Therefore, the Company is not required to submit the Corporate Governance Report for the year ended on March 31, 2026.

Kindly take the same on your records.

Thanking you.
For K. P. Ghelani & Associates
Company Secretaries

CS Keyur Ghelani
Proprietor
Mem. No. ACS 33400
C.P. No. 12468
UDIN: A033400H001352377

INDEPENDENT AUDITOR'S REPORT

To the Members of SONALIS CONSUMER PRODUCTS LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements Sonalis Consumer Products Limited ("the Company"), which comprise the Balance sheet as at 31st March 2026, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows ended on that date, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "financial statements").

In our opinion and to the best of our information and according to the explanations and management representation letter given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the 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 state of affairs of the Company as at March 31, 2026, the Loss and 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 the financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditors Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements, except the ledger copies demanded by us from the company which could not be provided by the company even on the signing date of financial due to the accounting software technical problem and it will be provided by the company once this software problem will get resolved.

Management's Responsibilities for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, 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.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- 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 Company 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 Company's ability to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit finding, 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 financial statements of the current period 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.

<u>Report on Other Legal and Regulatory Requirements</u>

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 Companies Act, 2013, We have given in the Annexure-B 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, based on our audit we report that:

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

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

   c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account.

   d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.

   e. On the basis of the written representations received from the directors on March 31, 2026 and upto the date of signing of this audit report, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 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 over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure A'.

g. 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:

i. The Company has disclosed the impact of pending litigations on its financial position.

ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any.

iii. There has been no delay in transferring amounts required to be transferred to the Investor Education and Protection Fund.

iv. The Company has used such an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year.

For M/s H Rajen & Co.

Chartered Accountants

Firm Registration No.: 108351W

Membership No.: 36526

Place: Mumbai

Date: 26th May, 2026

UDIN: 26036526HUPZZF9880

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF SONALIS CONSUMER PRODUCTS LIMITED FOR THE YEAR ENDED 31ST MARCH 2026.

Report on the internal financial controls over financial reporting under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Sonalis Consumer Products Limited ("the Company") as at March 31, 2026, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's responsibility for internal financial controls

The board of directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. 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, 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 Companies Act, 2013.

Auditors' responsibility

Our responsibility is to express an opinion on the 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 and the standards on auditing prescribed under Section 143 (10) of the Companies Act, 2013, 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 system 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 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 in the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial control system over financial reporting.

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 (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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 of 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 control 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 our opinion and according to the information and explanations given to us, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For M/s H Rajen & Co.

Chartered Accountants

Firm Registration No.: 108351W

Membership No.: 36526

Place: Mumbai

Date: 26th May, 2026

UDIN: 26036526HUPZZF9880

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF SONALIS CONSUMER PRODUCTS LIMITED FOR THE YEAR ENDED 31ST MARCH 2026.

[Referred to in paragraph 'Report on Other Legal and Regulatory Requirements' of our report of even date to the members of Sonalis Consumer Products Limited on the financial statements for the year ended 31st March 2026]

. *The Company's tangible and Intangible assets*:

(a) A. The company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment. B. The Company has maintained proper records showing full particulars of intangible assets.

(b) Property, Plant and Equipment have been physically verified by the management at reasonable intervals during the year and no material discrepancies were identified on such verification.

(c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold/on lease, are held in the name of the Company as at the balance sheet date.

(d) According to the information and explanations given to us, the Company has not revalued its property in the year under review.

(e) According to the information and explanations given to us, no proceeding has been initiated or pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder. Accordingly, the provisions stated in paragraph 3(i) (e) of the Order are not applicable to the Company.

ii. *The Company is involved in the Manufacture, Retailer & Wholesaler of Snack to trading of FMCG business* and accordingly we report that:

(a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification, coverage & procedure of such verification is reasonable and appropriate. 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 books of account and records of the Company, the Company has not been sanctioned working capital limits in excess of **₹5 crore**, in aggregate, at any point of time during the year, from banks or financial institutions on the basis of security of current assets. Accordingly, the provisions of clause 3(ii)(b) of the Order are not applicable to the Company.

iii. According to the information explanation provided to us, the Company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Hence, the requirements under paragraph 3(iii) of the Order are not applicable to the Company.

iv. In our opinion and according to the information and explanations given to us, the Company has not either directly or indirectly, granted any loan to any of its directors or to any other person in whom the director is interested, in accordance with the provisions of section 185 of the Act and the Company has not made investments through more than two layers of investment companies in accordance with the provisions of section 186 of the Act. Accordingly, provisions stated in paragraph 3(iv) of the Order are not applicable to the Company.

v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under.

vi. The provisions of sub-section (1) of section 148 of the Act are not applicable to the Company as the Central Government of India has not specified the maintenance of cost records for any of the products of the Company. Accordingly, the provisions stated in paragraph 3 (vi) of the Order are not applicable to the Company.

vii. Statutory dues

(a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, undisputed statutory dues including goods and service tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess have been regularly deposited by the company with appropriate authorities in all cases during the year.

(b) According to the information and explanation given to us and the records of the Company examined by us, there are no dues of income tax, goods and service tax, customs duty, cess and any other statutory dues which have not been deposited on account of any dispute.

viii. According to the information and explanations given to us, there are no transactions which are not accounted in the books of account which have been surrendered or disclosed as income during the year in Tax Assessment of the Company. Also, there are no previously unrecorded income which has been now recorded in the books of account. Hence, the provision stated in paragraph 3(viii) of the Order is not applicable to the Company.

ix. Borrowings and repayments:

(a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings or in payment of interest thereon to any lender.

(b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) In our opinion and according to the information explanation provided to us, money raised by way of term loans during the year have been applied for the purpose for which they were raised.

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the company.

(e) The Company has **no subsidiaries**. During the year, the Company has obtained loans from relatives amounting to **16,85,100**, vehicle loans amounting to **20,50,849**, and secured borrowings towards current maturities of long-term debt amounting to **2,97,000**.

x. Initial public offer / Further public offer

(a) The Company has raised moneys by way of and Right issue during the year amounting to **15,01,00,000**. The Company has utilised the monies raised through the Right Issue for the purposes for which they were raised, namely **General Corporate Purposes, purchase of Equipment/Machinery, Construction Expenses and Working Capital requirements for suppliers**. Based on the information and explanations given to us and our examination of the records of the Company, we have not observed any material deviation in the utilisation of the monies raised through the Right Issue from the objects for which they were raised.

(b) In our opinion and according to the information and explanations given to us, and based on our examination of the records of the Company, the Company has NOT made preferential allotment or private placement of shares or fully, partly or optionally convertible debentures during the year.

xi. Frauds

(a) During the course of our audit, examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company nor on the Company.

(b) We have not come across of any instance of fraud by the Company or on the Company during the course of audit of the financial statement for the year ended March 31, 2026, accordingly the provisions stated in paragraph (xi)(b) of the Order is not applicable to the Company.

(c) As represented to us by the management, there are no whistle-blower complaints received by the Company during the year. Accordingly, the provisions stated in paragraph (xi)(c) of the Order is not applicable to company.

xii. Nidhi Company

(a) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions stated in paragraph 3(xii) (a) to (c) of the Order are not applicable to the Company.

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has entered into transactions with the related parties as stated in the provisions of the sections 177 and 188 of the Act. All such transactions are in compliance with sections 177 and 188 of Companies Act where applicable and the details have been disclosed in the financial statements, etc., as required by the applicable accounting standards.

xiv. Internal Audit

(a) In our opinion and based on our examination, the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) We have considered the internal audit reports of the company, for the year under audit, issued till the date of this audit report.

xv. According to the information and explanations given to us, in our opinion during the year the Company has not entered into non-cash transactions with directors or persons connected with its directors and hence, provisions of section 192 of the Act are not applicable to company. Accordingly, the provisions stated in paragraph 3(xv) of the Order are not applicable to the Company.

xvi. Reserve Bank of India Act, 1934

(a) In our opinion, the Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions stated in paragraph clause 3 (xvi)(a) of the Order are not applicable to the Company.

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

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Hence, the reporting under paragraph clause 3 (xvi)(c) of the Order are not applicable to the Company.

(d) The Company does not have more than one CIC as a part of its group. Hence, the provisions stated in paragraph clause 3 (xvi)(d) of the Order are not applicable to the Company.

xviii. There has been no resignation of the statutory auditors during the year. Hence, the provisions stated in paragraph clause 3 (xviii) of the Order are not applicable to the Company.

xix. According to the information and explanations given to us and based on our examination of financial ratios, ageing and expected date of realisation of financial assets and payment of liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of audit report and the Company is 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.

xx. Corporate Social Responsibility

(a) According to the information and explanations given to us, the Company is not required to comply with the provisions relating to Corporate Social Responsibility (CSR) under Section 135 of the Companies Act, 2013. Accordingly, there is no amount required to be spent or remaining unspent for the financial year and, consequently, no amount is required to be transferred to the Fund specified in Schedule VII to the Act or to a special account in accordance with the applicable provisions of Section 135 of the Act. Accordingly, the provisions of clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable to the Company.

For M/s H Rajen & Co.

Chartered Accountants

Firm Registration No.: 108351W

Membership No.: 36526

Place: Mumbai

Date: 26th May, 2026

UDIN: 26036526HUPZZF9880

SONALIS CONSUMER PRODUCTS LIMITED
CIN: L52109MH2022PLC378461
All amount are ₹ in Lakhs unless otherwise stated
Balance sheet at March 31, 2026

(Rs. In Lakhs)

	Particulars	Note No.	As at March 31, 2026	As at March 31, 2025
	Assets			
1	**Non-current assets**			
	a. Property, plant and equipment	2	206.31	5.29
	b. Intangible assets	3	-	-
	c. Intangible assets under development	3	550.00	-
	d. Investment in subsidiaries, associates, joint ventures & Partnership firm	4	-	-
	e. Financial assets			
	i. Other investments	5	-	-
	ii. Non-current loans	6	-	-
	iii. Other financial assets	7	8.27	-
	f. Non-current tax assets (net)	8	-	-
	f. Deferred tax asset (net)		-	-
	g. Other non-current assets	9	-	-
	Total non-current assets		**764.58**	**5.29**
2	**Current assets**			
	a. Inventories	10	904.28	1,089.68
	b. Financial Assets		-	-
	i. Trade receivables	11	3,131.51	3,954.92
	ii. Cash and cash equivalents	12	31.36	50.89
	iii. Bank balances other than (ii) above	12	15.50	-
	iv. Other financial assets	7	8.27	3.62
	d. Other current assets	9	16.56	91.60
	Total current assets		**4,107.48**	**5,190.71**
	Total assets		**4,872.07**	**5,196.00**
	Equity and liabilities			
	Equity			
	a. Equity share capital	13	474.90	199.90
	b. Other equity	14	2,808.51	631.38
	Total Equity		**3,283.41**	**831.28**
	Liabilities			
1	**Non-current liabilities**			
	a. Financial liabilities			
	i. Borrowings	15	37.36	55.89
	b. Provisions	16	-	-
	c. Deferred tax liability (net)	17	1.75	0.81
	Total non-current liabilities		**39.11**	**56.70**
2	**Current liabilities**			
	a. Financial liabilities			
	i. Borrowings	15	239.06	2.93
	ii. Trade payables	18	1,126.99	4,190.05
	iii. Other financial liabilities	19	47.61	-
	b. Provisions	16	126.32	99.47
	c. Other current liabilities	20	9.58	15.58
	Total current liabilities		**1,549.55**	**4,308.03**
	Total liabilities		**1,588.66**	**4,364.73**
	Total Equity and Liabilities		**4,872.07**	**5,196.00**
	See accompanying notes to the financial statements	1		

This is the Balance Sheet referred to in our Report of even date.
For M/s H Rajen & Co.
Chartered Accountants
Firm Registration No.:108351W

For and on behalf of the Board
SONALIS CONSUMER PRODUCTS LTD

CFO	Director	Managing Director & Compliance Officer
Shivang Shah	Smita S. Shah	Sonali N. Kocharekar
	DIN : 09536462	DIN : 09536461

Membership No.: 36526
Date: 26th May, 2026
Place: Mumbai

SONALIS CONSUMER PRODUCTS LIMITED
CIN: L52109MH2022PLC378461
All amount are ₹ in Lakhs unless otherwise stated

Statement of profit and loss for the year ended March 31, 2026

	Particulars	Note No.	For the year ended March 31, 2026	For the year ended March 31, 2025
I	Revenue from operations	21	14,988.00	10,669.84
II	Other Income	22	3.93	1.48
III	**Total Income (I + II)**		**14,991.93**	**10,671.32**
IV	**Expenses**			
	Purchases of raw materials		13,490.55	10,787.97
	Changes in inventories	23	185.40	-681.32
	Employee benefits expense	24	77.65	38.81
	Finance costs	25	45.39	1.01
	Depreciation and amortisation expense	26	16.13	2.02
	Other expenses	27	174.66	165.58
	Total expenses (IV)		**13,989.79**	**10,314.07**
V	**Profit/(Loss) before tax (III - IV)**		**1,002.14**	**357.25**
VI	Tax expenses			
	Current tax		121.32	92.89
	Short Provision of Earlier Years		13.09	-
	Deferred tax	17	0.94	-0.79
			135.34	**92.10**
VII	**Profit/(Loss) for the year (V - VI)**		**866.80**	**265.18**
VIII	**Extra Ordinary Items**			
IX	**Total comprehensive (loss)/income for the year (VII + VIII)**		**866.80**	**265.18**
	Earnings per equity share			
	(1) Basic (in ₹)		18.25	13.27
	(1) Diluted (in ₹)		18.25	13.27

See accompanying notes to the financial statements

For
Chartered Accountants

For and on behalf of the Board
SONALIS CONSUMER PRODUCTS LTD

For M/s H Rajen & Co.
Chartered Accountants
Firm Registration No.:108351W

CFO
Shivang Shah

Director
Smita S. Shah
DIN : 09536462

Managing Director & Compliance Officer
Sonali N. Kocharekar
DIN : 09536461

Membership No.: 36526
Date: 26th May, 2026
Place: Mumbai

SONALIS CONSUMER PRODUCTS LIMITED
CIN: L52109MH2022PLC378461
All amount are ₹ in Lakhs unless otherwise stated

Statement of Cash flow for the year ended March 31, 2026

	Particulars		For the year ended March 31, 2026	For the year ended March 31, 2025
1	**Cash flow from operating activities**			
	Profit / (Loss) Before tax		**866.80**	**357.26**
	Adjustments for :			
	Depreciation, amortisation and impairment		16.13	2.01
	Finance costs		45.39	1.01
				-
	Operating profit before working capital changes		**928.32**	**360.28**
	Adjustments for changes in :			
	Increase / (Decrease) in trade payables		-3,063.06	3,944.33
	Increase / (Decrease) in other current liabilities		26.85	1.28
	Increase / (Decrease) in Short term borrowings		236.13	-138.16
	Increase / (Decrease) in Other Financial Liabilities		-6.00	-
	Increase / (Decrease) in Short term Provisions		26.85	2.11
	(Increase) / Decrease in trade receivables		517.28	-3,860.55
	(Increase) / Decrease in Advances		-4.65	-55.05
	(Increase) / Decrease in inventories		185.40	-681.31
	(Increase) / Decrease in Other Current Assets		75.04	367.28
	Cash generated from operations		**-1,077.85**	**-59.79**
	Income tax paid		95.97	-
		[A]	**-981.88**	**-59.79**
2	**Cash flow from investing activities**			
	Payments for acquisition of Property, Plant & Equipments		-201.02	-
	Intenagible Assets under development		-550.00	
	Decrease/(increase) in non current loans and advances given [Net]		-8.27	-
		[B]	**-759.29**	**-**
3	**Cash flow from financing activities**			
	Proceeds from/Repayments of borrowings [Net]		236.13	-1.01
	Proceeds from Security Premium		1,226.01	-
	Proceeds from Issue of Shares		275.00	-
		[C]	**1,737.14**	**-1.01**
	Net cash Inflow / (outflow) [A+B+C]		**-4.03**	**-60.80**
	Openings cash and cash equivalents		**50.89**	**111.70**
	Closing cash and cash equivalents		**46.86**	**50.90**

See accompanying notes to the financial statements

For
Chartered Accountants

For M/s H Rajen & Co.
Chartered Accountants
Firm Registration No.:108351W

For and on behalf of the Board
SONALIS CONSUMER PRODUCTS LTD

CFO	Director	Managing Director & Compliance Officer
Shivang Shah	**Smita S. Shah**	**Sonali N. Kocharekar**
	DIN : 09536462	**DIN : 09536461**

Membership No.: 36526
Date: 26th May, 2026
Place: Mumbai

Notes forming part of the financial statements

2 Property Plant & Equipment (Rs in Lakhs)

	Office Equipment	Computers	Mobile	Furniture & Fixtures	Plant & Machinery	Vehicle	Capital CWIP	Total
Deemed Cost								
As at April 1, 2025	**0.94**	**0.23**	**1.28**	**0.17**	**12.44**	**5.36**	**-**	**20.42**
Additions	-	**0.54**	**1.39**	**-**	**-**	**50.22**	**165.00**	**217.16**
Disposals/ reclassifications	-	-	-	-	-	-	-	-
As at March 31, 2026	**0.94**	**0.77**	**2.67**	**0.17**	**12.44**	**55.58**	**165.00**	**237.58**
Accumulated amortisation and impairment								
As at April 1, 2025	**0.48**	**0.17**	**0.53**	**0.15**	**9.14**	**4.66**	**-**	**15.13**
Depreciation expenses	0.18	**0.33**	**1.03**	**0.02**	**2.17**	**12.40**		**16.13**
Eliminated on disposal of assets/ reclassifications								
As at March 31, 2026	**0.66**	**0.50**	**1.56**	**0.17**	**11.31**	**17.06**	**-**	**31.26**
As at March 31, 2025	**0.46**	**0.06**	**0.75**	**0.02**	**3.30**	**0.70**	**-**	**5.29**
As at March 31, 2026	**0.28**	**0.27**	**1.12**	**0.00**	**1.13**	**38.52**	**165.00**	**206.31**

3 Movement of Intangible Assets Under Development

Particulars	**(Rs in Lakhs)**
Opening Balance (as of April 1, 2025)	-
Add: Internal Development Costs Capitalized during the year	550
Add: Directly Attributable Expenses (e.g., Trial Runs, Professional Fees)	-
Less: Capitalized / Transferred to "Intangible Assets" *(for projects completed during the year)*	-
Less: Written off during the year *(if any project was abandoned)*	-
Closing Balance (as of March 31, 2026)	550

Notes forming part of the financial statements

4 Investment in subsidiaries, associates, joint ventures & Partnership firm

	As at march 31, 2026		As at March 31, 2025	
	Quantity (Nos.)/ Holding (%)	Amount	Quantity (Nos.)/ Holding (%)	Amount
Unquoted Investments (all fully paid)				
Investment in subsidiaries				
Investments in equity instruments				
Total investments in subsidiaries		-		-
Unquoted Investments (all fully paid)				
Investments in associates				
Total investments in associates		-		-
Unquoted Investments (all fully paid)				
Investments in Joint venture				
Total investments in Joint venture		-		-
Unquoted Investments (all fully paid)				
Investments in Limited Liability Partnership firm				
Investments in Partnership firm				-
Total investments		-		-
Aggregate book value of quoted investments		-		-
Aggregate market value of quoted investments		-		-
Aggregate carrying value of unquoted investments		-		-
Aggregate amount of impairment in value of investments in subsidiaries		-		-

5 Other investments

	As at march 31, 2026		As at March 31, 2025	
	Qty.	Amount	Qty.	Amount
Unquoted Investments (all fully paid)				
Quoted Investments (all fully paid)				
Total investments		-		-
Aggregate book value of quoted investments		-		-
Aggregate market value of quoted investments		-		-
Aggregate carrying value of unquoted investments		-		-
Aggregate amount of impairment in value of investments in Limited Liabilities Partnership		-		-

Notes forming part of the financial statements

6 Non-current loans

Particulars	As at March 31, 2026	As at March 31, 2025
Loan to related party	-	-
Total	**-**	**-**

6.1 Details of Loans or advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person.

(a) As at March 31, 2026

Particulars	Amount of loan or advance in the nature of loan outstanding	Amount of loan or advance in the nature of loan outstanding
Promoters	-	-
Directors	-	-
KMPs	-	-
Related Parties	-	-

(b) As at March 31, 2025

Particulars	Amount of loan or advance in the nature of loan outstanding	Amount of loan or advance in the nature of loan outstanding
Promoters		-
Directors		-
KMPs		-
Related Parties	-	-

7 Other financial asset

Particulars	As at March 31, 2026	As at March 31, 2025
Non-current		
Deposits	-	-
	-	**-**
Current		
Advances		
- to staff	-	0.32
- to related parties	-	-
- to Others	9.85	3.30
	9.85	**3.62**

8 Non-current tax asset (net)

Particulars	As at March 31, 2026	As at March 31, 2025
Deferred Tax Asset		-
Tax Payments (net of provisions)		-
Total	**-**	**-**

9 Other assets

Particulars	As at March 31, 2026	As at March 31, 2025
Non-current		

Security deposits	-	-
Other assets*	-	-
Total	**-**	**-**
Current		
Advances to suppliers	-	53.27
Balances with government authorities	15.53	38.33
Accured Interest Receivable	1.03	-
	16.56	**91.60**
Total	**16.56**	**91.60**

10 Inventories

Particulars	As at March 31, 2026	As at March 31, 2025
Inventories (at lower of cost and net realisable value)		
Work-in-Progress, Raw Material and Finished Goods	904.28	1,089.68
Total	**904.28**	**1,089.68**

Notes forming part of the financial statements

11 Trade Receivables

Particulars	As at March 31, 2026	As at March 31, 2025
Current		
Unsecured, considered good	3,132.92	3,954.92
Less: Expected credit loss allowance		-
	3,132.92	**3,954.92**

11.1 The average credit period Generally ranged from 30 -60 days.

11.2 The ageing schedule of Trade receivables is as follows:

As at March 31, 2026

Particulars		Not due	Less than 6 Months	6 Months - 1 Year	1-3 years	> 3 years	Total
Undisputed							
Considered good		-	3,132.92	-		-	3,132.92
Credit impaired							-
Disputed							
Considered good						-	-
Credit impaired							-

As at March 31, 2025

Particulars		Not due	Less than 6 Months	6 Months - 1 Year	1-3 years	> 3 years	Total
Undisputed							
Considered good		-	-	3,954.92	-	-	3,954.92
Credit impaired		-	-	-	-	-	-
Disputed							
Considered good		-	-	-	-	-	-
Credit impaired		-	-	-	-	-	-

The ageing has been given based on gross trade receivables without considering expected credit loss allowance.

12 Cash and bank balance

Particulars	As at March 31, 2026	As at March 31, 2025
A. Cash and cash equivalents		
Balances with banks	13.32	5.12
Cash on hand	18.04	45.77
Total	**31.36**	**50.89**
B. Bank balance other than cash and cash equivalent		
In term deposit accounts		
- With remaining maturity of less than 12 months but more than 3 months	15.50	-
Total	**15.50**	**-**

Notes forming part of the financial statements

13 Equity share capital

Particulars	As at March , 31 2026	As at March , 31 2025
Authorised share capital		
50,00,000 Equity shares of ₹ 10/- each	200.00	200.00
[Previous Year 20,00,000 /- Equty Shares of Rs 10 /- each]		
Issued and subscribed capital comprises:-		
47,49,000 Equity Shares of Rs.10/- Each Issued during the year	474.90	199.90
[Previous Year 19,90,000 /- Equty Shares of Rs 10 /- each]		
Total	**474.90**	**199.90**

13.1 The company has only one class of equity shares having a par value of ₹ 10 per share.

Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the company, the holders of equity share will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

13.2 Details of shares held by each shareholder holding more than 5% shares

Particulars	As at March, 31 2026	As at March, 31 2026
	%	%
Fully paid equity shares		
Sonali Nilesh Kocharekar	900,274	18.96
Smita Shashikant Shah	730,273	15.38
	1,630,547	**34.33**
	As at March,2025	As at March,2025
	Number of shares held	%
Fully paid equity shares		
Sonali Nilesh Kocharekar	384,274	19.22
Smita Shashikant Shah	384,273	19.22
	768,547	**38.45**

13.3 A reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period.

Particulars	Units
As at April 1, 2024	**199.90**
Issued during the year	275.00
As at March 31, 2025	**474.90**
Issued during the year	-
As at March 31, 2026	**474.90**

13.4 Shareholding of promoters

As at March 31, 2026

Name of promoter	No. of shares	Holding Percentage of Total Share Capital Issued of Total Share
Sonali Nilesh Kocharekar	900,274	18.96
Smita Shashikant Shah	730,273	15.38
	1,630,547	**34.33**

As at March 31, 2025

Name of promoter	No. of shares	Holding Percentage of Total Share Capital Issued of Total Share
Sonali Nilesh Kocharekar	384,274	19.22
Smita Shashikant Shah	384,273	19.22
	768,547	**38.45**

14 Other equity

Particulars	As at March , 31 2026	As at March , 31 2025
Reserves and surplus		
Securities premium reserve	1,590.07	364.06
Retained earnings	1,221.42	267.31
Total	**2,811.49**	**631.38**

15 Borrowings

Particulars	As at March 31, 2026	As at March 31, 2025
Non-current		
Secured borrowings at amortised cost:		
- Vehicle loans	20.51	-
Unsecured borrowings		
- Loans and advances from Others parties	-	36.74
- Loans and advances from related parties	16.85	19.15
	37.36	**55.89**
Current		
Secured Borrowings		
- Current maturities of long-term debt	2.97	2.93
Unsecured borrowings		
- CC From Bank	236.09	-
	239.06	**2.93**

15.1 There are no breach of contractual terms of the borrowing during the year ended March 31, 2026 and March 31, 2025

16 Provisions

Particulars	As at March 31, 2026	As at March 31, 2025
Non-current	-	-
Total	**-**	**-**
Current		
Provision for Expenses	5.00	5.17
Provision for tax (net)	121.32	94.30
Total	**126.32**	**99.47**

17 Deferred tax liabilities (net)

Particulars	As at March 31, 2026	As at March 31, 2025
Opening balance	0.81	1.60
Add : Deferred tax income/(expense)	0.94	-0.79
Total	**1.75**	**0.81**

18 Trade payables

Particulars	As at March 31, 2026	As at March 31, 2025
Trade payables		
Due to micro and small enterprises		
Due to other than micro and small enterprises	1,126.99	4,190.05
Total	**1,126.99**	**4,190.05**

The Company has not received any intimation from the suppliers regarding their status under Micro, Small and Medium Enterprises Development Act, 2006 and hence the disclosure required under the Act.

19 Other financial liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Current		
Other expenses payable	47.61	-
Total	**47.61**	**-**

20 Other current liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Statutory Liabilities		
-Profession tax Payable	0.17	-
- TDS Payable	5.82	3.05
Outstanding Expenses		
- Payable for Expenses	5.16	12.53
Total	**11.16**	**15.58**

Notes forming part of the financial statements

21 Revenue from operations

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Sales of Product	14,988.00	10,669.84
Other Operating Revenue	-	-
	14,988.00	**10,669.84**

21.1 There are no impairment losses on trade receivable recognised in Statement of profit and loss for the year ended March 31, 2026 and March 31, 2025

21.2 The Company presently recognises revenue on point in time basis. This is consistent with the revenue information that is disclosed for each reportable segment under Ind AS 108 (refer Note 36 on Segment information disclosure).

22 Other Income

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Other Income	3.93	1.48
	3.93	**1.48**

23 Changes in inventories

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
A. Opening stock:		
Work-in-Progress, Raw Material and Finished Goods	1,089.68	408.36
B. Closing stock:		
Work-in-Progress, Raw Material and Finished Goods	904.28	1,089.68
A - B	**185.40**	**-681.32**

24 Employee benefits expenses

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Salaries and Wages	17.62	8.81
Remuneration to directors	60.00	30.00
Staff Welfare Expenses	0.03	-
	77.65	**38.81**

25 Finance Costs

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Interest on loans from banks and financial institutions	1.64	0.48
Interest on Unsecured loans	0.70	-
Bank Charges	0.01	0.54
Interest on Bank OD	10.29	-
Other finance costs	32.75	-
Total	**45.39**	**1.01**

26 Depreciation and amortisation expense

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025

Depreciation of property, plant and equipment	16.13	2.02
Amortisation of intangible assets	-	-
Total depreciation and amortisation expenses	**16.13**	**2.02**

27 Other expenses

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Power and Fuel	0.08	-
Advertisement	3.25	0.11
Airport Charges	0.00	-
Audit Fees	4.83	5.00
BSE Charges	6.02	2.60
Business License and Visa Fees A/c	3.65	-
Business Promotion Exp	1.28	-
Business Travelling Expenses	0.22	-
CAR INSURANCE CHARGES	1.10	-
Electricity Expenses	0.23	
Embassy Attestation Services	2.52	
Interest on Late Payment - Stat Dues	0.01	
MCA FEES	0.03	
Membership & Subscription Charges	0.26	
Bad Debts	67.49	
Sundry Creditors Exp Writte Off	0.32	
Sundry Debtors Write Off	13.60	
SWAMI NITYANAND	0.06	
Telephone & Internet	0.05	
Service charges	0.02	
Indirect Expenses	0.12	
Purchase Expenses	0.00	
Purchase Round off	0.01	
Sales round off	0.00	
Sbi General Insurance	0.55	
BSE PENALTY	-	1.14
Food License Fees	-	0.08
Other Chrgres	-	0.67
Legal Fees	-	10.00
Market Making Fees	-	1.25
Marketting Expense	-	13.03
IPO Expense	-	-
Rent	13.25	-
Rates and Taxes	-	-
ROC Charges	-	0.79
Postage & Courier	-	0.08
Establishment Expense	-	
Repairs & Maintenance Expenses	0.34	
Conveyance Expense	-	
Travelling Expense	1.33	6.67
Freight and Transport Charges	-	
Brokerage, Commision & Discounts	1.25	
Vehicles Expenses	-	
Office Expenses	10.72	16.05
Computer Hardware & Software Expenses	-	0.42
Sales Promotions	-	
Miscellaneous Expenses	-	0.29
Professional Fees	8.98	4.50
Legal Expense	-	-
Production Expenses	-	1.40
Printing & Stationery Expenses	-	-
Packing Materials	-	-

Labour Exp	10.15	20.36
Transport Exp	20.00	80.94
Insurance Expense	2.93	0.20
Loading & Unloading Charges	-	-
	-	
Total	**174.66**	**165.58**

27.1 Payments to statutory auditors

Particulars		For the year ended March 31, 2025
a) For audit	4.83	5.00
b) Certification work		-
Total	**4.83**	**5.00**

27.2 Corporate Social Responsibility (CSR)

Particulars		For the year ended March 31, 2025
(a) amount required to be spent by the company during the year		
(b) amount of expenditure incurred for CSR expenses of Current year		
(c) shortfall at the end of the year out of the amount required to be spent by the Company during the year		
(d) total of previous years shortfall		
(e) reason for shortfall		
(f) amount of expenditure incurred for previous year shortfall		
(g) nature of CSR activities		
(h) details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard		
(i) where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately		

28 Current tax and deferred tax

28.1 Income tax recognised in profit and loss

Particulars		For the year ended March 31, 2025
Current tax:		
In respect of current year		
In respect of previous year		
		-
Deferred tax:		
In respect of current year origination and reversal of temporary differences		
MAT Credit Entitlement		
		-
Total		-

03rd Annual Report for the year 2024- 2025

SONALIS CONSUMER PRODUCTS LIMITED

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