Sundrop Brands Limited

(Formerly known as Agro Tech Foods Limited)

ANNUAL REPORT 2025-26

Bringing joyful food experiences to the modern consumer

CORPORATE INFORMATION

Directors*	Madhavan Karunakaran Menon (DIN 00008542)[1] Chairperson	
	Harsha Raghavan (DIN 0176152)	
	Manish Mehta (DIN 06442038)	
	Rajesh Jain (DIN 10619014)	
	Richa Arora (DIN 07144694)	
	Satish Premanand Rao (DIN 03265301)	
	Karamendra Daulet Singh (DIN 00110827)	
	Velloor Venkatakrishnan Ranganathan (DIN 00060917)[2]	
	Ramit Bharti Mittal (DIN 01228624)[2]	
	Nitish Bajaj (DIN 10835891)	Group Managing Director
	Asheesh Kumar Sharma (DIN 10602319)	Executive Director & Chief Executive Officer
Leadership Team	Sanjay Srivastava	Head of Manufacturing
	Dharmesh K Srivastava	Vice President–Supply Chain
	Gaurav Gupta	Head of Marketing
	Rikesh Kotwal	Head of Sales
	Shrey Dixit	Head of Research, Quality & Innovation
	Hitesh Yadav	Head of Procurement
	Padmavathi Tuluva	Head of Human Resources
	Rupish Saldi[3]	Head of Strategy & Business Transformation
	Atin Gupta[4]	Head of Ecom & Business Analytics
Chief Financial Officer	KPN Srinivas	
Company Secretary & Compliance Officer	Kavita[5]	
Statutory Auditors	M/s. BSR and Co., Chartered Accountants, Hyderabad. Firm Regn. No. 128510W	
Registered Office	31, Sarojini Devi Road, Secunderabad - 500003, Telangana, India.	
Website	www.sundropbrands.com	
Tel No.	040- 66650240	
CIN	L15142TG1986PLC006957	
Registrars to an Issue & Share Transfer Agents	KFin Technologies Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032, Telangana. Ph :18003094001	

1. Mr. Madhavan Karunakaran Menon was appointed as Non-Executive Independent Director of the Company w.e.f. September 24, 2025. He was thereafter appointed as the regular Chairperson of the Company w.e.f. April 01, 2026, in place of Mr. Harsha Raghavan.
2. Mr. Velloor Venkatakrishnan Ranganathan and Mr. Ramit Bharti Mittal were appointed as the Non-Executive Directors of the Company w.e.f. September 24, 2025.
3. Mr. Rupish Saldi was appointed as Head of Strategy and Business Transformation w.e.f. December 29, 2025, in place of Ms. Hem Jadeja who resigned from the stated office w.e.f December 30, 2025.
4. Mr. Atin Gupta was appointed as Head of Ecom & Business Analytics w.e.f. February 09, 2026.
5. Ms. Kavita was appointed as the Company Secretary and Compliance Officer of the Company w.e.f. November 28, 2025, in place of Ms. Jyoti Chawla who resigned from the stated office w.e.f November 27, 2025.

*Dr. Om Prakash Manchanda resigned as the Non-Executive Independent Director of the Company w.e.f. February 27, 2026.

*Mr. Harjeet Singh Kohli resigned as the Non-Executive Director of the Company w.e.f. September 24, 2025.

NOTICE TO MEMBERS

Notice is hereby given that the **39th (Thirty Ninth) Annual General Meeting ("AGM")** of the Members of **Sundrop Brands Limited** (*formerly known as Agro Tech Foods Limited*) ("the Company") will be held on **Wednesday, August 26, 2026 at 11.00 AM (IST)** through **Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM")** to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026, along with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ramit Bharti Mittal (DIN: 01228624) who retires by rotation at the ensuing AGM and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Mr. Nitish Bajaj (DIN: 10835891) who retires by rotation at the ensuing AGM and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

4. To ratify the remuneration payable to the Cost Auditors of the Company for the financial year 2026-27.

To consider and if deemed appropriate, to pass the following resolution(s), with or without modification(s), as Ordinary Resolution(s) in this regard:

"**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force and amendments as notified from time to time, M/s. Vajralingam & Co., Cost Accountants (FRN 101059), the Cost Auditors as appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2026-27, be paid a remuneration of INR 2,00,000/- (Indian Rupees Two Lakhs only) (excluding taxes) and other incidental & out of pocket expenses at actuals.

RESOLVED FURTHER THAT any Director of the Company (including any Committee(s) thereof) be and is hereby severally authorized to do all such acts, deeds, things and take all such steps as may be necessary, proper or expedient, to give effect to this resolution and for matters connected therewith or incidental thereto."

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with further circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, December 28, 2022, September 25, 2023, September 19, 2024 and September 22, 2025 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing or Other Audio Visual Means ("VC/OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with amendments therein ("the Listing Regulations/ the SEBI Listing Regulations") and MCA Circulars, the AGM of the Company shall be held through VC/OAVM. The deemed venue for the 39th (Thirty Ninth) AGM shall be the Registered Office of the Company.
2. In accordance with the provisions of Section 102 of the Act and the SEBI Listing Regulations read with amendments therein, an Explanatory Statement in respect of Item No. 4 being item of Special Business is herewith annexed.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. As per the SEBI Listing Regulations and pursuant to the MCA Circulars, since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the proxy form, attendance slip and route map of venue are not annexed to this Notice.
4. Institutional/Corporate Members (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to saravana1015@gmail.com with a copy marked to evoting@kfintech.com.
5. KFin Technologies Limited ("Kfintech") will be providing facility for voting through remote e-voting for participation in the 39th (Thirty Ninth) AGM through VC/OAVM and e-voting during the AGM.
6. Members may join the 39th (Thirty Ninth) AGM through VC/ OAVM by following the procedure which shall be kept open for the Members from 10:45 a.m. i.e. 15 minutes before the time scheduled to start the AGM and the Company may close the window for joining the VC/OAVM 15 minutes after the scheduled time to start the 39th (Thirty Ninth) AGM. The detailed instructions for participating in the 39th (Thirty Ninth) AGM through VC/OAVM are given as a separate attachment to this Notice.
7. Members may note that the VC/OAVM provided by KFintech, allows participation of at least 2000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson(s) of the Audit Committee, Nomination & Remuneration Committee and the Stakeholders Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first-come-first-served principle.
8. Members attending the 39th (Thirty Ninth) AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. In case of joint holders, the members whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut – off date will be entitled to vote at the AGM.
10. **The Register of Members and Share Transfer Books of the Company shall remain closed from August 20, 2026 to August 26, 2026 (both days inclusive).** The Members,

whose names appear in the Register of Members/List of Beneficial Owners as of close of business hours on **August 19, 2026, being the cut-off date,** are entitled to vote on Resolutions set forth in this Notice.

11. Members are requested to note that pursuant to SEBI circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) were not updated with the KYC details (any of the details viz., PAN; Choice of Nomination; Contact Details; Mobile Number and Bank Account Details and signature, if any) shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024.

    Members are requested to update the KYC details by submitting the relevant ISR forms duly filled in along with self-attested supporting proofs. The forms can be downloaded from the website of the Company and it's RTA.

12. The profile of the Directors proposed to be appointed/re-appointed is given towards the end of this Notice pursuant to Regulations 36(3) of the SEBI Listing Regulations and Secretarial Standard 2 issued by the Institute of Company Secretaries of India. None of the Directors is related to one another and have any pecuniary interest.

13. As per Regulation 40 of the SEBI Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, however, pursuant to SEBI (LODR) (Amendment) Regulations, 2022, w.e.f. January 24, 2022, also the transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form.

14. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, the Company can issue the securities in dematerialized form only while processing the following service request: i. Issue of duplicate securities certificate; ii. Claim from Unclaimed Suspense Account; iii. Renewal / Exchange of securities certificate; iv. Endorsement; v. Sub-division / Splitting of securities certificate; vi. Consolidation of securities certificates/ folios; vii. Transmission; viii. Transposition.

    In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar to an Issue and Share Transfer Agent, KFin Technologies Limited ("Kfintech/RTA"),for assistance in this regard. Members may also refer to Frequently Asked Questions ("FAQs") on Company's website: https://www.sundropbrands.com/pdf/other-information/Compulsory%20Dematerialisation%20Of%20Shares%20Detailed%20Procedure.pdf

15. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Company's RTA, in case the shares are held by them in physical form.

16. SEBI has directed listed companies to use electronic payment modes such as NEFT, RTGS, ECS etc., for payments to the investors. Members are requested to update and/or intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Company's RTA, in case the shares are held by them in physical form by submitting a cancelled cheque. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.

17. Members who have multiple folios in identical names or joint names in the same order are requested to intimate the RTA about these folios to enable consolidation of all such shareholdings into one folio.

18. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

19. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically/physically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice upto the date of AGM. Members seeking to inspect such documents can send an email to InvestorRedressal@sundropbrands.com.

20. Pursuant to Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI Listing Regulations, as amended from time to time, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolution proposed to be passed at AGM by electronic means. The detailed instructions for e-voting are given as a separate attachment to this Notice. **The Members, whose names appear in the Register of Members/List of Beneficial Owners as on close of business hours of August 19, 2026, i.e. the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on Resolutions set forth in this Notice.** Members may cast their votes on electronic voting system from any place (remote e-voting).

21. **The remote e-voting period will commence at 9.00 A.M. on Saturday, August 22, 2026 and will end at 5.00 P.M. on Tuesday, August 25, 2026.** Members who have cast their vote by remote e-voting prior to the 39th (Thirty Ninth) AGM may also participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again. The Members joining the AGM through VC/OAVM, who have not cast their vote by remote e-voting shall be eligible to vote through e-voting system at the AGM.

22. The Company has appointed M/s Tumuluru & Company, Company Secretaries Firm, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Scrutinizer shall within 2 workings days of conclusion of the AGM, submit his report of the votes cast in favour or against, if any, to the Chairperson of the Company or a person authorised by him in writing, and

the result of the same will be disclosed forthwith. The Company has appointed KFin Technologies Limited as the Agency for the purpose of facilitating the electronic voting.

23. In compliance with the above referred MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021, No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and Notification No. SEBI/LAD-NRO/GN/2024/218 dated 12th December 2024, Notice of the AGM along with the Annual Report 2025-26 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 2025-26 will also be available under the section "Investor Relations" on the Company's website www.sundropbrands.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of Company's RTA, KFintech at https://evoting.kfintech.com/

24. For receiving all communication (including Annual Report) from the Company electronically:

    a) Members holding shares in physical mode and who have not registered/updated their email address with the Company are requested to register/update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at InvestorRedressal@sundropbrands.com or to KFintech at einward.ris@kfintech.com.

    b) Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participant.

25. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 (available on www.mca.gov.in) by attaching the Entitlement letter and other documents.

26. Unclaimed dividend for the financial year ended March 31, 2019 will be due for transfer to IEPF on August 22, 2026, pursuant to the provisions of Section 124 of the Companies Act, 2013. In respect of the said unclaimed dividend, it will not be possible to entertain any claims received by Company's RTA, after August 07, 2026.

    Details of unclaimed dividend in respect of the financial year ended March 31, 2019 and up to and including the financial year ended March 31, 2024 are available on the Company's website www.sundropbrands.com under Investor Relations.

    The unclaimed shares pertaining to the year 2018-19 will also be transferred to IEPF of the Central Government on or before September 21, 2026.

27. Members are requested to contact KFintech for encashing the unclaimed dividends standing to the credit of their account. The detailed dividend history and due dates for transfer to IEPF are available on the website of the Company www.sundropbrands.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND THE SEBI LISTING REGULATIONS

Item No. 4

As per provision of Section 148(3) of the Companies Act, 2013 ("Act") read with Companies (Cost Records and Audit) Rules, 2014 ("the Rules"), as amended from time to time, the Company is required to have an audit conducted of its cost records by a cost accountant in practice. In this regards, the Board of Directors of the Company, at the recommendation of its Audit Committee, has approved the appointment and remuneration of M/s Vajralingam & Co. (FRN 101059) as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2026-27 at a remuneration of INR 2,00,000/- (Indian Rupees Two Lakhs only) (excluding taxes) and other incidental & out of pocket expenses at actuals.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the aforementioned remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors in their meetings held on May 07, 2026, is required to be ratified by the Members of the Company. Accordingly, the approval of the Members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice of the 39th (Thirty Ninth) AGM for ratification of the remuneration payable to the Cost Auditors of the Company for the financial year 2026-27.

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

By Order of the Board of the Company

for **Sundrop Brands Limited**
(Formerly known as Agro Tech Foods Limited)

Kavita
Company Secretary & Compliance Officer
ACS : 27174

Place: Gurugram
Dated: May 07, 2026

Registered Office: 31, Sarojini Devi Road,
Secunderabad-500003, Telangana, India.

PROCEDURE FOR REMOTE E-VOTING

i. Pursuant to SEBI Master Circular No. SEBI/HO/ CFD/PoD2/ CIR/P/2023/120 dated July 11, 2023, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with e-voting service provider.

ii. Members are advised to update their mobile number and email address in their demat accounts in order to access remote e-voting facility.

iii. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

iv. Any person holding shares in physical form and non-individual shareholders as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting, then he /she can use his / her existing User ID and password for casting the vote.

v. **The details of the process and manner for remote e-Voting are explained herein below:**

Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

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

Step 3 : Access to join virtual meetings (e-AGM) of the Company on KFintech system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	**1. User already registered for IDeAS facility:** I. Visit URL: https://eservices.nsdl.com II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. **2. User not registered for IDeAS e-Services** I. To register click on link : https://eservices.nsdl.com II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in point 1. **3. Alternatively by directly accessing the e-Voting website of NSDL** I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	**1. Existing user who have opted for Easi / Easiest** I. Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. **2. User not registered for Easi/Easiest** I. Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1 **3. Alternatively, by directly accessing the e-Voting website of CDSL** I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.
Individual Shareholder login through their demat accounts / Website of - Depository Participant	I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, 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. III. Click on options available against Company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.

Important note:

Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: **1800-1020990 or 022-4886 7000 or 022-2499 7000**
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at **18002109911 or 022-62343333**

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

i. Launch internet browser by typing the URL: https://evoting.kfintech.com/

ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN - 9941 (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.

iii. After entering these details appropriately, click on "LOGIN".

iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the "EVEN" i.e., Sundrop Brands Limited (formerly known as Agro Tech Foods Limited) and click on "Submit".

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote through remote e-voting on its behalf to the Scrutinizer at email id saravana1015@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Even No."

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently this Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

i. Members who have not registered their email address and in consequence this Notice and e-voting instructions cannot be serviced, may write to einward.ris@kfintech.com.

ii Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending this Notice of AGM and the e-voting instructions.

iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

I) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at https://emeetings.kfintech.com/ by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN - 9941 of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.

ii. Facility for joining AGM though VC/ OAVM shall open atleast 15 minutes before the commencement of the Meeting.

iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.

iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

v. As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at InvestorRedressal@sundropbrands.com. Questions /queries received by the Company till August 21, 2026 shall only be considered and responded during the AGM.

vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC/OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.

vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remotee-voting shall prevail and vote at the AGM shall be treated as invalid.

OTHER INSTRUCTIONS

I. Speaker Registration: The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit https://emeetings.kfintech.com and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will opened from 9.00 A.M. on August 21, 2026, to 5.00 P.M. on August 23, 2026. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

II. Post our Question: The Members who wish to post their questions prior to the meeting can do the same by visiting https://emeetings.kfintech.com Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will opened from 9.00 A.M. on August 21, 2026, to 5.00 P.M. on August 23, 2026.

III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.kfintech.com (KFintech Website) or write at evoting@kfintech.com or einward.ris@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.

IV. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001or write to them at evoting@kfintech.com.

The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT/RE- APPOINTMENT AT THE ANNUAL GENERAL MEETING AS REQUIRED UNDER REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AS AMENDED FROM TIME TO TIME AND SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2)

MR. RAMIT BHARTI MITTAL

Name & DIN	**Mr. Ramit Bharti Mittal (DIN 01228624)**
Designation	Non-Executive Director
Date of Birth (Age)	December 06, 1979 (46 years)
Date of first appointment on the Board of the Company	September 24, 2025
Qualification	Mr. Mittal holds an MBA degree from the Southern Methodist University, Dallas (Texas) and a BBA from Rochester Institute of Technology.
Brief Profile and Nature of expertise in specific functional area/skills and capabilities	Mr. Ramit Bharti Mittal is a member of the CII Regional Committee on Agriculture, Fisheries, Food Processing and Dairy. Ramit's business interests span media, entertainment and hospitality. Ramit's hospitality venture-Gourmet Investments, aims to set the gold standard for newage dining and entertainment for families, professionals and urban customers. Ramit has put together a portfolio of brands, focusing on casual dining to best-in-class culinary experiences and he founded Gourmet Investments in 2012, with a vision to create a benchmark in the casual dining industry in India by bringing in the finest international restaurant brands and providing best-in-class experience to the young and aspirational Indians. It boasts of a beautifully curated host of international brands like Pizza Express (Gourmet Pizza brand from the UK), Chili's American Grill & Bar (Texmex Cuisine), Ministry of Crab (Asia's Top 50 for 8 years in a row) and P.F. Chang's (American Pan-Asian Cuisine). In 2018, Ramit brought the iconic Sri Lankan seafood restaurant 'Ministry of Crab' to India. The global franchise is revered by fans of crustacean cuisine and the Colombo-based restaurant has consistently featured on Asia's 50 Best Restaurant's list since 2015. Prior to starting his entrepreneurial journey, Ramit played an instrumental role in establishing the Easyday retail brand. He gained valuable experience through professional assignments with leading companies such as IBM in their headquarters at Armonk, New York.
Terms and conditions of Appointment/Re-appointment	Re-appointment as Non- Executive Director, liable to retire by rotation.
Remuneration last drawn	NA – Non- Executive Director appointed with no remuneration and sitting fees.
Directorships in other Companies as on the date of AGM Notice	1) Bharti RM Trustees S1Private Limited 2) Texmex Cuisine India Private Limited 3) Shokutsu Nihonbashi Restaurants Private Limited
Number of Board meetings attended as on the date of AGM Notice	2
Chairperson/ Members hip of the Committee(s) of other Companies as on the date of AGM Notice	Nil
Listed entities from which the Director has resigned in past 3 years	Nil
No. of Shares held in the Company, including shareholding as a beneficial owner	Nil
Disclosure of inter-se relationships between Directors and Key Managerial Personnel	None

MR. NITISH BAJAJ

Name & DIN	**Mr. Nitish Bajaj (DIN 10835891)**
Designation	Group Managing Director
Date of Birth (Age)	April 09, 1973 (53 years)
Date of first appointment on the Board of the Company	November 14, 2024
Qualification	Mr. Nitish Bajaj holds a Post Graduate Diploma in Management from Indian Institute of Management, Ahmedabad; and a Degree in Bachelor of Technology in Metallurgical Engineering from Indian Institute of Technology (BHU).
Brief Profile and Nature of expertise in specific functional area/skills and capabilities	Mr. Nitish Bajaj has more than 28 years of extensive experience in business and marketing strategy, process restructuring, alternate channel development, innovation, digitization and merger & acquisition in the Consumer Healthcare, FMCG and Automotive space. Prior to joining the Company, Mr. Bajaj was the CEO of Consumer Products Division, Piramal Pharma Limited, where he was instrumental in scaling the business and building a portfolio of strong Powerbrands through robust consumer communication, channel expansion and innovation pipeline. Prior to joining Piramal, Mr. Bajaj has worked with organizations such as CEAT Tyres, Reckitt Benckiser (India) Limited, Ranbaxy Global Consumer Healthcare and Heinz India Private Limited.
Terms and conditions of Appointment	Re-appointment as Director to continue to hold the position of Group Managing Director liable to retire by rotation.
Remuneration last drawn	Refer Corporate Governance Report for the FY26.
Directorships in other Companies as on the date of AGM Notice	Del Monte Foods Private Limited
Number of Board meetings attended as on the date of AGM Notice	6
Chairperson/ Membership of the Committee(s) of other Companies as on the date of AGM Notice	NA
Listed entities from which the Director has resigned in past 3 years	NA
No. of Shares held in the Company, including shareholding as a beneficial owner	450 equity shares
Disclosure of inter-se relationships between Directors and Key Managerial Personnel	None

REPORT OF THE DIRECTORS ("THE BOARD'S REPORT") AND MANAGEMENT DISCUSSION & ANALYSIS

Your Directors hereby present their Board's Report, together with the audited financial statements of Sundrop Brands Limited (*formerly known as Agro Tech Foods Limited*) ("the Company") for the financial year ended March 31, 2026.

1. PERFORMANCE OF THE COMPANY

1.1 Results

Your Company's performance for the financial year ended March 31, 2026, is as follows :

Standalone Statement of Profit and Loss

Amount (INR Crores)

Particulars	2025-26	2024-25
Net Sales	880.88	791.37
Other Income*	4.55	3.42
Total Income	885.43	794.79
Operating Expenses	842.19	770.31
EBITDA	43.24	24.48
Depreciation	14.67	22.05
Interest	0.99	1.60
Profit Before Tax & exceptional item	27.58	0.83
Exceptional items-Income/(Exp.)	-	(146.75)
Profit /(Loss) Before Tax	27.58	(145.92)
Taxes	6.70	(35.20)
Profit /(Loss) After Tax	20.88	(110.72)
Other Comprehensive Income/(Loss)#	0.10	(0.22)
Total Comprehensive Income/(Loss)	20.98	(110.94)

**Includes other operating revenue*
#Net of taxes

Consolidated Statement of Profit and Loss

Amount (INR Crores)

Particulars	2025-26	2024-25
Net Sales	1,547.20	897.14
Other Income*	5.05	4.05
Total Income	1,552.25	901.19
Operating Expenses	1,490.34	872.59
EBITDA	61.91	28.60
Depreciation	32.89	25.75
Interest	1.83	1.73
Profit Before Tax & Exceptional item	27.19	1.12
Exceptional items-Income/(Exp.)	-	(146.75)
Profit /(Loss) Before Tax	27.19	(145.63)
Taxes	7.06	(35.73)
Profit /(Loss) After Tax	20.13	(109.90)
Other Comprehensive Income/(Loss)#	0.72	(1.16)
Total Comprehensive Income/(Loss)	20.85	(111.06)

**Includes other operating revenue*
#Net of taxes

The consolidated financial results include the results of the Company and its wholly-owned subsidiaries (i) Sundrop Foods India Private Limited, India (ii) Agro Tech Foods (Bangladesh) Pvt. Ltd., Bangladesh (iii) Sundrop Foods Lanka (Private) Limited, Sri Lanka (iv) Del Monte Foods Private Limited, India and (v) Del Monte Foods India (North) Private Limited, India, step down wholly owned subsidiary (together referred to as "the Group").

The Company acquired 100% equity shares and voting interest of Del Monte Foods Private Limited (DMFPL) on February 6, 2025, being the acquisition date. DMFPL contributed a consolidated revenue of INR 667.14 crores for the financial year ended March 31, 2026. It contributed revenue for two months *(i.e February and March 2025)* of INR 104.44 cores to the consolidated revenue of the Group for financial year ended March 31, 2025. Accordingly, the consolidated financial results for the financial year ended March 31, 2025, are not comparable.

1.2 Key Indicators

Over a six-year period, the Company delivered a foods revenue CAGR of 8.6%. During the Financial Year 2025-26, this trajectory accelerated significantly, with revenue growth of 11%.

Gross Margin for FY'26 increased by INR 54 crores over the previous year, driven entirely by the Foods business, while the Staples business largely maintained its margin levels during the year.

2. DIVIDEND

Your Company is well positioned to pursue a strong growth trajectory, following the acquisition of Del Monte Foods Private Limited ("DMFPL"), India, and is accordingly strengthening its cash position to capitalize on identified high-potential opportunities across both organic and inorganic avenues. These include investments in capacity expansion as viable, brand development, product innovation, and selective strategic acquisitions.

In line with this growth-oriented capital allocation strategy and to maintain adequate financial flexibility, it is proposed to retain earnings within the business. This will enable the Company to effectively fund its expansion plans and enhance long-term shareholder value. Accordingly, your Directors do not recommend a Dividend for the financial year ended March 31, 2026.

Standalone Statement of Retained Earnings

Amount (INR Crores)

Particulars	2025-26	2024-25
(a) At the beginning of the year	249.03	367.28
(b) Add: Profit /(Loss) for the year	20.88	(110.72)
(c) Add: Other Comprehensive (Income/Loss (net of tax)	0.10	(0.22)
(d) Less: Dividends	-	(7.31)
(e) At the end of the year	270.01	249.03

Consolidated Statement of Retained Earnings

Amount (INR Crores)

Particulars	2025-26	2024-25
a) At the beginning of the year	**251.95**	369.32
b) Add: Profit /(Loss) for the year	**20.13**	(109.90)
c) Add: Other Comprehensive Income/ (Loss) (net of tax)	**(0.22)**	(0.16)
d) Less: Dividends	-	(7.31)
e) At the end of the year	**271.86**	251.95

Pursuant to Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with amendments therein as notified from time to time, the Company has adopted a Dividend Distribution Policy, in terms of the requirements of the Listing Regulations.

The Dividend Policy is available on the Company's website at - https://www.sundropbrands.com/pdf/code-of-conduct/DividendDistributionPolicy.pdf

3. TRANSFER TO RESERVES

The Board does not propose to transfer any amount to the General Reserve account.

4. ACQUISITION / TRANSFER OF SHARES DURING THE YEAR

During the financial year 2025-26, the Promoters of your Company i.e. CAG- Tech (Mauritius) Limited acquired an additional 18,81,073 equity shares of the Company through an off-market transaction from DMPL India Limited, Mauritius, a public shareholder on December 23, 2025, thereby reinforcing the Promoter's commitment to the Company.

Since the closure of previous FY'25, the shareholding of CAG-Tech (Mauritius) Limited enhanced from 1,27,85,363 equity shares (corresponding to 33.92%) to 1,46,66,522 equity shares (corresponding to 38.91%) as at March 31, 2026. Further, the entire shareholding of 1,46,66,522 equity shares of CAG-Tech (Mauritius) Limited is subject to encumbrance created by way of Non-Disposal Undertaking as of March 31, 2026.

During the year, the entire shareholding held by Bharti (SBM) Holdings Private Limited, Bharti (RBM) Holdings Private Limited, Bharti (RM) Holdings Private Limited in the Company were transferred to Bharti Overseas Private Limited pursuant to the Composite Scheme of Arrangement approved by the Chandigarh Bench of the Hon'ble National Company Law Tribunal vide its order dated October 17, 2025 (amended on November 27, 2025) and made effective on January 20, 2026.

5. INDUSTRY STRUCTURE & DEVELOPMENTS

The Indian FMCG sector remains on a structurally strong growth trajectory, supported by rising disposable incomes, an expanding middle class, improving rural demand and the rapid scale-up of digital & quick commerce channels. While the FMCG industry experienced cost-led pressures and demand moderation through FY'24, recovery trends strengthened through FY'25 and continued into FY'26, with improving consumption sentiment.

Against this backdrop, your Company has delivered resilient performance, supported by a well-diversified portfolio with strong "Right to Win" across key categories. Investments in brand building, innovation and distribution have enabled the Company to capture emerging consumption opportunities while reinforcing its competitive positioning.

Your Company's integrated in-house manufacturing capabilities and a robust direct distribution network spanning over 493,000 retail outlets across India provide a strong moat to defend market share and accelerate growth. The Company has also adopted a sales force automation tool and is now covering approx 3,75,000 outlets that are being tracked on mobile app to drive all productivity and performance measures of its sales function.

During FY'26, your Company continued to invest behind its brands through digital interventions, strengthening brand salience and driving household penetration. The Company also sustained its focus on innovation-expanding into new segments, formats and taste profiles-to stay relevant to evolving consumer preferences and unlock new growth vectors.

The recent uptick in crude-linked input costs poses a potential headwind to margins going forward. However, with a strong foundation, pricing power of brands and continued strategic investments, your Company remains well positioned to drive consistent, profitable growth in the years ahead.

6. OPPORTUNITIES AND THREATS

The Indian Foods market continues to present a significant long-term growth opportunity, driven by favorable demographics, rising incomes and increasing penetration across under-developed categories. Your Company's presence in relatively low-penetration food segments provides a strong runway for sustained growth in both revenue and profitability.

With a portfolio of well-established brands across high-growth categories such as Ready-to-Cook Snacks, Ready-to-Eat Popcorns & Other Snacks, Spreads, Breakfast Cereals and Edible Oils, your Company is well positioned to capitalise on evolving consumer preferences. Your Board believes that continued prioritisation of resources towards proven high-growth and high market share categories will be critical in accelerating the Company's transition into a scaled Foods-focused business.

During FY'26, the Foods portfolio further strengthened its contribution, accounting for 60% of the Company's revenue and 70% of Gross Margin, reflecting the improving quality of earnings and strategic shift towards higher-margin categories.

On the risk front, the business continues to remain exposed to volatility in input costs, particularly within the Edible Oils segment. Inflationary pressures in key raw materials have the potential to impact margins and necessitate price increases, which may in turn affect consumption. While the contribution of the Edible Oils business to the overall portfolio has reduced over time, it continues to have a sensitivity for the Company's overall profitability.

The Company remains focused on mitigating these risks through portfolio diversification, calibrated pricing actions and continued scale-up of its higher-margin Foods business.

7. STATE OF THE COMPANY'S AFFAIRS

Your Company has continued to deliver a consistent growth in its Foods business, building on a strong foundation created over the years.

During FY'26, the Company sustained its strategic focus on driving growth through portfolio expansion, distribution scale-up and disciplined brand investments. The Foods portfolio further strengthened its contribution, accounting for 70% of Gross Margin, reflecting continued progress towards building a higher-margin Foods-led business.

The Company maintained its strong direct distribution footprint, with direct retail coverage at 493,000 outlets across India. The Company has also adopted a sales force automation tool and is now covering approx 3,75,000 outlets that are being tracked on mobile app to drive all productivity and performance measures of its sales function. In parallel, it continued to scale its presence in emerging channels such as e-commerce and quick commerce, supported by targeted investments and sharper execution.

Advertising and Promotion (A&P) expenditure increased by 25% during the year, reflecting the Company's continued commitment towards strengthening brand equity, driving consumer acquisition and supporting growth across channels.

Supported by a strong portfolio, expanding distribution and disciplined investments, your Company remains well positioned to deliver steady and sustainable growth in future.

8. PERFORMANCE OF THE COMPANY - PRODUCT CATEGORIES AND FUTURE OUTLOOK

8.1 Ready to Cook (RTC) Snacks:

The Ready to Cook snacks category continued its strong growth momentum during the review period, delivering value growth of 9% in comparison to previous financial year. This performance was even stronger in fast growing E-commerce channel, which grew at 52%.

Building on the success of the existing packs in Ready to Cook Popcorn (IPC), the Company expanded its pack size during FY'26, offering larger pack sizes to cater to varied consumption occasions. These packs are steadily gaining traction and scaling up, contributing to over 10% to IPC sales in e-commerce.

The Company remains focused on leveraging this expanded portfolio and channel-specific strategies to drive higher penetration and sustain growth momentum in the category.

8.2 Ready to Eat (RTE) Snacks:

Over the years, the Company has consistently invested in the Ready to Eat Popcorn category with the objective of establishing a strong national leadership position.

In FY'26, the category continued to deliver robust growth, with volumes increasing by 21% and value by 35%, driven by continued distribution expansion and focused investments in e-commerce channels.

Alongside this strong top-line performance, the Company achieved a significant improvement in Gross Margins, which expanded by 4 times compared to the previous year.

Going forward, your Company aims to accelerate growth in this category through the launch of new and differentiated flavours, particularly across savory and sweetened offerings, with a focused push on E-commerce channels.

8.3 Spreads & Dips:

The Spreads and Dips category continued to face heightened competitive intensity during FY'26, particularly in Organised and Standalone Modern Trade (SAMT), with sustained pricing pressure.

The competitive landscape further intensified with the entry and rapid scale-up of new-age brands, which gained share across e-commerce and modern trade channels through premium offerings such as high-protein and chocolate variants.

Your Company continued to invest in the Category with introduction of chocolate variant and high-protein variant. These products are gaining distribution across key platforms and we shall be improving the investment in coming quarters to drive the off-takes and growth of this business.

Amid these dynamics, the Spreads and Dips category registered a volume decline of 10% and a value decline of 7% during the year.

The Company remains focused on strengthening its competitive positioning through sharper value propositions, improved execution in high-growth channels and calibrated investments to bring back sustainable growth in the category.

8.4 Breakfast Cereals:

Following the optimisation of product lines and identification of winning SKUs in FY'25, the Breakfast Cereals category continued to sharpen its focus on profitability.

In FY'26, the category delivered modest volume growth of 1%, while value growth stood at 8%. Notably, Gross Margins expanded significantly, increasing by over 5.5 times during the year.

This substantial improvement in profitability positions the Company strongly to drive distribution-led growth for this Category in the years ahead.

8.5 Chocolates:

As aligned with the Board in FY'25, the Company has ceased further investments in this category. Over time, the Board will also evaluate opportunities to either divest or re-pivot capacities within this segment.

With discontinuation of investments and focus, the Company recorded a decline of 70% in volumes and 67% in value terms in the Chocolates category during FY'26. As an outcome, this category is now insignificant to the total business of the Company.

8.6 Premium Staples:

During FY'26, the Edible Oil category continued to experience inflationary pressures, with crude sunflower oil prices rising by over 10%.

In line with the Company's stated strategic priorities, the focus remained on improving profitability within this category. While the Company successfully passed on the increase in input costs, higher pricing had an impact on volumes during the year. On a full-year basis, premium staples-Oils delivered a volume growth of 2% and a value growth of 16%, largely driven by price change. Gross margins for the category declined by 9% compared to the previous year.

The Company also continued to scale its adjacencies, with Plain Oats registering a 16% growth in value terms. The Company remains focused on further strengthening its presence in this fast-growing segment.

8.7 Mass Edible Oils/ Staples:

In line with its strategic intent to moderate exposure to this category, your Company registered a volume decline of 21% and a revenue decline of 6% during the year.

Despite the contraction in volumes and revenues, your Company effectively protected its absolute margins in the edible oil business, resulting in stable category-level profitability.

8.8 Future Outlook

Your Company is well positioned to be a major player in the Food industry in India staying course on its vision of bringing joyful Food experience to the modern and evolving consumer.

The Indian packaged food industry offers significant headroom within core categories of the Company to drive growth through penetration into new households as also increasing consumption among existing households. Through enhanced marketing and channel investments in FY'26, we have seen growth acceleration in our core categories. Going forward, we shall continue to invest aggressively to drive growth in our core categories ahead of Food industry growth and endeavour to grow in strong double digits.

We enjoy leadership in core categories of Ready to Cook and Ready to Eat Popcorn across channels and shall continue to build on our dominant position through distribution expansion and getting into smaller towns and rural markets. In addition, we shall drive consumption and premiumisation in existing categories through pack upsizing, new innovative flavour and format additions as also driving both in-home and out of home consumption.

In the Peanut butter business, we have launched multiple new variants in the last 6 months addressing needs of mass consumers as also premium consumers looking for high protein fortified variants. These variants help us to bridge gaps vs. competition as also give new ammunition for us to revive our growth and share gain in this category.

On Edible Oil(s) business, we shall continue to operate with volume and margin protection as a key tenet, while doing regional and select Modern Trade and E-commerce channel centric experiments to accelerate growth.

We are also investing heavily in emerging channel of E-commerce and are seeing strong growth & share gains. In addition to continued investments to drive growth acceleration, we shall also use E-commerce channels for premiumisation and testing ground for new launches across our core categories.

There is also significant and continued focus to drive cost efficiency in business and we have taken multiple initiatives in the area of manufacturing and supply chain to drive margin expansion. The momentum behind these programs shall continue in coming years. We are also working on tech enablement of our sales organisation to drive improved productivity and get better Return on Investments ("ROI") of our channel investments. With fairly strong direct distribution reach, this tech enablement shall help us drive better ROI of our trade investments.

Lastly, we are facing inflationary environment on key commodity and packaging materials. Our brands have strong equity and pricing power for us to protect our realisation through optimised price increases and trade scheme reductions and protect our margin. Overall, we shall stay focused to drive profitable growth of business and deploy our investments in core categories with strong right to win.

9. REPORT ON CORPORATE GOVERNANCE

In terms of the SEBI Listing Regulations, a report on the Corporate Governance along with Auditors' Certificate on its compliance is annexed as part of this Annual Report. Additionally, this contains compliance report signed by the Executive Director and Chief Executive Officer ("CEO") of the Company in connection with compliance with the Company's Code of Conduct, and also the CEO & Chief Financial Officer ("CFO") Certification as required under the Listing Regulations.

In line with the requirements of Companies Act, 2013 ("the Act") & the SEBI Listing Regulations, your Company has duly constituted the applicable Committees of the Board of Directors.

Details of the Board of Directors and Committees thereof along with the composition, meetings held during the financial year and attendance thereof, terms of reference of the Committees, and other necessary & required information under the SEBI Listing Regulations are provided in the annexed Report on Corporate Governance.

10. MANAGEMENT DISCUSSION & ANALYSIS REPORT (MD&A)

Based on feedback from members on the Annual Report and Accounts, this report includes MD&A as appropriate so that duplication and overlap between the Board's Report and a separate MD&A is avoided and the entire material is provided in a composite and comprehensive document.

11. RESEARCH, QUALITY & INNOVATION (RQI)

Research, Quality & Innovation powers the Company's growth, with continued investments enabling the creation of forward-looking products for evolving consumer needs. Our aim is to deliver joyful experiences to the modern consumer, combining delight with health. A distinctive plant-centered innovation model ensures a strong pipeline, executed efficiently and at speed.

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

A statement giving details of conservation of energy, technology absorption and foreign exchange earnings and outgo in accordance with Rule 8(3) of the Companies (Accounts) Rules, 2014 is attached as **Annexure A** and forms part of this Board's report.

13. HUMAN RESOURCES/ INDUSTRIAL RELATIONS

During the financial year 2025-26, your Company effectively navigated the transition arisen from its change of control, resulting in consistently improving revenue growth across successive quarters. The sustained momentum, driven by robust performance in the foods business and ongoing innovation, has reinforced confidence in the Company's growth prospects and long-term outlook.

Your Company remains committed to fostering a highly engaged and productive workforce to achieve its vision and strategic objectives and continues to ensure that it has a highly engaged and productive organization to deliver on its vision and goals.

14. KEY FINANCIAL RATIOS

The details of significant changes in the key financial ratios are as follows:

Particulars	2025-26	2024-25	Variance
(i) Debtors Turnover Ratio	**13.29**	12.13	9.56%
(ii) Debt Service Coverage Ratio	**10.74**	13.20	(18.64%)
(iii) Current Ratio	**2.40**	2.10	14.29%
(iv) Inventory Turnover Ratio	**4.97**	3.94	26.14%

15. RETURN ON NET WORTH

The Return on Net worth as compared to the previous financial year is as follows:

Particulars	2025-26	2024-25
Return on Net Worth	**1.43%**	(11.43%)

16. PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended containing, inter alia, ratio of remuneration of the Directors and whole time Key Managerial Personnel ("KMP") to median remuneration of employees and percentage increase in the median remuneration are annexed herewith as **Annexure B** and forms part of this Report.

The statement containing particulars of employees as required under Section 197 of the Act read with Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in a separate annexure forming part of this Report. However, in terms of Section 136 of the Act, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company. In case any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary and Compliance Officer of the Company at InvestorRedressal@sundropbrands.com.

The Nomination and Remuneration Committee of the Company has affirmed that the remuneration is as per the Remuneration Policy of the Company.

17. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013, form part of the notes to the financial statements provided in this Annual Report.

18. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All contracts, arrangements or transactions entered into by the Company during the financial year 2025-26 with related parties were carried out in the ordinary course of business and at an arm's length basis. During the stated financial year, the Company has not entered into any contract or arrangement or transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions and on dealing with related party transactions, Companies Act, 2013, and Listing Regulations. **Form AOC-2** containing the note on the aforesaid related party transactions is enclosed as **Annexure C** and forms part of this Report.

The Policy on materiality of related party transactions and on dealing with related party transactions as approved by the Board may be accessed on the Company's website : https://www.sundropbrands.com/pdf/code-of-conduct/PolicyonMaterialityofRelatedPartyTransactionsandondealingwithRelatedPartyTransactions.pdf

The related party disclosures, including details of the transactions with Promoter group, forms part of the Standalone Financial Statements at Note No. 43 annexed to this Annual Report.

19. EMPLOYEE STOCK OPTIONS PLAN

The Nomination and Remuneration Committee ("the NRC") of the Board of Directors of the Company administers and monitors "Agro Tech Foods Limited Employees Stock Option Plan, 2024" ("the ESOP Scheme 2024") as implemented by the Company with effect from April 27, 2025.

During the financial year 2025-26, the NRC approved the following grants and forfeiture of Employee Stock Options ("Options") under the stated ESOP Scheme 2024 by passing below resolutions:

1) On June 07, 2025, by way of resolution passed by circulation – Approved the grant of 13,81,504 Options to the Eligible employees of the Company and its material subsidiary Company, Del Monte Foods Private Limited along with its associates companies.

2) On July 09, 2025, by way of resolution passed by circulation - Approved the grant of 1,96,253 Options to the Eligible Employees of the Company and also superseded earlier approval accorded on June 07, 2025 for approval of 13,81,504 Options to be revised to 12,84,158 Options, under the ESOP Scheme 2024.

3) In the NRC meeting held on November 12, 2025 - Approved the forfeiture of 11,500 Options earlier granted on June 07, 2025, under the ESOP Scheme 2024, owing to exit of grantee employees.

4) In the NRC meeting held on February 12, 2026 - Approved the forfeiture of 21,000 Options earlier granted on June 07, 2025, under the ESOP Scheme 2024, owing to exit of grantee employees.

As of March 31, 2026; the total outstanding Options under the ESOP Scheme 2024 was 14,47,911 Options.

As at the date of this Board's report, the NRC in its meeting held on May 07, 2026, approved the grant of 1,54,367 Options to the Eligible employees of the Company including its subsidiary company and further approved the forfeiture of 32,000 Options granted earlier on June 07, 2025, under the ESOP Scheme 2024, owing to exit of grantee employees.

Pursuant to the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("the SEBI SBEB Regulations"), the certificate received from the Secretarial Auditors of the Company confirming implementation of the Scheme in accordance with the said regulations and the resolution passed by the members, will be made available at the AGM. In terms of Regulation 14 of the SEBI SBEB Regulations, a statement giving complete details, as of 31 March 2026, is available on the website of the Company at www.sundropbrands.com.

20. WHISTLE BLOWER POLICY (VIGIL MECHANISM)

The Company has an established Whistle Blower mechanism that allows its employees to report concerns. Employees can make disclosures pertaining to the unethical behavior, actual or suspected frauds, or violations of the Company's Code of Conduct and the Insider Trading code.

The Vigil Mechanism ensures that the employees have direct access to the Chairperson of the Audit Committee to raise concerns and that no employee is denied such access. The Vigil mechanism under Whistle Blower Policy has also been approved by the Board of Directors.

The policy has also been uploaded on the website of the Company :
https://www.sundropbrands.com/pdf/code-of-conduct/WhistleBlowerPolicy.pdf

21. INFORMATION SYSTEMS

Your Company continues to strengthen its focus on leveraging advanced technologies, including Artificial Intelligence (AI) and cloud computing, to drive automation, enhance operational efficiency, and improve engagement with customers, distributors, and suppliers. These digital initiatives support business growth while enabling seamless integration across key functions.

Enhanced digital capabilities facilitate the optimization of demand planning, inventory management, and distribution networks, ensuring improved product availability and service levels in a dynamic and competitive market environment.

Advanced information systems provide real-time data visibility and analytics across the value chain, enabling faster and more informed decision-making. The Company also equips its employees with robust tools and actionable insights to drive sales effectiveness, monitor market trends, and respond proactively to evolving consumer preferences.

These initiatives contribute to operational excellence, increased agility, and the identification of growth opportunities, thereby enhancing profitability and delivering sustained value to shareholders.

22. FINANCE AND ACCOUNTS

22.1 Internal Controls

The Company has a robust system of internal controls commensurate with the size and nature of its operations, to ensure orderly and efficient conduct of business. These controls ensure safeguarding of assets, prevention, and detection of fraud and error, accuracy and completeness of accounting records, timely preparation of reliable financial information and adherence to the Company's policies, procedures and statutory obligations.

Your Company has established standard operating procedures for smooth and efficient operations in addition to ensuring internal controls. Your Company has also documented:

- A comprehensive Code of Conduct for the Board Members and employees of your Company;
- An Employee Handbook;
- Whistle Blower Policy defined to provide channel of communication without fear;
- Comprehensive framework for Risk Management, and;
- CEO/CFO Certification for Financial Reporting Controls to the Board.

The Board of Directors of the Company ("the Board") in their meeting held on April 29, 2025, appointed BDO India LLP as Internal Auditors of the Company. Further, the Board noted the internal restructuring undertaken by the firm resulting into transfer of their assets and operations to BDO India Services Private Limited ("BDO India") with effect from 01st October 2025. Subsequently, BDO India was appointed as the Internal Auditors for balance period of the Financial Year 2025-26 at the Board meeting held on February 12, 2026, to ensure adequacy of internal control systems and make recommendations thereto. The Internal Audit reports are circulated to the Management which takes prompt action as necessary.

The Audit Committee of the Board meets on a quarterly basis to review the performance as reported by the Auditors. The Internal and Statutory Auditors also attend the meetings and convey their views on the adequacy of internal control systems as well as financial disclosures. The Audit Committee also issues directives and/or recommendations for enhancement in scope and coverage of specific areas, wherever felt necessary.

22.2 Cautionary Statement

Statements in this Board's Report and Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may constitute "forward looking statements" within the meaning of applicable laws and regulations. Actual results may differ materially from those either expressed or implied.

23. DIRECTORS

In accordance with the provisions of Article 157 of the Articles of Association of the Company, in so far as it is consistent with the relevant provisions of the Companies Act, 2013, Mr. Ramit Bharti Mittal, Non-Executive Director and Mr. Nitish Bajaj, Group Managing Director retire by rotation at the ensuing AGM and being eligible, offers themselves for re-appointment. The profile of Mr. Ramit Bharti Mittal and Mr. Nitish Bajaj is annexed to the Notice of the ensuing 39th Annual General Meeting.

23.1 Appointments of Directors/whole-time Key Managerial Personnel (KMP) during the year:

A) Directors:

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors approved the following appointments by passing resolutions by circulation with effect from September 24, 2025:

i. Mr. Velloor Venkatakrishnan Ranganathan (DIN: 00060917) as Additional Non-Executive Director of the Company, liable to retire by rotation, with no remuneration and no sitting fees to be paid.

ii. Mr. Ramit Bharti Mittal (DIN:01228624) as Additional Non-Executive Director of the Company, liable to retire by rotation, with no remuneration and no sitting fees to be paid

iii. Mr. Madhavan Karunakaran Menon (DIN:00008542) as Additional Non-Executive Independent Director of the Company for a period of 5 (five) years from September 24, 2025, not liable to retire by rotation to be paid Sitting Fees and Commission within the limits as approved by the Board and Members of the Company.

The Members' approval was obtained for regularization of the appointments of the aforementioned; Mr. Velloor Venkatakrishnan Ranganathan and Mr. Ramit Bharti Mittal as Non-Executive Directors and Mr. Madhavan Karunakaran Menon as Non-Executive Independent Director vide the resolutions approved by the Members of the Company by postal ballot on December 21, 2025.

B) Key Managerial Personnel:

Based on the recommendation of Nomination and Remuneration Committee; pursuant to the provisions of Section 203 of the Companies Act, 2013 and Article 166 of the Articles of Association of the Company, the Board of Directors of the Company appointed Ms. Kavita as the Company Secretary, Compliance Officer and Nodal Officer (under IEPF) of the Company in their meeting held on November 12, 2025 to hold the stated office with effect from November 28, 2025 in place of Ms. Jyoti Chawla who resigned from the stated office with effect from November 27, 2025.

23.2 Retirement/Resignation of Directors/KMP during the year:

(i) Dr. Om Prakash Manchanda (DIN:02099404) resigned as the Non- Executive Independent Director of the Company w.e.f. 27th February 2026 on account of other professional commitments. Consequently, he also stepped down as member of various Committees of the Company in which he was a member.

(ii) Ms. Jyoti Chawla resigned as the Company Secretary, Compliance Officer and Nodal officer of the Company w.e.f close of business hours of 27th November 2025. Consequently, she also stepped down as member of RMC Committee of the Company.

(iii) Mr. Harjeet Singh Kohli (DIN:07575784) resigned as the Non- Executive Director of the Company w.e.f. 24th September 2025 on account of personal reasons.

23.3 Confirmation from Non-Executive Independent Directors

All the Non-Executive Independent Directors of the Company as of March 31, 2026, have also given confirmation to the Company as provided under Section 149(6) of the Act and Regulation 25(8) of the Listing Regulations, 2015 that:

a. they are persons of integrity and possess relevant expertise and experience;

b. (i) they are or were not a promoter of the Company or its holding, subsidiary or associate company or member of the promoter group of the Company;

   (ii) they are not related to promoters or other directors in the Company, its holding, subsidiary or associate company;

c. they do not have or had any pecuniary relationship other than remuneration as such director or having transaction not exceeding ten percent of their total income or such amount as may be prescribed with the Company, its holding, subsidiary or associate company, or their promoters, or directors, during the three immediately preceding financial years or during the current financial year;

d. none of their relatives-

   (i) is holding any security of or interest in the Company, its holding, subsidiary or associate company during the three immediately preceding financial years or during the current financial year:

(ii) Provided that the relative may hold security or interest in the Company of face value not exceeding Rs. 50 lakhs or two per cent of the paid-up capital of the Company, its holding, subsidiary or associate company or such higher sum as may be prescribed;

(iii) is indebted to the Company, its holding, subsidiary or associate company or their promoters, or directors, in excess of such amount as may be prescribed during the three immediately preceding financial years or during the current financial year;

(iv) has given a guarantee or provided any security in connection with the indebtedness of any third person to the Company, its holding, subsidiary or associate company or their promoters, or directors of such holding company, for such amount as may be prescribed during the three immediately preceding financial years or during the current financial year; or

(v) has or had any other pecuniary transaction or relationship with the Company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two percent or more of its gross turnover or total income or Rs. 50 Lakhs or such higher amount as may be prescribed from time to time, whichever is lower, singly or in combination with the transactions referred to in sub-clause(i) or (ii).

e. neither they nor any of their relatives–

(i) hold or has held the position of key managerial personnel or is or has been an employee of the Company or its holding, subsidiary or associate company or any company belonging to the promoter group of the Company in any of the three financial years immediately preceding the financial year in which they were proposed to be appointed;

Provided that for relative who is an employee other than key managerial personnel, the restriction under this sub-clause (i) shall not apply for his/her employment during preceding three financial years.

(ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which they were proposed to be appointed, of:-

a) a firm of auditors or company secretaries in practice or cost auditors of the Company or its holding, subsidiary or associate company; or

b) any legal or a consulting firm that has or had any transaction with the Company, its holding, subsidiary or associate Company amounting to ten percent or more of the gross turnover of such firm;

(iii) held together with any relatives two percent or more of the total voting power of the Company; or

(iv) is a Chief Executive or director, by whatever name called, of any non-profit organization that receives twenty-five per cent or more of its receipts or corpus from the Company, any of its promoters, directors or its holding, subsidiary or associate Company or that holds two percent or more of the total voting power of the Company;

(v) is a material supplier, service provider or customer or a lessor or lessee of the Company;

a. they are not a non-independent director of any other company on the board of which any non- independent director of the Company is an independent director.

b. they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence.

c. they possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the Company's business.

d. they have complied with the requirement of sub-rule (1) and sub-rule (2) of Rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014 with regard to inclusion of their names and/or renewal thereof, in the Independent Directors data bank maintained with Indian Institute of Corporate Affairs (IICA).

24. MEETINGS OF THE BOARD

The Board of Directors held 5 (five) meetings during the financial year 2025-26 on the following dates:

1. April 29, 2025
2. May 19, 2025

3. August 12, 2025
4. November 12, 2025
5. February 12, 2026

25. COMMITTEES OF THE BOARD OF DIRECTORS ("THE BOARD")

25.1 AUDIT COMMITTEE

During the financial year 2025-26, the Audit Committee of the Board of the Company was duly constituted and comprised of 4 (four) Directors as members; as of March 31, 2026, all of whom are Non-Executive and 2/3rd of the members of the Audit Committee are Non-Executive Independent Directors in line with the provisions of Section 177 of the Companies Act, 2013 and the Regulation 18 of the Listing Regulations.

On February 26, 2026; Dr. Om Prakash Manchanda, Non-Executive Independent Director, resigned from his position with the Company with effect from February 27, 2026. Following his resignation from the Company effective that date, he ceased to be member of the Audit Committee as well.

As of March 31, 2026: Mr. Rajesh Jain, Non-Executive Independent Director acted as chairperson of the Audit Committee.

The Audit Committee held 5 (five) meetings during the FY'26, i.e. on April 29, 2025, May 19, 2025, August 12, 2025, November 12, 2025, and February 12, 2026. The terms of reference, compositions of the Audit Committee and reconstitutions thereof, meetings and attendance of the members of the Audit Committee for such meetings are mentioned in detail in the Report of Corporate Governance as annexed to this Annual Report.

25.2 NOMINATION AND REMUNERATION COMMITTEE

During the financial year 2025-26, the Nomination and Remuneration Committee ("NRC") of the Board was duly constituted and comprised of four (4) directors as members of the NRC as of March 31, 2026, and 2/3rd of the members of the NRC are Non-Executive Independent Directors in line with the provisions of Section 178 of the Companies Act, 2013 and the Regulation 19 of the Listing Regulations.

On February 26, 2026; Dr. Om Prakash Manchanda, Non-Executive Independent Director, resigned from his position with the Company with effect from February 27, 2026. Following his resignation from the Company effective that date, he ceased to be member of the NRC as well.

As of March 31, 2026: Ms. Richa Arora, Non-Executive Independent Director acted as the chairperson for the NRC.

With the approval of the Members of the Company through Postal Ballot attained on April 27, 2025, the Company introduced the "Agro Tech Foods Limited Employees Stock Option Plan 2024" to reward, incentivise and retain Eligible employees of the Company, its subsidiaries and associates companies. The NRC is responsible for the administration and superintendence of the "Agro Tech Foods Limited Employees Stock Option Plan 2024". The details of the Plan are available at www.sundropbrands.com.

During the financial year 2025-26, the NRC held 4 (four) meetings, i.e. on April 29, 2025, May 19, 2025, November 12, 2025, and February 12, 2026. The compositions of NRC & reconstitution thereof, meetings and attendance of the members of NRC for such meetings, terms of reference, criteria for performance evaluation of the Board, Committees and Individual Directors, and other related information pertaining to remuneration to Directors, criteria for making such payments and particulars of the Senior Management are deliberated further in the Report of Corporate Governance as annexed to this Annual Report.

25.2.1 CRITERIA FOR REMUNERATING DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

Disclosures pertaining to remuneration and other details, as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are mentioned in **Annexure B** attached to this report.

The Board of Directors in their meeting held on February 12, 2026, approved revision in the sitting fee payable to its Non-Executive Independent Directors as per the limits prescribed under Section 197 of the Act. The Company does not grant any stock options to its Non-Executive Independent Director(s) of the Company. For Non-Executive Independent Women Director, the sitting fee paid is not less than the sitting fee payable to other directors.

Non-Executive Independent Directors are eligible to receive commission of upto INR 15,00,000/- (Indian Rupees Fifteen lakhs only) for each financial year individually; as approved by the Members of the Company via postal ballot through remote e-voting concluded on April 27, 2025.

The Nomination and Remuneration policy is annexed here with as **Annexure D** as part of this Board's Report and is also uploaded on the website of the Company: https://www.sundropbrands.com/pdf/code-of-conduct/PolicyonNominationandRemunerationofDirectors,KeyManagerialPersonnel(KMP)andSeniorManagement.pdf

25.2.2 EVALUATION OF THE BOARD AS A WHOLE, ITS COMMITTEES AND INDIVIDUAL DIRECTOR (INCLUDING THE CHAIRPERSON)

Your Company is led by a diverse, experienced and competent Board. Pursuant to the Companies Act, 2013, an annual performance evaluation of the Board as a Whole, its committees and the Individual members of the Board including the Chairperson is carried out.

The evaluation form contains structured questions covering various aspects on the Board' functioning, composition of the Board and its Committees, the Individual member's strengths and their contribution, execution and performance of specific duties, obligations and governance and feedback from each Director.

The outcome of the stated evaluations is presented to the Nomination and Remuneration Committee and thereafter to the Board of Directors of the Company and key outcomes, actionable areas are discussed and acted upon.

25.2.3 FAMILIARIZATION PRGRAMME FOR THE MEMBERS OF THE BOARD

All newly inducted directors to the Board of Directors of the Company undergo comprehensive orientation session(s) to familiarize themselves with the structure, business and functions of your Company. In this regard, the Senior Management of the Company makes presentation by providing an overview of their respective function(s) to the inductees and overall, about the Company's strategy, operations and products.

The Company also regularly keeps the Directors updated on business related issues/ concerns and new initiatives. During the financial year 2025-26, the Company arranged familiarization program for newly inducted Non-Executive Independent Director.

More details about familiarization Programme are uploaded on Company's website: https://www.sundropbrands.com/pdf/other-information/Detailsoffamiliarisationprogramme imparted toindependentdirectorsFY2025-26.pdf

25.3 STAKEHOLDERS RELATIONSHIP COMMITTEE

During the financial year ended March 31, 2026, the Stakeholders Relationship Committee ("SRC") of the Board of Company was duly constituted in line with the provisions of Section 178(5) of the Companies Act, 2013 and the Regulation 20 of the Listing Regulations and comprised of three (3) Directors as members, all of whom are Non-Executive Independent Directors.

Dr. Om Prakash Manchanda, Non-Executive Independent Director, resigned from his position with the Company with effect from February 27, 2026. Following his resignation from the Company effective that date, he ceased to be member of the SRC as well.

As of March 31, 2026: Mr. Satish Premanand Rao, Non- Executive Independent Director acted as Chairperson of the SRC.

During the financial year 2025-26, the SRC held 4 (four) meetings, i.e. on April 29, 2025, August 12, 2025, November 12, 2025, and February 12, 2026. The terms of reference, compositions of SRC & its reconstitutions thereof, meetings and attendance of the members for such meetings are mentioned in detail in the Report of Corporate Governance as annexed to this Annual Report.

25.4 CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

As at the financial year ended March 31, 2026, the Corporate Social Responsibility ("CSR") Committee of the Board of Company was duly constituted pursuant to the provisions of Section 135 of the Act and comprised of five (5) Directors as members, majority of whom are Non-Executive Directors.

Dr. Om Prakash Manchanda, Non-Executive Independent Director, resigned from his position with the Company with effect from February 27, 2026. Following his resignation from the Company effective that date, he ceased to be member of the CSR Committee as well.

As of March 31, 2026: Mr. Satish Premanand Rao, Non-Executive Independent Director acted as chairperson of the CSR Committee.

The CSR Committee is responsible for formulating and monitoring the CSR Policy of the Company. The CSR Policy of the Company, as approved by the Board of Directors is available on the Company's website: https://www.sundropbrands.com/pdf/code-of-conduct/CSR-POLICY.pdf

During the financial year 2025-26, one CSR meeting was held on April 29, 2025. The terms of reference, compositions & reconstitutions, meetings and attendance of the members for such meetings are mentioned in detail in the Report of Corporate Governance as annexed to this Annual Report.

25.4.1 CORPORATE SOCIAL RESPONSIBILITY ("CSR") COMMITMENTS

Your Company transferred the applicable CSR amount of INR 24,12,000/- for FY'26 to the Prime Minister's National Relief Fund in the month of March 2026, which is in line with regulatory requirements.

During the financial year 2025-26, your Company collaborated with "Ma Foundation" and sponsored their flagship programme, "Ma Ki Roti" to empower women in villages through skills, training and entrepreneurial support and to enable sustainable livelihoods by setting up community kitchens in remote villages.

The Annual Report on CSR activities is annexed herewith as **Annexure E** to this Report.

25.5 RISK MANAGEMENT COMMITTEE

The Company has a duly constituted Risk Management Committee ("RMC") to identify elements of risk in different areas of operations and to mitigate associated risks. The terms of reference of the RMC is in line with the regulatory requirements mandated by Regulation 21 and Part D of Schedule II of the Listing Regulations which interalia, includes formulation of detailed Risk Management Policy, ensuring that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company; monitor and oversee implementation of the Risk Management Policy.

As of March 31, 2026, the RMC was duly constituted in line with the Regulation 21 of the Listing Regulations and comprised of nine (9) members, majority of whom are Non- Executive Directors.

Dr. Om Prakash Manchanda, Non-Executive Independent Director, resigned from his position with the Company with effect from February 27, 2026. Following his resignation from the Company effective that date, he ceased to be member of the RMC as well.

As of March 31, 2026: Ms. Richa Arora, Non-Executive Independent Director acted as chairperson of the RMC.

Ms. Kavita was appointed as the Company Secretary & Compliance Officer of the Company and subsequently was appointed as the member of RMC with effect from November 28, 2025, in place of Ms. Jyoti Chawla who resigned as the Company Secretary & Compliance Officer of the Company and consequently ceased to be the member of RMC with effect from close of business hours of November 27, 2025.

During the financial year 2025-26, the RMC held two (2) meetings i.e. on June 03, 2025, and December 11, 2025. The terms of reference, compositions & reconstitutions thereof, meetings and attendance of the members of such meetings are mentioned in detail in the Report of Corporate Governance as annexed to this Annual Report.

25.5.1 RISK MANAGEMENT POLICY

The Company has formulated a Risk Management Policy which has been approved by the Board, pursuant to amendments in the Listing Regulations, which requires top one thousand listed Companies (based on market capitalization of every financial year) to formulate and disclose a Risk Management Policy.

26. STATUTORY AUDITORS AND THEIR REPORT

M/s BSR and Co., Chartered Accountants, (FRN: 128510W) were appointed as the Statutory Auditors of the Company by the Members at the 37th Annual General Meeting held on September 30, 2024, to hold office from the conclusion of the 37th Annual General Meeting to the conclusion of the 42nd Annual General Meeting.

The Report given by M/s BSR and Co., Chartered Accountants, on the audited standalone and consolidated financial statements of the Company for financial year 2025-26 is part of the Annual Report. There has been no qualification, reservation or adverse remark or disclaimer in their Report. During the year under review, the Auditors had not reported any matter under Section 143(12) of the Companies Act, 2013 and hence, no detail is required to be disclosed under Section 134(3)(ca) of the Companies Act, 2013. The Company has partially enabled and operated the audit trail (edit log) facility throughout the year. In their report to the shareholders for FY'26, the statutory auditors stated that they did not come across any instances of the audit trail feature being tampered with. Further, except for instances where the audit trail was not enabled in previous years, the Company has preserved the audit trail in accordance with the applicable statutory record retention requirements.

27. COST AUDIT

Pursuant to the provisions of Section 148(1) of the Companies Act, 2013, read with rules made thereunder and amendments therein; your Company is required to maintain the Cost accounts and its records. In terms of Section 148 of the Act read with Companies (Cost Records and Audit) Rules, 2014, the Audit Committee recommended and the Board appointed Vajralingam & Co., Cost Accountants (FRN 101059) being eligible, as the Cost Auditors of your Company in their meeting held on April 29, 2025, which was approved by the shareholders of the Company at the 38th Annual General Meeting of the Company held on August 28, 2025, to conduct the audit of the cost records of the Company in relation to the financial year ended 31st March 2026. The Cost Auditor carries out the audit of the Cost Accounts maintained by the Company.

28. SECRETARIAL AUDITORS AND THEIR REPORT

Pursuant to the provisions of Section 204 of the Act, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Listing Regulations and other provisions as may be applicable, M/s Tumuluru and Company (Firm Registration No. P1988AP052200), Company Secretaries conducted the Secretarial Audit of the Company for the financial year ended 31st March, 2026.

The stated firm was appointed as Secretarial Auditor of the Company for a term of five years effective from 01st April 2025 to 31st March 2030 by the Board of Directors in their meeting held on April 29, 2025.

The Secretarial Audit Report as issued by the secretarial auditors is annexed herewith as **Annexure F** and forms part of this Annual Report. There are no qualifications, reservations or adverse remarks in the Secretarial Audit Report. Further, the Secretarial Audit Report pursuant to the stated provisions for Del Monte Foods Private Limited, material subsidiary of the Company is annexed herewith as **Annexure G**.

29. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

As on date of the Board's report, the Company has following subsidiaries. i.e. Del Monte Foods Private Limited, Sundrop Foods India Private Limited, Agro Tech Foods (Bangladesh) Pvt. Ltd., Sundrop Foods Lanka (Private) Limited and a step-down subsidiary i.e. Del Monte Foods India (North) Private Limited.

The Company does not have any joint venture companies.

30. PERFORMANCE OF THE SUBSIDIARY COMPANIES

- Del Monte Foods Private Limited delivered a resilient performance during the financial year 2025-26 achieving a 10% revenue growth despite a subdued FMCG environment, geopolitical disruptions, GST transition, and sharp decline in olive oil prices. Growth was driven by strong performance in Food service (14%), Exports (15%), Modern Trade (15%), and steady third-party manufacturing, supported by new customer additions and product launches.

However, Key Accounts grew modestly (2%) due to competitive pressures and demand slowdown in H2 FY'26, while General Trade declined (13%) impacted by geopolitical factors, price corrections, and channel disruptions.

It improved its contribution margin by 100 base points through cost efficiencies and stable input prices, while continuing investments in brand building, premiumization, and e-commerce.

- The step-down subsidiary, Del Monte Foods India (North) Private Limited, contributed positively with ~75% capacity utilization and enhanced manufacturing capabilities, supporting overall operational strength and future growth.

- Sundrop Foods India Private Limited for the majority part of the financial year 26 aided the Company for its distribution business.

With effect from January'26; approx 400+ employees were absorbed by the Company from its subsidiary company (Sundrop Foods India Private Limited); as part of strategic management decision.

- Agro Tech Foods (Bangladesh) Pvt. Ltd continues to deliver timely production as the Company works to expand our business in a neighboring emerging market with strong growth potential.

- Your Company will also be working towards leveraging its wholly-owned subsidiary Sundrop Foods Lanka (Private) Limited at an opportune time basis the economic developments in that market.

During the year, the Board of Directors reviewed the affairs of the subsidiary Companies at adequate intervals. The Company has published the audited consolidated financial statements for the financial year 2025-26 and the same forms part of this Annual Report. This Board's Report does not contain the financial statements of our subsidiaries. The statement highlighting the summary of the financial performance of the subsidiaries in the prescribed format of AOC-1 is annexed as **Annexure H** to this Report. The audited financial statements for the financial year ended March 31, 2026, and related information of the subsidiaries are available for inspection electronically and will be provided to any shareholder on demand. The separate audited financial statements in respect of each subsidiary Company are also available on the website of your Company at
https://www.sundropbrands.com/annual-reports.aspx

31. ANNUAL RETURN

A copy of the Annual Return as provided under Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management & Administration) Rules, 2014, prepared as of March 31, 2026, shall be placed on the website of the Company and the same is available on the Company's website:
https://www.sundropbrands.com/investors-information.aspx

32. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

Pursuant to the Regulation 34(2)(f) of the Listing Regulations and in alignment with National Guidelines on Responsible Business Conduct issued by the Ministry of Corporate Affairs, a Business Responsibility and Sustainability Report (BRSR) has been prepared to provide an overview of the Company's initiatives in the areas of environmental, social, and governance matters. The BRSR is annexed to this Board's report and the same is also available on website of the Company at www.sundropbrands.com.

33. DIRECTOR'S RESPONSIBILITY STATEMENT

The Directors confirm that:

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

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

c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) they have prepared the annual accounts on a going concern basis;

e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

34. SHAREHOLDERS' RIGHTS

Your Company adequately addresses investor concerns, complaints and grievances through its Registrar to an Issue and Share Transfer Agent (RTA), the SEBI Complaints Redress System (SCORES), and the respective Stock Exchanges. Such matters are also placed before the Stakeholders Relationship Committee of the Board on a quarterly basis. The link to the Company's Grievance Redressal Forum may be accessed at : https://www.sundropbrands.com/grievance-redressal.aspx.

35. GENERAL

Your Directors state that no disclosures or reporting are required to be made in respect of the following items as there were no applicable transactions or events on these items during the year under review:

a) Details relating to deposits covered under Chapter V of the Act.

b) Issue of equity shares with differential rights as to dividend, voting or otherwise.

c) Grant of shares (including sweat equity shares) to eligible employees under any scheme save and except under the ESOP Scheme 2024 scheme referred to in this Report.

d) The Group Managing Director of the Company does not receive any remuneration or commission from any of its subsidiaries.

e) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

f) The Company has complied with the provisions relating to constitution of Internal Complaints Committee and no cases reported or filed during the year pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

g) The Company has duly complied with the provisions of the Maternity Benefits Act, 1961 read with amendments therein and has extended all statutory benefits to eligible women employees during the year.

h) Your Company has not accepted any public deposits under Chapter V of Companies Act, 2013.

i) Pursuant to Section 124 and Section 125 of the Companies Act, 2013, read with IEPFA (Accounting, Audit, Transfer and Refund) Rules, 2016, and any amendment thereof, as may be applicable, an amount of INR 4,42,333/- which remained unpaid/unclaimed dividends pertaining to FY17-18 was transferred to Investor Education and Protection Fund on September 10, 2025.

j) During the year, the Company transferred 11,541 unclaimed shares to IEPF account on September 24, 2025. The detailed list of unclaimed shares transferred to IEPF Authority is available on the Company's website: www.sundropbrands.com.

k) Pursuant to Section 124 and Section 125 of the Companies Act 2013 read with IEPFA (Accounting, Audit, Transfer and Refund) Rules 2016 and any amendment thereof, as may be applicable, an amount of INR 3,44,067.50/- towards unpaid/unclaimed dividends pertaining to FY18-19 will be transferred to Investor Education and Protection Fund within the prescribed timelines.

l) Except as disclosed elsewhere in the Report, there have been no material changes and commitments made between the end of the financial year of the Company and the date of this Report. There has been no change in the nature of business of the Company during the year.

m) No application was made during the year and no proceeding is pending under the Insolvency and Bankruptcy Code, 2016 as at the end of the financial year.

n) No instance of the valuation was required for one time settlement and no valuation was done while taking the loan from the Banks or Financial Institutions.

36. APPRECIATION

Your Company's ability to operate efficiently is driven by its strong culture of professionalism, integrity, and a commitment to continuous improvement across all functions. This, combined with the effective use of resources, has supported sustainable growth.

Your Directors wish to formally acknowledge and place on record their appreciation for the efficient contribution of its customers, distributors, co-packers, suppliers, dedication of its employees and all other stakeholders towards performance of the Company.

On behalf of the Board of the Company

Nitish Bajaj	**Asheesh Kumar Sharma**
Group Managing Director	Executive Director & CEO
DIN 10835891	DIN 10602319

Place: Gurugram
Date: May 07, 2026

ANNEXURES TO BOARD'S REPORT

ANNEXURE A

CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

(Information under Rule 8(3) of the Companies (Accounts) Rules, 2014)

1. CONSERVATION OF ENERGY

Energy conservation is an indicator of how efficiently a company can conduct its operations. The Company recognizes the importance of energy conservation and it has undertaken various energy efficient practices that have strengthened it's commitment towards becoming an environment friendly organization.

Your Company continues to use energy efficient and sustainable HVAC programs at manufacturing facilities established at Kothur in Telangana, Kashipur in Uttarakhand, Unnao in Uttar Pradesh, Jhagadia in Gujarat, Mangaldai in Assam and Chittoor in Andhra Pradesh. In addition, the Company has started the solarization of plants in a big way and already commissioned a small module and is now installing solar roof top plants at Kashipur, Kothur and Unnao plants. The solarization plan will be expanded to all plants.

2. TECHNOLOGY ABSORPTION

During the financial year 2025-26, your Company continued to use technology to drive competitive advantage and provide high quality food products to our consumers. This included the expansion of the portfolio in each of the 4 (four) Food categories in which the Company now competes.

3. RESEARCH & DEVELOPMENT (R&D)

Your Company has spent about INR 2.47 Crore (including capital R&D of INR 0.66 crores), this year towards "Research and Development" totalling to about 0.28% of the Company's turnover. The powerful R&D program has enabled the Company to carve out a strong position among fast growing Food categories in India and visible presence of the broad-based portfolio of the Company in the trade.

4. FOREIGN EXCHANGE EARNINGS AND OUTGO

(Accrual basis)

Particulars	INR (in crores)
Foreign Exchange earned in terms of inflows	Nil
Foreign Exchange outgo in terms of outflows	23.98

On Behalf of the Board of the Company

Nitish Bajaj
Group Managing Director
DIN 10835891

Asheesh Kumar Sharma
Executive Director & CEO
DIN 10602319

Place: Gurugram
Date: May 07, 2026

ANNEXURE B

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) and (2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014, AS AMENDED, FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026

(A) The percentage increase in remuneration of each Director and KMPs during the financial year 2025-26 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2025-26:

Sl. No.	Name of the Director/KMP	Designation	% age Increase / (Decrease) in the remuneration in the FY 2025-26	Ratio of the remuneration of each Director to the median remuneration of the employees*
1.	Mr. Madhavan Karunakaran Menon[1]	Chairperson & Non-Executive Independent Director	Not Applicable	Not Applicable
2.	#Mr. Ramit Bharti Mittal[2]	Non-Executive Director	-	-
3.	#Mr. Velloor Venkatakrishnan Ranganathan[2]	Non-Executive Director	-	-
4.	#Mr. Harjeet Singh Kohli[2]	Non-Executive Director	-	-
5.	#Mr. Harsha Raghavan	Non-Executive Director	-	-
6.	#Mr. Manish Mehta	Non-Executive Director	-	-
7.	Mr. Karamendra Daulet Singh	Non-Executive Independent Director	-	3.68
8.	Mr. Rajesh Jain	Non-Executive Independent Director	-	4.91
9.	Ms. Richa Arora	Non-Executive Independent Director	-	3.68
10.	Mr. Satish Premanand Rao	Non-Executive Independent Director	-	3.68
11.	Dr. Om Prakash Manchanda[3]	Non-Executive Independent Director	Not Applicable	Not Applicable
12.	Mr. Nitish Bajaj	Group Managing Director	3%	101.36
13.	Mr. Asheesh Kumar Sharma	Executive Director and CEO	7%	51.58
14.	Mr. KPN Srinivas	Chief Financial Officer	7%	Not Applicable
15.	Ms. Kavita[4]	Company Secretary and Compliance Officer	Not Applicable	Not Applicable

*Ratio of the remuneration of each Director to the median remuneration of the employees have been computed basis the median remuneration of the Company's employee base as at March 31, 2026. With effect from January'26; approx. 400+ employees were absorbed by the Company from its subsidiary company (Sundrop Foods India Private Limited); as part of strategic management decision. Consequently, the median remuneration for the year reflects the expanded employee base, hence the resulting ratio of the remuneration of each Director to the median remuneration of the employees may not be directly comparable with those of the previous financial year.

No remuneration is paid to Non- Executive Directors of the Company.

1. Mr. Madhavan Karunakaran Menon was appointed as the Non- Executive Independent Director of the Company with effect from September 24, 2025. Thereafter, his appointment was approved by the Members of the Company by way of "Special Resolution" passed by postal ballot effective from December 21, 2025. He was further appointed as the Chairperson of the Company with effect from April 01, 2026, by the Board of Directors in their meeting held on February 12, 2026. The % age Increase / (Decrease) in the remuneration in the FY 2025-26 is not applicable to him as he was appointed during the year.

2. Mr. Ramit Bharti Mittal and Mr. Velloor Venkatakrishnan Ranganathan were appointed as the Non- Executive Director(s) of the Company with effect from September 24, 2025. Thereafter, their appointments were further approved by the Members of the Company by way of resolutions passed by postal ballot effective from December 21, 2025. Also, Mr. Harjeet Singh Kohli resigned as the Non- Executive Director with effect from September 24, 2025.

3. Dr. Om Prakash Manchanda resigned as the Non- Executive Independent Director with effect from February 27, 2026.

4. Ms. Kavita was appointed as the Company Secretary and Compliance Officer with effect from November 28, 2025, in place of Ms. Jyoti Chawla who resigned from the stated position with effect from November 27, 2025.

Notes:

- In the financial year 2025-26, there were 987 employees and there was an increase of 8% in the median remuneration of employees.
- Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2025-26 was 8% whereas there was 7% increase in the managerial remuneration for the same financial year. Increase in the salaries of employees are in line with the market bench marking and there are no exceptional circumstances and increases for managerial remuneration.
- It is here by affirmed that the remuneration paid is as per the Policy on Nomination and Remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management.
- Remuneration above does not include long-term compensated absences benefit accrued and gratuity benefit accrued since the same are computed based on actuarial valuation for all the employees and the amounts attributable to the managerial personnel cannot be ascertained separately.

On behalf of the Board of the Company

Nitish Bajaj
Group Managing Director
DIN 10835891

Asheesh Kumar Sharma
Executive Director & CEO
DIN 10602319

Place: Gurugram
Date: May 07, 2026

ANNEXURE C

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 transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis – **Not Applicable**

SL. No.	Particulars	Details
a)	Name(s) of the related party & nature of relationship	Not Applicable
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name(s) of the related party & nature of relationship	* Please refer the note
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Date of approval by the Board	May 19, 2025
f)	Amount paid as advances, if any	* Please refer the note

* Note: The details of transactions between the Company and its related parties, names, nature of such contracts/ arrangements/transactions and other details are set out in Notes to Accounts under note number 43 forming part of the Standalone Financial Statements for the financial year ended March 31, 2026.

On Behalf of the Board of the Company

Nitish Bajaj
Group Managing Director
DIN 10835891

Asheesh Kumar Sharma
Executive Director & CEO
DIN 10602319

Place: Gurugram
Date: May 07, 2026

ANNEXURE D

NOMINATION AND REMUNERATION POLICY ("THE POLICY")

In terms of Section 178 of the Companies Act, 2013 read with rule 6 of the Companies (Meeting of the Board and the Rules) 2014 with amendments therein, the Company is required to constitute a Nomination and Remuneration Committee ("the Committee/ NRC") consisting of three or more non- executive directors out of which not less than one-half shall be independent directors.

Similarly, Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Agreement") read with amendments therein, entered into by Sundrop Brands Limited ("the Company") with the Stock Exchanges, as amended from time to time requires the Company to constitute a Nomination and Remuneration Committee consisting of three or more non- executive directors out of which not less than two-third shall be Independent Directors.

This Policy on nomination and remuneration of Directors, Key Managerial Personnel (KMP), Senior Management of the Company has been amended by the Nomination and Remuneration Committee of the Company and approved by the Board of Directors of the Company vide its resolution dated 17th October 2014 and further amended on12th February 2026.

1. Introduction

The purpose of Nomination and Remuneration Committee is as under:

- to identify persons who are qualified to become Director(s) and who may be appointed as the Senior Management of the Company including the Key Managerial Personnel in accordance with the criteria laid down, and recommend to the Board of Directors ("the Board") of the Company their appointment and removal;
- to carry out evaluation of every Director's performance;
- to formulate the criteria for determining qualifications, positive attributes and independence of a Director;
- to recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel, Senior Management and other employees (*as applicable*).

This Policy shall act as a guideline for determining, inter-alia, qualifications, positive attributes and independence of a Director, matters relating to the remuneration, appointment, removal and evaluation of performance of the Directors, Key Managerial Personnel, Senior Management and other employees.

2. Objective of the Policy

The Policy is framed with the objective(s):

1. That the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.
2. That the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
3. That the remuneration to Directors, Key Managerial Personnel (KMP), and other Senior Management of the Company involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
4. To lay down criteria and terms and conditions with regard to identifying person(s) who are qualified to become Directors (Executive and Non-Executive) and person(s) who may be appointed at the Senior Management, Key Managerial positions and to determine their remuneration.
5. Ensuring a transparent board nomination process with the diversity of thought, experience, knowledge, perspective and gender in the Board.
6. To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies, in the industry.
7. To carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management and to provide for reward(s) linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
8. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial person(s) and create competitive advantage.
9. To lay down criteria for appointments, removal of Directors, Key Managerial Personnel and Senior Management and evaluation of their performance.
10. To meet the requirement of the disclosure of remuneration policy and the evaluation criteria in its Annual Report.

3. Definitions:

In this Policy unless the context otherwise requires:

1. 'Act' means Companies Act, 2013 and rules

thereunder.

2. 'Board of Directors' or 'Board', in relation to the Company, means the collective body of the Directors of the Company.
3. 'Committee' means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.
4. Company means Sundrop Brands Limited (*formerly known as Agro Tech Foods Limited*).
5. 'Directors' means Directors of the Company.
6. 'Independent Director' means a Director referred to in Section 149 (6) of the Companies Act, 2013.
7. 'Key Managerial Personnel' (KMP) means:
   a. the Chief Executive Officer, or the Managing Director or the Manager;
   b. Whole-time Director;
   c. Chief Financial Officer;
   d. Company Secretary;
   e. such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
   f. such other officer as may be prescribed.
8. 'Ministry' means the Ministry of Corporate Affairs.
9. 'Regulations' refers to and comprise of Companies Act, 2013, and related Rules, Listing Agreement and such other rules and provisions as applicable to the matters dealt in by this Policy.
10. 'Senior Management' for this purpose shall mean employees of the Company who are members of its core management team excluding Board of Directors. It would comprise all members of management one level below the executive director(s), including the functional / vertical heads.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

4. Nomination and Remuneration Committee

The Nomination and Remuneration Committee will consist of three or more non-executive directors, out of which at least two-thirds shall be Independent Director(s), provided that Chairperson of the Company may be appointed as a member of this Committee but shall not chair such Committee.

The Chairperson of the Committee or, in his absence, any other member of the committee authorised by him in this behalf shall attend the general meetings of the company.

The Nomination and Remuneration Committee shall meet as often as required.

The Nomination and Remuneration Committee shall be constituted as specified by Securities Exchanges Board of India from time to time. The Board of Directors of the Company may reconstitute the Committee to comply with the provisions of the Companies Act, 2013 and the Listing Agreement as may be amended from time to time and applicable statutory requirements, including but not limited to the Listing requirements.

5. Policy for appointment, removal and performance evaluation of Director, KMP and Senior Management

Appointment criteria and qualifications

a) The Committee shall identify and ascertain the integrity, qualification, expertise, experience and independence of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.

b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient/ satisfactory for the concerned position.

c) The Company shall not appoint or continue the employment of any person as Managing Director, Whole-time Director or Manager who is below the age of twenty-one years or has attained the age of seventy years provided that appointment of a person who has attained the age of seventy years may be made by passing a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person.

d) Appointment of Independent Director(s) is subject to compliance of provisions of Section 149 of the Companies Act, 2013, read with schedule IV and rules thereunder and provisions of Revised Clause 19 to the Listing Agreement.

e) The Committee may invite such executive(s), as it considers appropriate, to be present at the meetings of the Committee. Such executive(s) shall not be present when his or her own appointment, reappointment or remuneration is discussed at a meeting or when his or her performance is being evaluated.

Term / Tenure

a) Managing Director/Whole-time Director: The Company shall appoint or re-appoint any person as its Managing Director / Whole-time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director: Subject to provisions of Section 152 of the Companies Act, 2013 read with amendments therein *(as may be applicable)*, an Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.
- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company.

<u>Evaluation</u>

1. Performance evaluation of Independent Directors
   a. The Committee shall lay down the evaluation criteria for performance evaluation of independent directors.
   b. The Company shall disclose the criteria for performance evaluation, as laid down by the Nomination Committee, in its Annual Report.
   c. The performance evaluation of independent directors shall be done by the entire Board of Directors (excluding the Director being evaluated).
   d. On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent directors.
2. The Committee shall also lay down the evaluation criteria for performance evaluation of Director(s) other than Independent Director(s) and Senior Management.
3. The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management at regular interval (yearly).
4. Independent Director shall hold at least one meeting in a year, without attendance of Non-Independent Directors (Non-ID's) and members of management to review:
   a. performance of Non-IDs and BOD as a whole.
   b. performance of the Chairperson taking into consideration views of NEDs/ Eds.
   c. quantity/quality/flow of information from the management to the Board to effectively perform their duties.

<u>Removal</u>

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management subject to the provisions and compliance of the said Act, rules and regulations.

<u>Retirement</u>

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the rules made thereunder and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company. The Board may further delegate this power to the Managing Director of the Company.

6. Matters relating to the Remuneration for the Managing Director, Whole-time Director, Director(s), KMPs, Senior Management and other Employee(s) (if any)

a) The remuneration / compensation / commission etc. to the Managing Director, Whole-time Director, Directors, other KMPs, Senior Management and other Employee(s)(if any) will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior / post approval of the shareholders of the Company, wherever required as per rules and regulations of Companies Act, 2013 or any other statues

b) The remuneration to be paid to the Managing Director/ Whole-time Director shall be in accordance with the conditions laid down in the provisions of the Companies Act, 2013 & the rules made thereunder.

c) Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managing Director/ Whole-time Director.

d) Where any insurance is taken by the Company on behalf of its Managing Director/ Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

e) The Committee may recommend the following guidelines for recommending/approving remuneration on case-to-case basis:

i. remuneration should be reasonable and sufficient to attract, retain and motivate the employees to be aligned with the requirements of the Company (taking into consideration the challenges faced by the Company and its future growth imperatives);

ii. overall remuneration practices should be consistent with industry standards.

iii. market competitive;

iv. average levels of compensation payable to employees in similar ranks;

v. should not contain any provisions regarding incentives to take excessive risks over the short term;

vi. based on the role played by the individual in managing the Company, including responding to challenges faced by the Company;

vii. periodic review; and

viii. aligned to regulatory requirements.

f) The Committee shall ensure that the Process for appointment, re-appointment, termination or acceptance of resignation of Managing Director/ Whole-time Director, KMPs, Senior Management and other employees (if any) is in accordance with the provisions of the Companies Act, 2013, Listing Agreement and SEBI Circulars as may be issued and as revised from time to time.

7. Remuneration to Managing Director , Whole-time Director, KMPs, Senior Management

a) Fixed pay:

The Managing Director, Whole-time Director, other KMPs and Senior Management shall be eligible for monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites, Employee Stock Options (ESOPs) and other benefits including employer's contribution to Providend Fund, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board / the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

b) Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director / Whole-time Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the approval of the Central Government.

c) Provisions for excess remuneration:

If any Managing Director / Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

8. Remuneration to Non- Executive / Independent Director:

a) Remuneration / Commission:

The remuneration / commission shall be fixed as per the provisions contained under Companies Act, 2013.

b) Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending each meeting of Board or Committee thereof. Provided that the amount of such fees shall not exceed INR 1,00,000 (Indian Rupees one lakh only) per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

For Independent Women Directors, the sitting fee shall not be less than the sitting fee payable to other directors.

c) Commission:

Commission may be paid within the monetary ceiling limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

d) Employee Stock Options (ESOPs):

An Independent Director shall not be entitled to any employee stock options of the Company.

9. Disciplinary Actions

The Committee shall approve action for any non-compliance with regulatory provisions, code of conduct and internal guidelines as per the procedures for undertaking disciplinary actions.

10. Board Diversity

In reviewing and determining the Board composition, the NRC shall consider the merit, expertise, skill, experience, gender, various geographies and other diversity of the Board. In determining whether to recommend a Director for re-election / reappointment, the NRC shall also consider the Director's past attendance at meetings, participation in meetings and contributions to the activities of the Board, and the results of the most recent evaluation done for the respective Director. The process for evaluation shall be as per the Performance Evaluation Policy of the Company.

The Board shall consist of Directors having the relevant requisite qualifications and experience in the following areas like Technology, Management or Administration, Risk Management, Legal and Regulatory, Finance and Accounting, Capital Markets, Leadership Skills etc.

11. Disclosure

The above Policy needs to be disclosed in the Board's report.

12. Amendments to the Policy

This Policy may be reviewed at such interval as it may deem necessary, but at least once every three years and recommend the changes, if any, first to the NRC and then for the approval of the Board. Where there are any statutory or regulatory changes necessitating the change in this policy on an immediate basis, without the need of NRC and the Board approval. The NRC may issue the guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementation to this Policy, if it thinks necessary.

In case of any subsequent changes in the Companies Act, 2013 and/ or Listing Agreements or any other regulations which makes any of the provisions in this Policy inconsistent with the Companies Act or Listing Agreements, or any other regulations, then the provision of the Companies Act or Listing Agreements or other regulations would prevail over this Policy and the provisions of this Policy would be modified in due course to make it consistent with law. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

ANNEXURE E

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

(Pursuant to Section 135 of the Companies Act, 2013 (“the Act”))

1. Brief outline on CSR Policy of the Company

Your Company actively contributes to society in addressing social issues. As a player of the food industry and the manufacturers of healthy products like peanut butter, it recognizes a strong responsibility and a meaningful opportunity to help combat one of the most pressing issues like Malnourishment.

Programs:

During the financial year 2025-26, your Company collaborated with Ma Foundation and sponsored their flagship programme, “Ma Ki Roti” to empower women in villages through skills, training and entrepreneurial support and to enable sustainable livelihoods by setting up community kitchens in remote villages.

Further, the Company remains fully compliant with the regulatory requirements for CSR expenditure and transferred the sum of INR 24,12,000/- (Indian Rupees Twenty Four Lakhs Twelve Thousands) in the month of March 2026 to Prime Minister’s National Relief Fund as per Schedule VII of the Companies Act, 2013 to comply with mandate of Section 135 of the Companies Act, 2013 read with amendments therein and rules made thereunder.

The details of the CSR policy are available on the website- www.sundropbrands.com.

2. Composition of CSR Committee as at March 31, 2026:

SL. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Satish Premanand Rao	Chairperson / Independent Director	1	0
2.	Mr. Rajesh Jain	Member / Independent Director	1	1
3.	Ms. Richa Arora	Member / Independent Director	1	1
4.	Dr. Om Prakash Manchanda*	Member / Independent Director	1	1
5.	Mr. Harsha Raghavan	Member / Non-Executive Director	1	0
6.	Mr. Manish Mehta	Member / Non-Executive Director	1	0

*Dr. Om Prakash Manchanda resigned as the Independent Director of the Company with effect from February 27, 2026, and consequently ceased to be member of the CSR Committee as well.

Note: The Board of Directors of the Company in their meeting held on February 12, 2026, approved the reconstitution of the CSR Committee with effect from April 01, 2026, comprising of 3 Independent Directors namely Mr. Karamendra Daulet Singh as Chairperson, Mr. Madhavan Karunakaran Menon and Mr. Satish Premanand Rao as the members of the Committee.

3. Web-link(s) where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company- https://www.sundropbrands.com/pdf/code-of-conduct/CSR-POLICY.pdf
4. Executive summary along with web-link(s) of impact assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable- **Not Applicable**
5. (a) Average net profit of the company as per section 135(5): **INR 12,05,68,785/-**
   (b) Two percent of average net profit of the company as per sub-section (5) of Section 135 of the Act: **INR 24,11,375/- (rounded upto INR 24,12,000/-)**
   (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: **Nil**
   (d) Amount required to be set off for the financial year, if any: **Nil**
   (e) Total CSR obligation for the financial year ((b)+(c)-(d)): **INR 24,11,375/- (rounded upto INR 24,12,000/-)**
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): **NA as the CSR amount is remitted to the Prime Minister’s National Relief Fund**
   (b) Amount spent in Administrative Overheads: **Nil**
   (c) Amount spent on Impact Assessment, if applicable: **Nil**
   (d) Total amount spent for the Financial Year ((a)+(b)+(c)): **INR 24,12,000/-**
   (e) CSR amount spent for the Financial Year: **INR 24,12,000/-**

Total Amount Spent for the Financial Year. (in INR)	Amount Unspent (in INR)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of Section 135 of the Act.		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of Section 135 of the Act		
	Amount	Date of transfer	Name of the Fund	Amount (INR)	Date of transfer
24,12,000/-	Nil				

(f) Excess amount for set off, if any:

Sl. No.	Particulars	Amount (in INR)
(i)	Two percent of average net profit of the companyas per sub-section (5) of section 135 of the Act	24,11,375/- (rounded upto INR 24,12,000/-)
(ii)	Total amount spent for the Financial Year	24,12,000/-
(iii)	Excess amount spent for the financial year ((ii)-(i))	Nil
(iv)	Surplus arising out of the CSR projects orprogrammes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeedingfinancialyears ((iii)-(iv))	Nil

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

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under sub-section (6) of Section 135 of the Act (in INR)	Balance Amount in Unspent CSR Account under sub-section (6) of Section 135 of the Act (in INR)	Amount Spent in the Financial Year (in Rs)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of Section 135 of the Act, if any		Amount remaining to be spent in succeeding Financial Years (in INR)	Deficiency, if any
					Amount (in INR)	Date of transfer		
1	FY 2022-23	Nil						
2	FY 2023-24	Nil						
3	FY 2024-25	Nil						

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

If Yes, enter the number of Capital assets created/ acquired: Not Applicable

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

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

9. Specify the reason(s), if the company has failed to spend two percent of the average net profit as per sub-section (5) of Section 135 of the Act: Not applicable

On Behalf of the Board of the Company

Nitish Bajaj
Group Managing Director
DIN 10835891

Asheesh Kumar Sharma
Executive Director & CEO
DIN 10602319

Place : Gurugram
Date : May 07, 2026

ANNEXURE F

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,
Sundrop Brands Limited
(Formerly known as Agro Tech Foods Limited)
31, Sarojini Devi Road, Secunderabad-500003, Telangana.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Sundrop Brands Limited** *(formerly known as Agro Tech Foods Limited)* (hereinafter referred to as "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

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

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

i. The Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time;

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder, as amended from time to time;

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder, as amended from time to time;

iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under, as amended from time to time, to the extent of

   a) Foreign Direct Investment

   b) Overseas Direct Investment and

   c) 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'), read with amendments therein as notified from time to time:-

   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 and Sweat Equity) Regulations, 2021;

   e. The Securities and Exchange Board of India (Issue and listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable for the Audit Period**

   f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 regarding the Companies Act and dealing with client; **Not Applicable for the Audit Period**

   g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not Applicable for the Audit Period and**

   h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable for the Audit Period**

vi. We further report that having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test- check basis, the Company has complied with the following laws applicable specifically to the Company:

   (a) Food Safety and Standards Act, 2006

   (b) Agricultural Produce Grading and Marking Act, 1937

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

(i) Secretarial Standards with respect to meetings of Board of Directors (SS-1), General Meetings (SS-2) and on Report of the Board of Directors (SS-4) issued by The Institute of Company Secretaries of India.

(ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

We further report that -

(i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The following changes in the composition of the Board of Directors that took place during the audit period were carried out in compliance with the provisions of the Act:

a) Resignation of Mr. Harjeet Singh Kohli (DIN: 07575784) as the Non-Executive Director of the Company with effect from September 24, 2025.

b) Appointment of Mr. Ramit Bharti Mittal (DIN: 01228624) and Mr. Velloor Venkatakrishnan Ranganathan (DIN: 00060917) as Non-Executive Directors of the Company w.e.f. September 24, 2025. Their appointments were regularized by the shareholders of the Company by way of resolution passed by postal ballot effective on December 21, 2025.

c) Appointment of Mr. Madhavan Karunakaran Menon (DIN: 00008542) as the Non-Executive Independent Director of the Company for an initial term of 5 (Five) years w.e.f. September 24, 2025, till September 23, 2030. His appointment was regularized by the shareholders of the Company by way of resolution passed by postal ballot effective on December 21, 2025.

d) Resignation of Dr. Om Prakash Manchanda (DIN: 02099404) as the Independent Director of the Company with effect from February 27, 2026, and consequently has also stepped down as member of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee and Corporate Social Responsibility Committee of the Company.

(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, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

(iii) Majority decision is carried through while the dissenting members' views 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:

a) The Company had transferred a sum of Rs. 24,12,000/- (Rupees Twenty-Four Lakhs Twelve Thousand only) in March 2026 to Prime Minister's National Relief Fund, the fund which is mentioned in Schedule VII of the Companies Act, 2013 towards Corporate Social Responsibility representing 2% of its average net profits made during the three-immediately preceding financial years. 2% of the average net profits of the three preceding financial years is Rs. 24,12,000/-(Rupees Twenty-Four Lakhs Twelve Thousand only).

b) During the Audit period, the Promoters of the Company i.e CAG- Tech (Mauritius) Limited acquired an additional 18,81,073 equity shares through an off-market transaction from DMPL India Limited, a public shareholder on December 23, 2025, thereby reinforcing the Promoter's commitment to the Company. From FY'25, the shareholding of CAG-Tech (Mauritius) Limited enhanced from 1,27,85,363 equity shares corresponding to 33.91% to 1,46,66,522 equity shares corresponding to 38.91%. The entire shareholding of 1,46,66,522 equity shares of CAG-Tech (Mauritius) Limited is subject to encumbrance created by way of Non-Disposal Undertaking as of March 31, 2026.

c) During the Audit Period, the Nomination and Remuneration Committee ("the NRC") approved the grant of 15,77,757 Employee stock options ("Options") and supersession / forfeiture of 1,29,846 Options under the "Agro Tech Foods Limited Employees Stock Option Plan, 2024" ("the ESOP Scheme 2024") as implemented by the Company with effect from April 27, 2025. As of March 31, 2026, the total outstanding ESOP was 14,47,911 Options.

d) Based on the recommendation of Nomination and Remuneration Committee and pursuant to the provisions of Section 203 of the Companies Act, 2013 and Article 166 of the Articles of Association of the Company, the Board of Directors of the Company appointed Ms. Kavita as the Company Secretary, Compliance Officer and Nodal Officer of the Company in their meeting held on November 12, 2025 to hold the office with effect from November 28, 2025 in place of Ms. Jyoti Chawla who resigned from the stated office with effect from November 27, 2025.

For **Tumuluru & Company**
Company Secretaries
B V Saravana Kumar
Partner
ACS NO. 26944
C. P. No. 11727
UDIN: A026944H000268691
Peer Review Certificate: 7812/2026

Place: Hyderabad
Date: 07th May, 2026

Note: This report is to be read with our letter of even date by the Secretarial Auditors, Enclosure - A

To
The Members,
Sundrop Brands Limited,
(Formerly known as Agro Tech Foods Limited)
31, Sarojini Devi Road, Secunderabad-500003

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever 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, regulations, standards is the responsibility of 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 Tumuluru & Company
Company Secretaries
B V Saravana Kumar
Partner
ACS NO. 26944
C. P. No.11727
UDIN: A026944H000268691
Peer Review Certificate: 7812/2026

Place: Hyderabad
Date: 07th May, 2026

ANNEXURE G

Form No. MR-3

SECRETARIAL AUDIT REPORT FOR THE 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 Personnel) Rules, 2014)

To,
The Members,
Del Monte Foods Private Limited
CIN: U15133TS2004PTC205827
Address: Ground Floor, 31, Sarojini Devi Road, Secunderabad, Hyderabad, Telangana - 500003, India.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Del Monte Foods Private Limited** (hereinafter called **'the Company'),** which is an unlisted wholly-owned subsidiary of Sundrop Brands Limited *(formerly known as Agro Tech Foods Limited)*. The 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 as maintained and provided to us by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2026 **('Audit Period')** generally complied with the statutory provisions listed hereunder. Further, 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 Audit Period according to the provisions of:

(i) The Companies Act, 2013 ('the Act') and the rules made thereunder;

(ii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; **to the extent applicable.**

(iii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; **Not Applicable during the period under review.**

(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; **to the extent applicable.**

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'); **Not Applicable during the period under review.**

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 and Sweat Equity) Regulations, 2021;

e) The Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021;

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 to the extent of securities issued;

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;

h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; and

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

As confirmed and certified by the management, following sectorial law were also applicable to the Company based on the food and/or beverages products/sector in which the Company operates. On the basis of management representation and our check on test basis, we are of the view that the Company has generally ensured the compliance of laws specifically applicable to it:

a) Food Safety & Standards Act, 2006 and its applicable rules and regulations;

b) Legal Metrology Act, 2009 and its rules.

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

a) Secretarial Standard on Meetings of the Board of Directors (including resolutions passed by circulation) and on General Meetings issued by the Institute of Company Secretaries of India, which is generally complied with.

b) The listing Agreements entered with Stock Exchange(s) pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosures

Requirement) Regulations 2015, as amended: **Not Applicable during the period under review.**

We report that, the Company has generally complied with the provisions of the Act, Rules,

Regulations and Guidelines, to the extent applicable, as mentioned above, during the Audit Period.

We further report that,

- The Board of Directors of the Company was constituted with proper balance of Executive, Non-Executive and Independent Director(s) during the audit period. The changes in the composition of the Board of Directors that took place during the audit period were carried out in compliance with the provisions of the Act.
- All the board meetings during the audit period were held by giving adequate notice to all Directors in compliance with the provisions of the Act. Agenda and detailed notes on agenda were sent within the prescribed time period/at shorter notice, and a system/process exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.
- All decisions at Board Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors.
- The formulation of mandatory committees under the Companies Act, 2013 was not applicable to the Company during the audit period, as the Company is a wholly owned subsidiary.

  We further report that, 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, the Board of Directors at their various meetings passed following significant resolution(s) apart from other resolution(s)-

- Appointment of Ms. Amruta Anurag Adukia as an Additional Director of the Company.
- Appointment of Mr. Amitosh Kumar Banka as a Chief Financial Officer (CFO) of the Company.
- Ratification of appointment and remuneration of Mr. Abhinav Kapoor, Whole-time Director & CEO.
- Take note of casual vacancy arisen due to resignation of the existing statutory auditor and approval of the appointment of M/s BSR and Co (Firm Registration No. 128510W), Chartered Accountants as Statutory Auditor of the company to fill the Casual Vacancy.
- To approve the appointment of M/s BSR and Co (Firm Registration No. 128510W), Chartered Accountants as Statutory Auditor of the Company to hold the office for a term of five (5) years.
- Approval for revision in remuneration of Mr. Abhinav Kapoor (DIN:10704134), Whole- Time Director and Chief Executive Officer ("CEO") of the Company.
- To take note of Order Passed by the Hon'ble Regional Director, Northern Region approving the Shifting of the Registered office of the Company and to approve new place at Telangana as the Registered office of the Company by passing circular resolution - RBC/2025-26/(01) passed on September 19, 2025.
- Ratification of the Investments made under the Group Captive Arrangement.
- To take note of the resignation of Ms. Kavita from the position of Company Secretary ("KMP") of the Company submitted for statutory purposes.
- Approval of the appointment of Ms. Kavita as the Company Secretary ("KMP") of the Company.

  We further report that members of the Company at its extra-ordinary general meeting held on April 30, 2025, passed the following resolution(s), as applicable-

- Appointment of Ms. Amruta Anurag Adukia (DIN: 07877389) as Director of the Company.
- To ratify the appointment and remuneration of Mr. Abhinav Kapoor (DIN:10704134) Whole time Director & CEO.

  We further report that members of the Company at its 21st Annual General Meeting held on August 25, 2025, passed the following ordinary or special resolution(s), apart from the ordinary business(es), as applicable -

- To consider and approve the appointment of M/s BSR and Co (Firm Registration No. 128510W), Chartered Accountants as Statutory Auditor of the company to fill the Casual Vacancy.

- To approve the appointment of M/s BSR and Co. (Firm Registration No. 128510W), Chartered Accountants as Statutory Auditor of the Company to hold the *office* for a term of five (5) years.
- To consider and approve revision in remuneration of Mr. Abhinav Kapoor (DIN: 10704134), Whole-Time Director and Chief Executive Officer ("CEO") of the Company for the F.Y. 2025-26.

For and on behalf of
M/s. MAPS & Company
(Company Secretaries in Practice)
ICSI Unique Code - P2022UP093000
Peer Review Certificate No. 6358/2025
CS Prakash Verma
(Partner) FCS No. - 9553 **COP No.** - 11671
UDIN - F009553H000258681

Place: Ghaziabad
Date: 06/05/2026

Note:

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

This Report is limited to the Statutory Compliances on laws/ regulations/ guidelines listed in our report which have been complied by the Company up to the date of this Report pertaining to the financial year ended March 31, 2026.

Annexure-A to Secretarial Audit report

To,
The Members,
Del Monte Foods Private Limited
CIN:U15133TS2004PTC205827
Ground Floor, 31, Sarojini Devi Road, Secunderabad, Hyderabad, Telangana - 500003, India

Based on audit, our responsibility is to express an opinion on the compliance with the applicable laws and maintenance of records by the Company. We conducted our audit in accordance with the auditing standards CSAS 1 to CSAS 4 ("CSAS/Standards") prescribed by the Institute of Company Secretaries of India ("ICSI"). These standards require that the auditor complies with statutory and regulatory requirements and plans and performs the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records. Our Secretarial Audit Report for the financial year ended March 31, 2026 of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random 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, maintenance of audit trail of the Company.
4. Due to inherent limitations of an audit including internal, financials and operating controls, maintenance of audit trail, discrepancy in records and filings, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit was properly planned and performed in accordance with the Standards, in accordance with the records and data as provided to us.
5. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random test basis.
7. 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 and on behalf of
M/s. MAPS & Company
(Company Secretaries in Practice)
ICSI Unique Code - P2022UP093000
Peer Review Certificate No. 6358/2025
CS Prakash Verma
(Partner) FCS No. - 9553 COP No. - 11671
UDIN - F009553H000258681

Place : Ghaziabad
Date : 06/05/2026

ANNEXURE H

Statement containing salient features of the financial statement of subsidiaries

			As at 31 March 2026							For the year ended 31 March 2026 Refer note (c)								
Sl. No.	Name of Subsidiary Company	Reporting currency	Exchange rates	Share capital	Share application money pending allotment	Reserves and surplus	Total assets	Total liabilities (Excluding share capital, share application money pending allotment and Reserves and surplus)	Investments	Turnover/ Total Income	Profit/ (loss) before tax	Tax expense/ (gain)	Profit/ (loss) for the year	Other comprehensive income/ (loss)	Total comprehensive income /(loss) for the year	Proposed Dividend	% of Shareholding	Country
1	Sundrop Foods India Private Limited	INR Crores		2.00	-	9.14	11.97	0.82	-	13.35	0.72	(0.22)	0.94	-	0.94	-	100.00	India
2	Agro Tech Foods (Bangladesh) Pvt.Ltd.	INR Crores	Refer note (a)	19.07	-	(5.54)	14.32	0.79	-	3.14	(0.05)	0.18	(0.23)	-	(0.23)	-	100.00	Bangladesh
		Taka Crores		24.98	-	(7.43)	18.59	1.03	-	4.25	(0.10)	0.24	(0.34)	-	(0.34)	-		
3	Sundrop Foods Lanka (Private) Limited	INR Crores	Refer note (b)	1.49	-	(1.21)	0.31	0.03	-	-	(0.00)*	0.06	(0.06)	-	(0.06)	-	100.00	Sri Lanka
		LKR Crores		5.00	-	(4.47)	0.62	0.09	-	-	(0.01)	0.21	(0.22)	-	(0.22)	-		
4	Del Monte Foods Private Limited	INR Crores		511.03	-	(312.57)	333.09	134.63	-	674.46	0.67	0.81	(0.14)	(0.22)	(0.36)	-	100.00	India
5	Del Monte Foods India (North) Private Limited	INR Crores		66.50	-	2.58	82.31	13.23	-	83.72	3.78	0.79	2.99	(0.10)	2.89	-	100.00	India

Notes:

a) The exchange rate used to convert Taka to Rupees "0.763358779/Taka" for Agro Tech Foods (Bangladesh) Pvt. Ltd. balance sheet items.

b) The exchange rate used to convert LKR to Rupees "0.298507463/LKR" for Sundrop Foods Lanka (Private) Limited balance sheet items.

c) Converted at monthly average exchange rates.

d) Del Monte Foods India (North) Private Limited is wholly subsidiary of Del Monte Foods Private Limited.

e) *(0.00) amount represents below one crore.

REPORT ON CORPORATE GOVERNANCE FOR FINANCIAL YEAR 2025-26

The Board of Directors ("the Board") of Sundrop Brands Limited *(formerly known as Agro Tech Foods Limited)* ("the Company/ Sundrop Brands/ SBL") present their Report on Corporate Governance pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with amendments therein as notified from time to time ("the Listing Regulations/ the SEBI Listing Regulations"), as an annexure to the Board's Report for the financial year ended March 31, 2026.

1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Your Company's philosophy on Corporate Governance is firmly anchored in the principles of the ethical code of conduct, integrity and transparency in all its operations. The endeavor of the Company is to maintain an optimal balance between financial performance with organizational well-being, thereby fostering amongst the stakeholders and reinforcing accountability at both the Board and the Management levels.

The Company is steadfast in its commitment to upholding the highest standards of corporate governance, sustainability and collaborative teamwork, with an objective of creating enduring value for all its stakeholders. The practice of adhering to responsible governance practices has enabled the achievement of consistent and sustainable growth, while effectively addressing the stakeholder's aspirations and fulfilling broader societal responsibilities. Guided by the core values of integrity, operational excellence, customer-centricity and ethical leadership, the Company continues to pursue growth opportunities and enhance shareholder value. Its robust governance framework, supported by well-defined processes, policies and systems, serve as a cornerstone in driving sustained success and long-term organizational resilience.

2. BOARD OF DIRECTORS ("the Board")

A) Composition and category of the Board

The composition of the Board of Directors of the Company is in conformity with the Code of Corporate Governance prescribed under the Listing Regulations and the Companies Act, 2013 ("the Act"). Details of the Individual Directors' and their Directorships/ Memberships at the Board/Committees thereof respectively, of other Companies as of March 31, 2026, are as under:

Sl. No.	Name of Director	Category of Director	Relationship with Other Directors	No. of Directorship in other Companies @	No. of Memberships/ Chairmanship of Board Committees in other Companies $
(i)	Mr. Rajesh Jain (DIN: 10619014)	Non-Executive Independent	None	4*	5*
(ii)	Ms. Richa Arora (DIN: 07144694)	Non-Executive Independent	None	4	3
(iii)	Mr. Satish Premanand Rao (DIN: 03265301)	Non-Executive Independent	None	-	-
(iv)	Mr. Karamendra Daulet Singh (DIN: 00110827)	Non-Executive Independent	None	1	2
(v)	Mr. Madhavan Karunakaran Menon (DIN: 00008542)	Non-Executive Independent	None	-	-
(vi)	Mr. Harsha Raghavan# (DIN: 01761512)	Non-Executive	None	3	3
(vii)	Mr. Manish Mehta# (DIN: 06442038)	Non-Executive	None	2	1
(viii)	Mr. Ramit Bharti Mittal (DIN: 01228624)	Non-Executive	None	-	-
(ix)	Mr. Velloor Venkatakrishnan Ranganathan (DIN: 00060917)	Non-Executive	None	2	1
(x)	Mr. Nitish Bajaj(DIN: 10835891)	Executive	None	-	-
(xi)	Mr. Asheesh Kumar Sharma (DIN: 10602319)	Executive	None	-	-

*Mr. Rajesh Jain tendered his resignation, as the Non-Executive Independent Director of Panacea Biotec Limited and Panacea Biotec Pharma Limited effective from close of business hours of June 30, 2026; subsequently has also stepped down from the respective Committees of these Companies in which he is a Member/Chairperson.

@Other directorships excludes the Company itself, Private Limited Companies, Foreign Companies and Companies incorporated under Section 8 of the Companies Act, 2013.

$Only membership/chairmanship in Audit Committee and Stakeholders' Relationship Committee have been reckoned for other committee memberships/chairmanship.

#Mr. Harsha Raghavan and Mr. Manish Mehta are the nominee directors representing equity interest of Zest Holding Investments Limited, Ultimate Holding Company of the Company.

Notes: Changes at the Board during the Financial Year 2025-26

1. Mr. Ramit Bharti Mittal and Mr. Velloor Venkatakrishnan Ranganathan have been appointed as the Non-Executive Director(s) of the Company w.e.f. September 24, 2025. Their appointments were further approved by the Members of the Company by way of resolutions passed by postal ballot on December 21, 2025.
2. Mr. Madhavan Karunakaran Menon has been appointed as the Non-Executive Independent Director of the Company for an initial term of 5 (Five) years w.e.f. September 24, 2025, till September 23, 2030. His appointment was further approved by the Members of the Company by way of special resolution passed by postal ballot on December 21, 2025.
3. Mr. Harjeet Singh Kohli resigned as Non-Executive Director of the Company with effect from September 24, 2025.
4. Mr. Harsha Raghavan served as the regular Chairperson of the Company for the period between May 19, 2025, till March 31, 2026. Subsequently, in his place, Mr. Madhavan Karunakaran Menon was appointed as the regular Chairperson of the Company w.e.f 01st April 2026, vide approval of the Board accorded at their meeting held on February 12, 2026.
5. Dr. Om Prakash Manchanda resigned as the Non-Executive Independent Director of the Company with effect from February 27, 2026, and consequently also stepped down as member of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee and Corporate Social Responsibility Committee of the Board of the Company.

PARTICULARS OF DIRECTORSHIPS AND COMMITTEES OF THE BOARD OF DIRECTORS HELD IN OTHER LISTED COMPANIES INCLUDING PRIVATE COMPANIES & FOREIGN COMPANIES AS AT MARCH 31, 2026

Sl. No.	Name of the Director	Other Directorships			Other Committee Membership#	
		Name of the Company	Type of Company	Position	Committee	Position
1.	Mr. Harsha Raghavan	Just Udo Aviation Private Limited	Unlisted Private	Director	-	-
		Camlin Fine Sciences Limited	Listed Public	Non-Executive Director	Audit Committee	Member
		Jagson Pal Pharmaceuticals Limited	Listed Public	Non-Executive Director & Chairperson	Audit Committee	Member
		Agilitas Sports Private Limited	Unlisted Private	Director	-	-
		Onward Technologies Limited	Listed Public	Non-Executive Director	Audit Committee	Member
		FLY91 Aircraft Leasing IFSC Pvt Ltd	Unlisted Private	Director	-	-
		Del Monte Foods Private Limited	Unlisted Private	Director	-	-
		Novo Holdings Advisory India Private Limited	Unlisted Private	Director		
		Kapsons Fashion Private Limited	Unlisted Private	Director		
		Kapsons International Private Limited	Unlisted Private	Director		
2.	Mr. Manish Mehta	Firstmeridian Business Services Limited	Unlisted Public	Nominee Director	Audit Committee	Member
		Samara India Advisors Private Limited	Unlisted Private	Director	-	-
		Edme Insurance Brokers Limited	Unlisted Public	Non-Executive Director	-	-
		Del Monte Foods Private Limited	Unlisted Private	Director	-	-
		UIB Insurance Brokers (India) Private Limited	Unlisted Private	Director		
3.	Mr. Ramit Bharti Mittal	Shokutsu Nihonbashi Restaurants Private Limited	Unlisted Private	Director	-	-
		Texmex Cuisine India Private Limited	Unlisted Private	Director	-	-
		Gourmet Investments Private Limited	Unlisted Private	^Director	-	-
		Bharti RM Trustees S1 Private Limited	Unlisted Private	Director	-	-

Sl. No.	Name of the Director	Other Directorships			Other Committee Membership#	
		Name of the Company	Type of Company	Position	Committee	Position
4.	Mr. Velloor Venkatakrishnan Ranganathan	Brigade Enterprises Limited	Listed Public	Non-Executive Independent Director		
		Bharti Life Insurance Company Limited (formerly known as Bharti AXA Life Insurance Company Limited)	Unlisted Public	Non-Executive Independent Director	Audit Committee	Member
5.	Mr. Rajesh Jain	*Panacea Biotec Limited	Listed Public	Non-Executive Director	Audit Committee	Member
		Federal-Mogul Goetze (India) Limited	Listed Public	Non-Executive Independent Director & Chairperson	Audit Committee Stakeholders Relationship Committee	Member Chairperson
		*Panacea Biotec Pharma Limited	Unlisted Public	Non-Executive Independent Director	Audit Committee	Chairperson
		Vama Sundari Investments (Delhi) Private Limited	Unlisted Private	Non-Executive Independent Director	Audit Committee	Chairperson
		Del Monte Foods Private Limited	Unlisted Private	Non-Executive Independent Director	-	-
		Infrasoft Technologies Limited	Unlisted Public	Non-Executive Independent Director	Audit Committee	Member
6.	Ms. Richa Arora	Relaxo Footwears Limited	Listed Public	Non-Executive Independent Director	Audit Committee	Member
		J B Chemicals and Pharmaceuticals Limited	Listed Public	Non-Executive Independent Director	-	-
		Tablespace Technologies Limited	Unlisted Public	Non-Executive Independent Director	-	-
		Grihum Housing Finance Limited	Unlisted Public	Non-Executive Independent Director	Stakeholders Relationship Committee Audit Committee	Chairperson Member
		Morphosis Venture Capital Limited	Foreign Company	Director	-	-
7.	Mr. Satish Premanand Rao	Anthea Aromatics Private Limited	Unlisted Private	Managing Director & CEO	-	-
		Catasynth Speciality Chemicals Private Limited	Unlisted Private	Director	-	-
		DRT- Anthea Aroma Chemicals Private Limited	Unlisted Private	Managing Director	-	-
8.	Mr. Karamendra Daulet Singh	Sona BLW Precision Forgings Limited	Listed Public	Non-Executive Independent Director	Audit Committee Stakeholders Relationship Committee	Member Chairperson
		Daulet-Singh and Associates Services Private Limited	Unlisted Private	Director	-	-

Sl. No.	Name of the Director	Other Directorships			Other Committee Membership#	
		Name of the Company	Type of Company	Position	Committee	Position
9.	Mr. Madhavan Karunakaran Menon	Isprava Vesta Private Limited	Unlisted Private	Director	-	-
		Cedar Management Consulting Private Limited	Unlisted Private	Non-Executive Independent Director	-	-
		Liventa Hospitality Private Limited (formerly known as Isprava Hospitality Private Limited)	Unlisted Private	Director	-	-
		John Keels Holdings PLC	Foreign	Director	-	-
10.	Mr. Nitish Bajaj	Del Monte Foods Private Limited	Unlisted Private	Director	-	-
11.	Mr. Asheesh Kumar Sharma	-	-	-	-	-

Only Audit Committee & Stakeholders Relationship Committee for public unlisted and listed companies have been considered.

* Mr. Rajesh Jain tendered his resignation, as the Non-Executive Independent Director of Panacea Biotec Limited and Panacea Biotec Pharma Limited effective from close of business hours of June 30, 2026, and subsequently has stepped down from the respective Committees in which he is a Member/Chairperson.

^ Mr. Ramit Bharti Mittal ceased to be the Whole-time Director & Chairperson of Gourmet Investments Private Limited with effect from March 31, 2026.

None of the Non-Executive Independent Directors have any pecuniary relationship or transactions with the Company, its Promoters, its Senior Management or its subsidiaries (apart from holding Directorship) which in the judgment of the Board may affect the independence of such Director except receiving sitting fees for attending the Board & its Committee Meetings and Commission from the Company as approved by the Board & Members of the Company. Mr. Rajesh Jain, Non-Executive Independent Director of the Company, draws sitting fee from the material subsidiary of the Company i.e. Del Monte Foods Private Limited ("DMF"), being its Non-Executive Independent Director, as approved by the Board of Directors of DMF within the limits prescribed in the Companies Act 2013.

B) Non-Executive Independent Directors' compensation and disclosures

All fees paid to Non-Executive Independent Directors have been fixed by the Board based at the recommendation of its Nomination and Remuneration Committee and further approved by the Members of the Company as applicable. The Company has not granted any Employee Stock Options to its Non-Executive Independent Directors.

None of the Directors are related to each other, the Key Managerial Personnel of the Company or their relatives. The Company does not pay any remuneration to its Non- Executive Directors. Also, none of the Non-Executive Directors hold any shares in the Company as of March 31, 2026.

The details of the methodology adopted by the Company for familiarizing the Non-Executive Independent Director(s) with the business and operations of the Company is uploaded on the website and can be accessed on https://www.sundropbrands.com/pdf/other-information/DetailsoffamiliarisationprogrammeimpartedtoindependentdirectorsFY2025-26.pdf

C) Other provisions as to the Board and the Committees thereof

i) Number of Board Meetings held in the Financial Year 2025-26 with dates and attendance of Directors:

Five (5) Board Meetings were held during the Financial Year 2025-26, i.e. on April 29, 2025, May 19, 2025, August 12, 2025, November 12, 2025, and February 12, 2026. All the Board Meetings were held at the venue of the meetings as set out in the agenda and audio-video conferencing facility was also provided for all the meetings to the Directors/ invitees who attended such meetings.

The attendance record of each Director for the above-mentioned meetings is stated as under:

Sl. No.	Name of Director	Category	No. of Board Meetings held during the year	No. of Board Meetings attended	Attendance of previous AGM that was held on August 28, 2025)
(i)	Mr. Asheesh Kumar Sharma	Executive Director	5	5	Yes
(ii)	Mr. Rajesh Jain	Non-Executive Independent Director	5	5	Yes
(iii)	Ms. Richa Arora	Non-Executive Independent Director	5	5	Yes
(iv)	Mr. Satish Premanand Rao	Non-Executive Independent Director	5	3	Yes
(v)	Mr. Harsha Raghavan[1]	Non-Executive Director	5	3	No
(vi)	Mr. Manish Mehta	Non-Executive Director	5	4	Yes
(vii)	Dr. Om Prakash Manchanda[2]	Non-Executive Independent Director	5	5	Yes
(viii)	Mr. Nitish Bajaj	Executive Director	5	5	Yes
(ix)	Mr. Harjeet Singh Kohli[3]	Non-Executive Director	5	1	No
(x)	Mr. Karamendra Daulet Singh	Non-Executive Independent Director	5	4	Yes
(xi)	Mr. Ramit Bharti Mittal[4]	Non-Executive Director	5	1	NA
(xii)	Mr. Velloor Venkatakrishnan Ranganathan[4]	Non-Executive Director	5	2	NA
(xiii)	Mr. Madhavan Karunakaran Menon[5]	Non-Executive Independent Director	5	2	NA

(AGM - Annual General Meeting)

Notes:

1. Mr. Harsha Raghavan served as the regular Chairperson of the Company for the period between May 19, 2025, to March 31, 2026.
2. Dr. Om Prakash Manchanda resigned as the Non-Executive Independent Director of the Company with effect from February 27, 2026, and consequently also stepped down as member of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee and Corporate Social Responsibility Committee of the Company.
3. Mr. Harjeet Singh Kohli resigned as the Non-Executive Director of the Company with effect from September 24, 2025.
4. Mr. Ramit Bharti Mittal and Mr. Velloor Venkatakrishnan Ranganathan have been appointed as Non-Executive Director(s) of the Company w.e.f. September 24, 2025. Their appointments were further approved by the Members of the Company by way of resolutions passed by postal ballot effective on December 21, 2025.
5. Mr. Madhavan Karunakaran Menon has been appointed as the Non-Executive Independent Director of the Company for an initial term of 5 (Five) years w.e.f. September 24, 2025, till September 23, 2030. His appointment was further approved by the Members of the Company by way of special resolution passed by postal ballot effective on December 21, 2025. Mr. Madhavan Karunakaran Menon was appointed as the regular Chairperson of the Company effective from April 01, 2026 vide the approval of the Board accorded at their meeting held on February 12, 2026.

ii) Information to be made available to the Board includes among others:

- Review and approval of the Annual Operating Plans for the Company including its subsidiary company(ies), capital budgets and business performance updates on quarterly basis.
- Quarterly results of the Company (including consolidated and standalone) and that of its operating divisions/ business segments.
- Minutes of previous Meeting of Committees of the Board of the Company and of its subsidiary company(ies).
- Taking note of Disclosures as received from the Director(s) from time to time.
- Actions taken reports from previous Board and Committee meetings.

- Information on recruitment and remuneration of the Senior Management including appointment or removal of Key Managerial Personnel.
- Materially important show cause, demand, prosecution and penalty notices.
- Fatal or serious accidents or dangerous occurrences.
- Any materially significant effluent or pollution problems.
- Any materially relevant default in financial obligations to and by the Company or substantial non-payment for goods sold by the Company.
- Any issue which involves possible public or product liability claims of a substantial nature including any judgment or order which may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- Details of any joint venture or collaboration agreement (if executed).
- Transactions that involve substantial/ royalty payment towards goodwill, brand equity or intellectual property.
- Significant labour problems and their proposed solutions.
- Significant development on human resources and industrial relations fronts.
- Sale of material nature of investments, subsidiaries, assets, which is not in the normal course of business.
- Quarterly details of foreign exchange exposure and the steps taken by Management to limit the risks of adverse exchange rate movement and non-compliance of any regulatory or statutory provision or listing requirements as well as shareholder services such as non-payment of dividend and delays in share transfer.

The Board of the Company is routinely presented with all information under the above heads whenever applicable and materially significant agenda items. These are submitted either as part of the agenda papers well in advance of the Board Meetings or tabled during the course of the Board Meetings with the approval of the Chairperson.

iii) **Secretarial Standards relating to Meetings:** The Institute of Company Secretaries of India (ICSI) has established the Secretarial Standards relating to conduct of the Meetings of the Board and Committees thereof, Annual General Meetings, Dividends, Registers & Records, Minutes and Transmission of Shares & Debentures, etc. Of these, the Secretarial Standards on Meetings of the Board of Directors, its Committees thereof and the General Meetings have been made mandatory with effect from July 1, 2015, with amendments thereto made effective from time to time. The Company complies with these mandatory Standards and any amendment thereof fully as applicable to it.

iv) All the Directors have informed the Company about their Directorship and its Committee's membership in other listed, unlisted public limited companies and have notified allied changes from time to time. During the financial year ended i.e. March 31, 2026, none of the Director was a member of more than ten Board-level Committees or a Chairperson of more than five such Committees, as required under Chapter IV of the Listing Regulations. Also, none of the Non-Executive Independent Director are serving as such in more than seven/ three listed entities as applicable.

v) **Non-Executive Independent Directors' Meeting:**

During the financial year 2025-26, all the Non-Executive Independent Directors held their exclusive meeting on February 12, 2026, without the presence of Non-Independent Directors and members of the Management, interalia, to review their role, functions, duties and to discuss various business areas of the Company.

They also assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform its duties and found them to be satisfactory by carrying out evaluation as mandatory under the Companies Act, 2013.

- The Company received declarations from the Non-Executive Independent Directors that they meet the criteria of Independence stipulated under Section 149 of the Act read with Rule 5 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of the Listing Regulations.
- The Non-Executive Independent Directors confirmed that they have registered themselves on the Non-Executive Independent Director's Database maintained by the Indian Institute of Corporate Affairs.
- The Non-Executive Independent Directors under Regulation 25(8) of the Listing Regulations have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence.

Based on the declarations received from the Non-Executive Independent Directors, supported by a Certificate from Company Secretary in practice, the Board has confirmed the veracity of such disclosures and confirmed that the Non-Executive Independent Directors fulfil the conditions of independence specified in the Act and the Listing Regulations and are independent of the Management personnel of the Company.

D) The Board has identified the following core skills/expertise/competencies which are required for the effective functioning of the Company which are available with the Board as on the date of this report

S. No.	Name of the Director	Core skills/expertise/ competencies	Educational & Professional Qualifications
1.	Mr. Harsha Raghavan	Business Development, Leadership / Operational experience, Strategic Planning and Global Business.	Masters of Business Administration and Masters of Science in Industrial Engineering both from the Stanford University and a Bachelor of Arts from the University of California at Berkeley, where he double majored in computer science and economics.
2.	Mr. Manish Mehta	Business Development, Leadership / Operational experience, Strategic Planning and Global Business.	Master of Business Administration from the Harvard Business School, Master of Science in Transportation & Logistics from Massachusetts Institute of Technology, Bachelor's degree in Engineering from Indian Institute of Technology (IIT) – Roorkee and Chartered Financial Analyst.
3.	Mr. Ramit Bharti Mittal	Entrepreneurial Leadership & Business Strategy / Hospitality & F&B Brand Development and Market Expansion & Brand Positioning.	Master of Business Administration from the Southern Methodist University, Dallas (Texas) and a Bachelor's in Business Administration from the Rochester Institute of Technology.
4.	Mr. Velloor Venkatakrishnan Ranganathan	Financial Strategy, International Arbitration & Dispute Resolution and Strategic Growth Markets Advisory's.	A Graduate in commerce in 1973 with a Gold Medal.
5.	Mr. Rajesh Jain	Extensive Experience in Audit, Consulting and Corporate Finance	Fellow member of the Institute of Chartered Accountants of India.
6.	Ms. Richa Arora	Extensive Board & CXO level experience in governance, strategy, business & cultural transformation, marketing, technology-enabled solutions, innovation across the value chain and ESG & sustainability.	She is a chevening scholar from the London School of Economics, MBA from Indian Institute of Management, Ahmedabad and a Graduate in Economics from Shri Ram College of Commerce, Delhi University.
7.	Mr. Satish Premanand Rao	Extensive Experience in Sales & Marketing, Governance, Strategy and Mentoring.	MBA and M.Sc in Analytic Chemistry from University of Mumbai.
8.	Mr. Karamendra Daulet Singh	Progressive Leadership in Legal Matters.	Dual qualified lawyer, qualified to practice both in England and India matters.
9.	Mr. Madhavan Karunakaran Menon	Strategic Leadership / Partnerships & Alliances, Governance, Risk Management and Technology.	MBA from George Washington University and undergraduate degree from American University of Beirut.
10.	Mr. Nitish Bajaj	Strategic & Operational Leadership Matters.	Post Graduate Diploma in Management from Indian Institute of Management, Ahmedabad; and a Degree in Bachelor of Technology in Metallurgical Engineering from Indian Institute of Technology (BHU).
11.	Mr. Asheesh Kumar Sharma	Industry Experience in Sales & Marketing Matters.	A graduate in Science from Jawaharlal Nehru University and holds an MMS from S P Jain Institute of Management and Research.

E) DETAILED REASONS FOR THE RESIGNATION OF AN NON-EXECUTIVE INDEPENDENT DIRECTOR WHO RESIGNS BEFORE THE EXPIRY OF HIS/HER TENURE ALONG WITH A CONFIRMATION BY SUCH DIRECTOR THAT THERE ARE NO OTHER MATERIAL REASONS OTHER THAN THOSE PROVIDED.

Dr. Om Prakash Manchanda, Non-Executive Independent Director of the Company, whose initial tenure in the Company was expected to be completed on November 14, 2029, submitted his resignation as the Non-Executive Independent Director of the Company vide his resignation letter dated February 26, 2026, effective from February 27, 2026, due to his enhanced professional commitments, which could not have permitted him to devote adequate time and attention to the affairs of the Board and its Committees thereof of the Company. Consequently, he also stepped down from the relevant Committees of the Board in which he held membership. In his resignation letter, Dr. Manchanda stated that there were no other material reasons other than those mentioned therein for his resignation. The Company adequately informed the respective stock exchanges about the stated resignation within timelines as per prescribed Listing Regulations.

3. AUDIT COMMITTEE

A) Composition:

- As at March 31, 2026, the Audit Committee of the Board of the Company comprised of Four (4) directors* as its members. Mr. Rajesh Jain (Non- Executive Independent Director) acted as the Chairperson of the Audit Committee while Mr. Satish Premanand Rao (Non- Executive Independent Director), Ms. Richa Arora (Non-Executive Independent Director), and Mr. Manish Mehta (Non- Executive Director) were its members. Other Executive and Non-Executive Directors, Chief Financial Officer, the Internal Auditors and the Statutory Auditors attended the meetings of the Audit Committee by invitation. Ms. Kavita, acted as Secretary** to the Committee.

  * Dr. Om Prakash Manchanda resigned as the Non-Executive Independent Director of the Company with effect from February 27, 2026; consequently, ceased to be member of the Audit Committee as well and thus has been excluded from the membership of the stated Audit Committee.

  ** Ms. Kavita was appointed as the Company Secretary and Compliance Officer of the Company with effect from November 28, 2025, and acted as Secretary to the Audit Committee for meetings held post her appointment. Prior to her appointment, Ms. Jyoti Chawla was the Company Secretary and Compliance Officer who resigned from the Company with effect from close of business hours of November 27, 2025, and acted as Secretary to the Committee for the Audit Committee meetings held during her tenure.

- The Board of the Company in their meeting held on February 12, 2026; thereafter by way of resolution passed by circulation on March 24, 2026 (consequent to resignation of Dr. Om Prakash Manchanda), approved reconstitution of the Audit Committee to be effective from April 01, 2026. Subsequently, with effect from April 01, 2026; the Audit Committee comprises of 6 (six) members i.e. 4 (four) Non- Executive Independent Directors and 2 (two) Non-Executive Directors namely Mr. Rajesh Jain (Non- Executive Independent Director) to act as its Chairperson; Ms. Richa Arora (Non- Executive Independent Director), Mr. Satish Premanand Rao (Non-Executive Independent Director), Mr. Madhavan Karunakaran Menon (Non- Executive Independent Director), Mr. Velloor Venkatakrishnan Ranganathan (Non-Executive Director) and Mr. Manish Mehta (Non-Executive Director) as its members.

B) Meetings and attendance during the year:

The Audit Committee held Five (5) meetings during the Financial Year 2025-26 i.e. on April 29, 2025, May 19, 2025, August 12, 2025, November 12, 2025, and February 12, 2026. All the Five Meetings were held at the venue of the meetings as set out in the agenda and audio video conferencing facility was also provided for all the meetings to those members/invitees who attended the stated meetings. The requisite quorum was present for all the meetings.

The attendance record of each Member for the meetings was as under:

Sl. No.	Name of Director	Type of Directorship	No. of Meetings held during the year	No. of Meetings attended
1.	Mr. Rajesh Jain	Non-Executive Independent	5	5
2.	Ms. Richa Arora	Non-Executive Independent	5	5
3.	Mr. Satish Premanand Rao	Non-Executive Independent	5	3
4.	Mr. Manish Mehta	Non-Executive	5	4
5.	Dr. Om Prakash Manchanda[1]	Non-Executive Independent	5	5

Notes:

[1] Dr. Om Prakash Manchanda resigned as the Non-Executive Independent Director of the Company with effect from February 27, 2026, and consequently ceased to be member of the Audit Committee as well from the stated date.

Permanent Invitees:

The Group Managing Director, Executive Director & CEO and Chief Financial Officer are the permanent Invitees for the Audit Committee meetings. The representatives of the Internal Auditors and the Statutory Auditors are also the permanent invitees. The representatives of the Statutory Auditors attended all the 5 (five) meetings, and the representatives of the Internal Auditors attended 4 out of 5 meetings held during the financial year 2025-26, as they were not required to attend May 19, 2025, meeting.

The Management of the material subsidiary company i.e. Del Monte Foods Private Limited also attended the Audit Committee meetings as Invitees for specific agenda items pertaining to reviewing its business performance.

C) Terms of Reference for Audit Committee:

The primary objective of the Audit Committee is to monitor and provide an effective supervision of the financial reporting process, to ensure accurate and timely disclosures with highest level of transparency, integrity and quality of financial reporting. The terms of reference of the Audit Committee covers all the matters specified under Section 177 of the Companies Act, 2013 including any statutory modifications/ revisions therein read with rules framed thereunder and those enumerated in Regulation 18 read with Part C of Schedule II of the Listing Regulations. The terms of reference of the Audit Committee are as under:

1. oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible along with its subsidiary companies;
2. recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
3. approval of payment to statutory auditors for any other services rendered by the statutory auditors apart from audit services;
4. reviewing, with the Management, the annual financial statements (standalone & consolidated) and the auditor's report thereon before submission to the Board for approval, with particular reference to:
   a. matters required to be included in the Director's responsibility statement for the Board's report in terms of clause(c) of sub-section (3) of Section 134 of the Companies Act, 2013;
   b. changes, if any, in accounting policies and practices and reasons for the same;
   c. major accounting entries involving estimates based on the exercise of judgment by management;
   d. significant adjustments made in the financial statements arising out of audit findings;
   e. compliance with listing and other legal requirements relating to financial statements;
   f. disclosure of any related party transactions;
   g. modified opinion(s) in the draft audit report;
5. reviewing, with the Management, the limited reviewed quarterly financial results before submission to the Board for approval;
6. reviewing, with the Management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the board to take up steps in this matter;
7. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. approval or any subsequent modification of transactions of the listed entity with related parties;
9. scrutiny of inter-corporate loans and investments (as may have been accorded);
10. valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. evaluation of internal financial controls and risk management systems;
12. reviewing, with the Management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. reviewing the adequacy and frequency of internal audit;
14. discussion with internal auditors of any significant findings and follow up there on;

15. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. to review the functioning of the whistle blower mechanism;
19. approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
20. carrying out any other function as is mentioned in the terms of reference of the Audit committee;
21. reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding Rs. 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/investments;
22. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;
23. Matters that may have financial and operational implications due to regulatory enforcements.

D) The Audit Committee mandatorily reviews the following information:

1. management discussion and analysis of financial condition and results of operations of the Company;
2. statement of related party transactions (as defined by the Audit Committee in compliance with the Listing Regulations and the Companies Act, 2013);
3. management letters/letters of internal control weaknesses issued by the statutory auditors;
4. internal audit reports relating to internal control weaknesses;
5. the appointment, removal and terms of remuneration of the auditors shall be subject to review by the audit committee; and
6. statement of deviations:
   a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the Listing Regulations.
   b. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7) of the Listing Regulations.

4. NOMINATION AND REMUNERATION COMMITTEE ("NRC")

A) Composition:

- As at March 31, 2026, the Nomination and Remuneration Committee ("NRC") of the Board comprised of Four (4) directors* as its members, more than two-third being Non-Executive Independent Directors. Ms. Richa Arora (Non- Executive Independent Director), acted as the Chairperson of the Committee while Mr. Rajesh Jain (Non-Executive Independent Director), Mr. Satish Premanand Rao (Non- Executive Independent Director), and Mr. Harsha Raghavan (Non- Executive Director) were its members. Ms. Kavita, Company Secretary and Compliance Officer, acted as the Secretary** to the Committee.

  * Dr. Om Prakash Manchanda resigned as the Non-Executive Independent Director of the Company with effect from February 27, 2026, consequently ceased to be member of the Nomination & Remuneration Committee as well and has thus been excluded from the membership of this Committee.

  ** Ms. Kavita was appointed as the Company Secretary and Compliance Officer of the Company with effect from November 28, 2025, and acted as Secretary to the Committee for meetings held post her appointment. Prior to her appointment, Ms. Jyoti Chawla was the Company Secretary and Compliance Officer who resigned from the Company with effect from the close of business hours of November 27, 2025, and acted as Secretary to the Committee for its meetings held during her tenure.
- The Board of the Company in their meeting held on February 12, 2026, thereafter by way of resolution passed by circulation by them on March 24, 2026 (consequent to resignation of Dr. Om Prakash Manchanda), approved further reconstitution of the Nomination and Remuneration Committee to be effective from April 01, 2026. Therefore, with effect from April 01, 2026; the Nomination and Remuneration Committee comprises of 4 (four) members i.e. 3 (three) Non- Executive Independent Directors and 1 (one) Non-Executive Director namely Ms.

Richa Arora (Non- Executive Independent Director) to act as its Chairperson; Mr. Rajesh Jain (Non- Executive Independent Director), Mr. Madhavan Karunakaran Menon (Non- Executive Independent Director) and Mr. Harsha Raghavan (Non-Executive Director) as its members.

B) Meetings and Attendance during the year:

The Nomination and Remuneration Committee held Four (4) meetings during the financial year 2025-26 i.e. on April 29, 2025, May 19, 2025, November 12, 2025, and February 12, 2026. All the Four Meetings were held at the venue of the meetings as set out in the agenda and Audio-Video Conferencing facility was also provided for all the meetings to those Members/invitees who attended the stated meetings.

The attendance record of each Member for the stated meetings was as under

Sl. No.	Name of Director	Type of Directorship	No. of Meetings held during the year	No. of Meetings attended
1.	Ms. Richa Arora	Non-Executive Independent	4	4
2.	Mr. Rajesh Jain	Non-Executive Independent	4	4
3.	Mr. Satish Premanand Rao	Non-Executive Independent	4	2
4.	Mr. Harsha Raghavan	Non-Executive	4	2
5.	Dr. Om Prakash Manchanda[1]	Non-Executive Independent	4	4

Notes:

[1] Dr. Om Prakash Manchanda resigned as the Non- Executive Independent Director of the Company with effect from February 27, 2026, and consequently ceased to be member of the Nomination & Remuneration Committee as well.

C) Terms of Reference of Nomination and Remuneration Committee (NRC):

- to identify persons who are qualified to become Directors, persons who may be appointed as the Key Managerial Personnel and persons who may be appointed at the Senior Management in accordance with the criteria laid down in the NRC policy in compliances with provisions of the Companies Act, 2013, and recommend to the Board their appointment and removal;
- to carry out evaluation of every individual Director's performance and the Board as whole including the Committees thereof;
- to formulate the criteria for determining qualifications, positive attributes and independence of a director;
- to recommend to the Board a policy relating to the remuneration for the Directors, Key Managerial Personnel, the Senior Management Personnel and other employees (as may be required).

D) Criteria for performance Evaluation of Board:

- One of the key functions of the Board is to monitor and review the Board evaluation framework as prescribed under the Companies Act, 2013. The Board works with the NRC to lay down the evaluation criteria for the performance of the Chairman, the Board, the Committees of the Board, and Individual Director(s) (Executive/ Non-Executive/ Non-Executive Independent) through a peer evaluation, excluding the Director being evaluated.
- The annual evaluation of the Board is done at four levels as (i) the Board as a whole; (ii) Committees of the Board and (iii) Individual Directors and (iv) the Chairperson. A detailed questionnaire was circulated to all individual directors. The Directors are evaluated on the basis of the following performance evaluation criteria namely knowledge and competency, fulfillment of functions, expertise and knowledge about the sector in which the Company operates, ability to function as a team, initiative, availability and attendance, commitment, contribution and integrity. The Additional criteria for Non-Executive independent directors are Independence, Independent views and judgment.

E) Details of Remuneration paid to the Directors:

Mr. Nitish Bajaj, Group Managing Director, and Mr. Asheesh Kumar Sharma, Executive Director and CEO of the Company, are paid remuneration as per the terms approved by the Nomination and Remuneration Committee, the Board of Directors and the Members of the Company. The remuneration of Group Managing Director and Executive Director & CEO comprises of salary, perquisites and allowances, bonus, contributions to provident fund, superannuation and the Employee Stock Options. Further, the Group Managing Director and Executive Director & CEO are entitled to performance-based incentives for each financial year, as may be determined and approved by the Board based on the recommendation of the Nomination and Remuneration Committee in compliance with Listing Regulations and provisions of the Companies Act, 2013. The Nomination and Remuneration policy forms part of this Board's Report as an Annexure.

(i) Remuneration to Group Managing Director and Executive Director & CEO of the Company for the financial year ended March 31, 2026:

(in INR)

Name of Director / Designation	Sitting Fees (Incl. Committee Meetings)	Salary	Contribution to Provident/ Pension and other funds	Other perquisites and allowances	Performance linked incentives / Bonus	Total
Mr. Nitish Bajaj, Group Managing Director	Nil	1,27,05,600	16,51,728	1,37,14,560	1,32,13,824	4,12,85,712
Mr. Asheesh Kumar Sharma, Executive Director & CEO	Nil	60,21,000	7,82,730	1,03,33,467	38,70,504	2,10,07,701

Note 1: Above remuneration is mentioned on an accrual basis and does not include long-term compensated absences benefit accrued, gratuity benefit accrued since the same are computed based on actuarial valuation for all the employees of the Company. Thus, the amounts attributable to Group Managing Director and Executive Director & CEO cannot be ascertained separately.

Note 2: Based on the approvals received from the Nomination & Remuneration Committee and the Board of Directors on August 28, 2024, subsequently from the Members of the Company on April 27, 2025, the Company adopted the "Agro Tech Foods Limited Employees Stock Options Plan 2024" ("ATFOODS ESOP 2024"/ "the ESOP Scheme").

During the financial year 2025-26 under the stated ESOP Scheme, the NRC by way of resolutions passed by circulation granted 5,65,453 employee stock options to Mr. Nitish Bajaj, Group Managing Director, and 1,88,484 employee stock options to Mr. Asheesh Kumar Sharma, Executive Director & CEO.

(ii) Remuneration paid\payable to Non-Executive Independent Directors for the financial year ended March 31, 2026

(in INR)

Sr. No.	Name of Director	Sitting Fee	Commission	Total
1.	Mr. Rajesh Jain	11,50,000	8,50,000*	20,00,000
2.	Ms. Richa Arora	11,50,000	3,50,000*	15,00,000
3.	Mr. Satish Premanand Rao	6,75,000	8,25,000*	15,00,000
4.	Dr. Om Prakash Manchanda#	11,50,000	3,50,000*	15,00,000
5.	Mr. Karamendra Daulet Singh	4,00,000	11,00,000*	15,00,000
6.	Mr. Madhavan Karunakaran Menon@	2,00,000	6,75,000*	8,75,000

*The Commission will be paid to the respective Non-Executive Independent Director after the conclusion of the 39th AGM of the Company. Pursuant to the provisions of Sections 149, 197 and Schedule V of the Companies Act, 2013, the Members of the Company have approved by passing resolution vide the Postal Ballot through remote e-voting on April 27, 2025, the payment of commission up to INR 15,00,000/- (Indian Rupees Fifteen lakhs only) per Non-Executive Independent Director per annum.

#Dr. Om Prakash Manchanda resigned as the Non- Executive Independent Director of the Company with effect from February 27, 2026.

@Mr. Madhavan Karunakaran Menon was appointed as Non-Executive Independent Director of the Company for an initial term of 5 (Five) years w.e.f. September 24, 2025, till September 23, 2030.

The Company did not grant any Employee Stock Options to its Non-Executive and/ or its Non-Executive Independent Directors during the financial year ended 31st March 2026.

F) Criteria for making payments to Non-Executive Directors:

- The Non-Executive Directors of the Company are not paid any remuneration.
- The Non-Executive Independent Directors are entitled to remuneration by way of commission for each financial year, up to a maximum of INR 15,00,000/- (Indian Rupees Fifteen lakhs only) individually, as approved by the Members of the Company by way of resolution passed by Postal Ballot through remote e-voting on April 27, 2025, pursuant to the provisions of Sections 149, 197, 198, Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

- The Company also pays Sitting Fees to its Non-Executive Independent Directors as permitted by the provisions of the Companies Act, 2013 for attending Meetings of the Board and other Committees of the Board. The sitting fees for the meetings paid to the Non-Executive Independent Directors are as under for the financial year 2025-26:
  - For attending the Board Meeting- INR 1,00,000/- (Indian Rupees One Lakhs only) per meeting
  - For attending the Audit Committee meeting- INR 75,000/- (Indian Rupees Seventy-Five thousand only) per meeting
  - For Other Committee Meetings- INR 25,000/- (Indian Rupees Twenty-Five thousand only) per meeting
- The terms and conditions relating to the appointment and remuneration of Executive Directors were set out in the resolutions duly approved by the Board of Directors and the Members of the Company.
- The Board of Directors, in their meeting held on February 12, 2026, approved revisions in sitting fees as below payable only to the Non-Executive Independent Directors for attending the meetings of the Board and Committee(s) thereof with effect from April 01, 2026, within the limits as specified under the Companies Act, 2013:
  - For Board Meeting: INR 1,00,000/- (Indian Rupees One Lakhs only) per meeting
  - For Audit Committee Meeting: INR 1,00,000/- (Indian Rupees One Lakhs only) per meeting
  - For Nomination and Remuneration Committee Meeting: INR 75,000/- (Indian Rupees Seventy-Five thousand only) per meeting
  - For Risk Management Committee Meeting: INR 75,000/- (Indian Rupees Seventy-Five thousand only) per meeting
  - For Stakeholders Relationship Committee Meeting: INR 50,000/- (Indian Rupees Fifty thousand only) per meeting
  - For Corporate Social Responsibility Committee Meeting: INR 50,000/- (Indian Rupees Fifty thousand only) per meeting

G) PARTICULARS OF SENIOR MANAGEMENT

The Nomination and Remuneration Policy of the Company defines the Senior Management of the Company as prescribed under the provisions of the Companies Act, 2013 and the Listing Regulations. Below is the list of Senior Management Personnel of the Company including the changes therein:

Sr. No.	Name	Designation	Changes since close of previous FY
1.	Mr. Dharmesh K Srivastava	Vice President – Supply Chain	Nil
2.	Mr. Shrey Dixit	Head of Research, Quality & Innovations	Nil
3.	Mr. Hitesh Yadav	Head of Procurement	Nil
4.	Mr. KPN Srinivas	Chief Financial Officer	Nil
5.	Mr. Padmavathi Tuluva	Head of Human Resources	Nil
6.	Mr. Rikesh Kotwal	Head of Sales	Nil
7.	Mr. Sanjay Srivastava	Head of Manufacturing	Nil
8.	Mr. Gaurav Gupta	Head of Marketing	Nil
9.	Mr. Rupish Saldi	Head of Strategy & Business Transformation*	Appointed w.e.f. December 29, 2025
10.	Mr. Atin Gupta	Head of E-commerce & Business Analytics	Appointed w.e.f. February 09, 2026

Note: *Ms. Hem Jadeja resigned as Head of Strategy and Business Transformation w.e.f. December 30, 2025.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE (SRC)

A) Composition:

- As at March 31, 2026; the Stakeholders Relationship Committee of the Board of the Company comprised of 3 (three) Non-Executive Independent Directors* as its members namely Mr. Satish Premanand Rao (Non- Executive Independent Director) acted as the Chairperson; Mr. Rajesh Jain (Non- Executive Independent Director), and Ms. Richa Arora (Non- Executive Independent Director) as its members. Ms. Kavita, Company Secretary and Compliance Officer, acted as the Secretary** to the Committee.

  * Dr. Om Prakash Manchanda who resigned as the Non-Executive Independent Director of the Company with effect from February 27, 2026, consequently ceased to be member of the Stakeholders Relationship Committee as well and has thus been excluded from the membership of the Committee.

** Ms. Kavita was appointed as the Company Secretary and Compliance Officer of the Company with effect from November 28, 2025, and acted as Secretary to the Committee for meetings held post her appointment. Prior to her appointment, Ms. Jyoti Chawla was the Company Secretary and Compliance Officer who resigned from the Company with effect from close of business hours of November 27, 2025, and acted as Secretary to the Committee for the SRC meetings held during her tenure.

- The Board of Directors of the Company in their meeting held on February 12, 2026, approved the reconstitution of the Stakeholders Relationship Committee of the Board with effect from April 01, 2026, comprising of 3 (three) Non- Executive Independent Directors namely Mr. Satish Premanand Rao to act as its Chairperson and Mr. Rajesh Jain & Mr. Karamendra Daulet Singh as its members.

B) Meetings and Attendance during the year:

- The Stakeholders Relationship Committee held four (4) meetings during the financial year 2025-26 i.e. on April 29, 2025, August 12, 2025, November 12, 2025, and February 12, 2026. All the four meetings were held at the venue of the meetings as set out in the agenda and audio-video conferencing facility was also provided for all the meetings to those Members/invitees who attended the stated meetings.
- The attendance record of each Member for the stated meetings was as under:

Sr. No.	Name of Director	Type of Directorship	No. of Meetings held during the year	No. of Meetings attended
1.	Mr. Satish Premanand Rao	Non-Executive Independent	4	3
2.	Mr. Rajesh Jain	Non-Executive Independent	4	4
3.	Ms. Richa Arora	Non-Executive Independent	4	4
4.	Dr. Om Prakash Manchanda[1]	Non-Executive Independent	4	4

Notes:

[1] Dr. Om Prakash Manchanda resigned as the Non- Executive Independent Director of the Company with effect from February 27, 2026; consequently, ceased to be member of the Stakeholders Relationship Committee as well and has thus been excluded from the membership of the Committee.

- The Committee were adequately informed that all queries as received by the Company were resolved to the satisfaction of the shareholders/investors. The Committee focuses on the strengthening of the investor relations. The status on compliances was reported to the Board as an agenda item on quarterly basis.
- Name and designation of the Compliance Officer: Ms. Kavita, Company Secretary & Compliance Officer. The e-mail id for investor grievances is InvestorRedressal@sundropbrands.com.

C) Terms of Reference:

The terms of reference are:

- to review and redress the Shareholders' and Investors' Grievances and queries in relation to transfer of shares, non-receipt of Annual Reports, declaration of dividends, approval of sub-division, consolidation, transmission, issue of duplicate shares and the General Meetings etc.

- review of measures taken for effective exercise of voting rights by shareholders.

- review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar to an Issue and Share Transfer Agent.

- review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

D) Number of Shareholder's complaints received and attended during the financial year ended March 31, 2026

Nature of Complaints	Received	Attended	Pending
Non receipt of Dividend warrants	0	0	0
Transmission of shares	26	26	0
Issue of duplicate share certificates/ indemnity Duplicates	33	33	0
Others*	400	400	0
Total	**459**	**459**	**0**

* This includes the following:

a) Receipt of I/B for Dividends
b) Loss/Stop Transfer of share certificates
c) Bank mandates
d) Clarifications Regarding Shares/Dividend
e) Revalidation of Dividend Warrant
f) Deletion of name
g) Exchange of share certificates
h) Signature updation etc.
i) Change of Address, Custodians/SE/SEBI/Court/Corp Affairs, Updation of Telephone, Fax, Mobiles
j) Non-Receipt of Annual Report, Non-Receipt of Securities, Non-Receipt of Share Certificated After transfer

The Company has attended to the stakeholders/investors grievances/correspondence generally within a period of 7 to 10 days (except in cases where constrained by disputes of legal impediments). The complaint(s) received through SCORES i.e. the SEBI online shareholder grievance redressal portal were adequately addressed and closed.

6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

A) Composition:

- As at March 31, 2026; the Corporate Social Responsibility (CSR) Committee comprised of Five (5) directors*as its members, Mr. Satish Premanand Rao (Non-Executive Independent Director) acted as the Chairperson of the Committee; Mr. Rajesh Jain (Non-Executive Independent Director), Ms. Richa Arora (Non-Executive Independent Director), Mr. Harsha Raghavan (Non-Executive Director), and Mr. Manish Mehta (Non-Executive Director) were its members. Ms. Kavita, Company Secretary and Compliance Officer, acted as the Secretary** to the Committee.

  * Dr. Om Prakash Manchanda resigned as the Non-Executive Independent Director of the Company with effect from February 27, 2026; consequently, ceased to be member of the Corporate Social Responsibility Committee as well.

  ** Ms. Kavita was appointed as the Company Secretary and Compliance Officer of the Company with effect from November 28, 2025, and acted as Secretary to the Committee for meetings held post her appointment. Prior to her appointment, Ms. Jyoti Chawla was the Company Secretary and Compliance Officer who resigned from the Company with effect from close of business hours of November 27, 2025, and acted as Secretary to the Committee for the CSR meetings held during her tenure.

- The Board of Directors of the Company, in their meeting held on February 12, 2026, approved the reconstitution of the Corporate Social Responsibility Committee of the Board with effect from April 01, 2026, comprising of 3 (three) Non- Executive Independent Directors namely Mr. Karamendra Daulet Singh to act as Chairperson and Mr. Madhavan Karunakaran Menon and Mr. Satish Premanand Rao as its members.

B) Meetings and attendance during the financial year:

The Corporate Social Responsibility (CSR) Committee meeting was held once during the financial year 2025-26 i.e. on April 29, 2025. The Meeting was held at the venue of the meeting as set out in the agenda and Audio-Video Conferencing facility was also provided to those Members/invitees who attended the stated meetings.

The attendance record of each Member for the stated meetings was as under:

Sl. No.	Name of the Member	Category	No. of Meetings Held during the year	No. of Meetings attended
1.	Mr. Satish Premanand Rao	Non-Executive Independent Director	1	0
2.	Mr. Rajesh Jain	Non-Executive Independent Director	1	1
3.	Ms. Richa Arora	Non-Executive Independent Director	1	1
4.	Mr. Harsha Raghavan	Non-Executive Director	1	0
5.	Mr. Manish Mehta	Non-Executive Director	1	0
6.	Dr. Om Prakash Manchanda[1]	Non-Executive Independent Director	1	1

Notes:

1. Dr. Om Prakash Manchanda resigned as the Non-Executive Independent Director of the Company with effect from February 27, 2026, and consequently ceased to be member of the Corporate Social Responsibility Committee as well.

C) The terms of reference of the Committee:

i. formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII;

ii. recommend the amount of expenditure to be incurred on the activities referred to in clause (i);

iii. monitor the Corporate Social Responsibility Policy of the Company from time to time and;

iv. complying with the requirements of Business Responsibility and Sustainability Reporting (BRSR) as mandated under the Listing Regulations.

7. RISK MANAGEMENT COMMITTEE

A) Composition:

- As at March 31, 2026, the Risk Management Committee constituted of 9 (nine) members consisting of 7 (seven) Directors* as its members (majority being Non-Executive Directors) and 2 (two) whole-time Key Managerial Personnel**. Ms. Richa Arora (Non-Executive Independent Director) acted as the Chairperson of the Committee; Mr. Satish Premanand Rao (Non-Executive Independent Director), Mr. Rajesh Jain (Non-Executive Independent Director), Mr. Harsha Raghavan (Non-Executive Director), Mr. Manish Mehta (Non-Executive Director), Mr. Nitish Bajaj (Group Managing Director), Mr. Asheesh Kumar Sharma (Executive Director & CEO), Mr. KPN Srinivas (Chief Financial Officer), and Ms. Kavita (Company Secretary & Compliance Officer)** were its Members.

  * Dr. Om Prakash Manchanda resigned as Non-Executive Independent Director of the Company with effect from February 27, 2026; consequently, ceased to be member of the Risk Management Committee as well.

  ** Ms. Kavita was appointed as the Company Secretary and Compliance Officer of the Company with effect from November 28, 2025, and was also inducted as a member of Risk Management Committee upon resignation of Ms. Jyoti Chawla as the Company Secretary and Compliance Officer of the Company with effect from close of business hours of November 27, 2025, who consequently ceased to be a member.

- The Board of the Company by way of resolution passed by circulation on March 24, 2026, approved the reconstitution of the Risk Management Committee with effect from April 01, 2026, comprising of 2 (two) Non-Executive Independent Directors and 2 (two) Non-Executive Directors namely Ms. Richa Arora (Non-Executive Independent Director) to act as its Chairperson and Mr. Rajesh Jain (Non-Executive Independent Director), Mr. Harsha Raghavan (Non-Executive Director) and Mr. Velloor Venkatkrishnan Ranganathan (Non-Executive Director) as its members.

B) Meetings and Attendance of the members during the year:

The Risk Management Committee Meetings were held twice during the financial year 2025-26 i.e on June 03, 2025, and December 11, 2025. The two meetings were held at the venue of the meetings as set out in the agenda and audio-video conferencing facility was also provided for all these two meetings to those Members/ invitees who attended the stated meetings.

The attendance record of members is as under:

Sl. No.	Name of Director	Category of Directorship/Designation	No. of Meetings Held during the year	No. of Meetings attended
1.	Mr. Asheesh Kumar Sharma	Executive	2	2
2.	Ms. Richa Arora	Non-Executive Independent	2	2
3.	Mr. Rajesh Jain	Non-Executive Independent	2	2
4.	Mr. Satish Premanand Rao	Non-Executive Independent	2	1
5.	Mr. Harsha Raghavan	Non-Executive	2	1
6.	Mr. Manish Mehta	Non-Executive	2	1
7.	Dr. Om Prakash Manchanda[1]	Non-Executive Independent	2	2
8.	Mr. Nitish Bajaj	Executive	2	2
9.	Mr. KPN Srinivas	Chief Financial Officer	2	2
10.	Ms. Jyoti Chawla[2]	Company Secretary & Compliance Officer	2	1
11.	Ms. Kavita[2]	Company Secretary & Compliance Officer	2	1

Notes:

1. Dr. Om Prakash Manchanda resigned as the Non-Executive Independent Director of the Company with effect from February 27, 2026, and consequently ceased to be member of the Risk Management Committee as well.
2. Ms. Kavita was appointed as the Company Secretary and Compliance Officer of the Company with effect from November 28, 2025, and was inducted as member of Risk Management Committee in place of Ms. Jyoti Chawla who resigned as the Company Secretary and Compliance Officer of the Company with effect from close of business hours of November 27, 2025, and consequently ceased to be member of the Risk Management Committee as well.

C) The terms of reference of the Committee:

The Company has formulated and adopted a Risk Management Policy which had initially been approved and adopted by the Board at their Meeting held on October 21, 2021 pursuant to amendments in the Listing Regulations in the year 2021, which requires top one thousand listed Companies (based on market capitalization of every financial year) to formulate and disclose a Risk Management Policy. The Board of Directors of the Company in their meeting held on February 12, 2026, approved the amended Risk Management Policy to be effective from afore-mentioned date owing to mandated statutory modifications.

The testing in accordance with the laid down policy is being carried out periodically. The Senior Management has been having regular Meetings for reassessing the risk environment and necessary steps are being taken to effectively mitigate the identified risks.

8. SUBSIDIARY COMPANIES

The Company has four wholly owned subsidiaries i.e. Del Monte Foods Private Limited, Sundrop Foods India Private Limited, Agro Tech Foods (Bangladesh) Private Limited, Sundrop Foods Lanka (Private) Limited, and one step down subsidiary i.e., Del Monte Foods India (North) Private Limited (DMFN). DMFN is a wholly owned subsidiary of Del Monte Foods Private Limited.

- Del Monte Foods Private Limited was incorporated on September 06, 2004, and is a material wholly owned unlisted subsidiary of the Company (as its turnover/net worth exceeds 10% of the consolidated turnover/net worth of your Company). It was acquired by the Company on February 06, 2025, and is in the business of manufacturing & selling of food and beverage products.
- Sundrop Foods India Private Limited (SFIPL) which was incorporated on April 25, 1990, aided in the distribution and display of your Company's products. With effect from January'26; approx. 400+ employees were absorbed by the Company from its subsidiary company (Sundrop Foods India Private Limited); as part of strategic management decision. SFIPL is a non-material unlisted subsidiary of the Company.
- Agro Tech Foods (Bangladesh) Private Limited was incorporated on April 8, 2012, and the Company commenced its operations in December 2017 and has commenced production in FY 2018. The Company is a non-material unlisted subsidiary of the Company.
- Sundrop Foods Lanka (Private) Limited was incorporated on January 27, 2015. This is a non-material unlisted subsidiary of the Company.
- Del Monte Foods India (North) Private Limited was incorporated on November 08, 2019, and is a non-material step down subsidiary of the Company.

The policy for determining material subsidiaries is posted on the website of the Company https://www.sundropbrands.com/pdf/code-of-conduct/Policy%20for%20determining%20material%20subsidiary.pdf

9. GENERAL BODY MEETINGS

(i) Location and time of last three Annual General Meetings:

The Annual General Meetings of the Members of the Company for the last three years were held virtually as under:

Year	Venue	Date	Time
2024-25	AGM held through Audio- Video Conference (Deemed Venue: Registered Office of the Company situated at 31, Sarojini Devi Road, Secunderabad – 500003, Telangana.)	August 28, 2025	11:30 A.M.
2023-24	AGM held through Audio- Video Conference (Deemed Venue: Registered Office of the Company situated at 31, Sarojini Devi Road, Secunderabad – 500003, Telangana.)	September 30, 2024	4:00 P.M.
2022-23	AGM held through Audio- Video conference (Deemed Venue: Registered Office of the Company situated at 31, Sarojini Devi Road, Secunderabad – 500003, Telangana.)	July 12, 2023	4.30 P.M.

(ii) The following "Special Resolutions" were passed by the Shareholders at the last three Annual General Meetings:

- **Annual General Meeting held on August 28, 2025: No Special Resolutions were passed.**
- **Annual General Meeting held on September 30, 2024:**

a. Appointment of Mr. Rajesh Jain (DIN: 10619014) as Non-Executive Independent Director for an initial term of 3 (three) years w.e.f. July 17, 2024, till July 16, 2027.

b. Appointment of Mr. Satish Premanand Rao (DIN: 03265301) as Non-Executive Independent Director for an initial term of 3 (three) years w.e.f. July 17, 2024, till July 16, 2027.

c. Appointment of Ms. Richa Arora (DIN: 07144694) as Non-Executive Independent Director for an initial term of 3 (three) years w.e.f. July 17, 2024, till July 16, 2027.

- **Annual General Meeting held on July 12, 2023:**

a. Continuation of Directorship of Mr. Narendra Ambwani (DIN: 00236658), a Non-Executive Independent Director of the Company, for the remaining period of his current tenure, i.e. till July 16, 2024, who will attain the age of 75 years in the month of November 2023.

b. Continuation of Directorship of Mr. Sanjaya Kulkarni (DIN: 00102575), a Non-Executive Independent Director of the Company, for the remaining period of his current tenure, i.e. till July 16, 2024, who will attain the age of 75 years in the month of May 2024.

(iii) The following Special Resolutions were passed through postal ballot during the financial year 2025-26

A) Postal Ballot Meeting through remote e-voting concluded on December 21, 2025:

(i) Appointment of Mr. Madhavan Karunakaran Menon (DIN: 00008542) as Non-Executive Independent Director of the Company for the initial period of 5 (five) years commencing from September 24, 2025. The resolution was passed as "Special Resolution" with requisite majority on December 21, 2025.

(ii) Person who conducted the postal ballot exercise:

Pursuant to provisions of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013, read with the Rules framed thereunder, and MCA Circulars as released from time to time, the Board through resolution passed in their meeting held on November 12, 2025, appointed Mr. B.V. Saravana Kumar (Membership No. ACS 26944), Partner of Tumuluru & Company, Company Secretaries Firm, as the Scrutinizer to conduct the above-mentioned Postal Ballot through remote e-voting process in a fair and transparent manner.

B) Postal Ballot Meeting through remote e-voting concluded on July 06, 2025

(i) Approval of the Grant of employee stock options under "Agro Tech Foods Limited Employees Stock Option Plan, 2024" equal to or more than 1% of issued capital to Mr. Nitish Bajaj, Group Managing Director of the Company. The resolution was passed with requisite majority on July 06, 2025.

(ii) Person who conducted the postal ballot exercise:

Pursuant to provisions of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013, read with the Rules framed thereunder, and MCA Circulars, the Board of Directors through resolution passed in their meeting held on May 19, 2025, appointed Mr. B.V. Saravana Kumar (Membership No. ACS 26944), Partner of Tumuluru & Company, Company Secretaries Firm, as the Scrutinizer to conduct the above-mentioned Postal Ballot through remote e-voting process in a fair and transparent manner.

C) Postal Ballot Meeting through remote e-voting concluded on April 27, 2025;

(i) (a) Appointment of Mr. Karamendra Daulet Singh (DIN: 00110827), as Non- Executive Independent Director of the Company with effect from February 06, 2025.

(b) Payment of Commission of upto INR 15,00,000/- (Indian Rupees Fifteen Lakhs) per annum individually to the Non-Executive Independent Director(s) of the Company for a period of 5 years commencing from April 1, 2024.

(c) Approval of the `Agro Tech Foods Limited Employees Stock Option Plan, 2024'.

(d) Approval of the grant of employee stock options to the eligible employees of the subsidiary company(ies) of the Company under `Agro Tech Foods Limited Employees Stock Option Plan, 2024'.

(e) Approval of the grant of employee stock options to the eligible employees of the group companies including associate company(ies) of the Company under `Agro Tech Foods Limited Employees Stock Option Plan, 2024.

All the above resolutions were passed with requisite majority on April 27, 2025.

(ii) Person who conducted the postal ballot exercise:

Pursuant to provisions of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013, read with the Rules framed thereunder, and MCA Circulars, the Board of Directors through resolution passed in their meeting held on February 06, 2025 had appointed Mr. B.V. Saravana Kumar (Membership No. ACS 26944), Partner of Tumuluru & Company, Company Secretaries Firm, as the Scrutinizer to conduct the above-mentioned Postal Ballot through remote e-voting process in a fair and transparent manner.

D) Procedure for Postal Ballot:

All the afore-stated Postal Ballot meetings were conducted by the Company as per the provisions of Section 110 read with Section 108 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended from time to time, the Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs and Regulation 44 and other applicable provisions, if any, of the Listing Regulations as amended from time to time, and other applicable provisions, of the Act, rules, regulations, circulars and notifications (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force).

10. MEANS OF COMMUNICATION

- The Quarterly, Half-Yearly and Annual financial results were published by the Company in the Hyderabad editions of the Business Standard and Telugu Prabha.
- The results were also simultaneously hosted on the Company's website www.sundropbrands.com.
- The audio recordings and the transcripts of the analyst calls and presentations made to the analysts were uploaded on the website of the Company.
- The website of the Company also displays official news releases, wherever applicable.

- The quarterly Compliance Report on Corporate Governance as per the Listing Regulations are filed electronically with National Stock Exchange of India Limited & BSE Limited. While, the Management Discussion and Analysis Report forms part of the Annual Report.

11. GENERAL SHAREHOLDER INFORMATION

A. Annual General Meeting

Date and Time : August 26, 2026, at 11:00 AM (IST)

Venue : Pursuant to the Circular No: 20/2020 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021, General Circular No. 10/ 2022, General Circular No. 11/2022, dated December 28, 2022, General Circular No. 09/ 2023 dated September 25, 2023, General Circular No 09/ 2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025 issued by Ministry of Corporate Affairs, the AGM will be conveyed through Video Conferencing / Other audio-visual means. The deemed venue for the AGM shall be the Registered Office of the Company.

B. Financial Year : April 1, 2026, to March 31, 2027.

C. Cut-off date : August 19, 2026

D. Dividend payment date : NA. The Board of Directors have not recommended any dividend for the Financial Year 2025-26.

E. Listing on Stock Exchanges : The Company's securities are listed on below stock exchanges:

S.NO	NAME OF THE STOCK EXCHANGE	ADDRESS	SCRIP CODE/SYMBOL
1.	BSE Limited ("BSE")	Pheroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	500215
2.	National Stock Exchange of India Limited ("NSE")	Exchange Plaza, Bandra- Kurla Complex, Bandra (E), Mumbai–400051	SUNDROP

The Listing Fee(s) for the financial year 2026-27 has been paid to BSE and NSE within timelines.

F. Registrars to an Issue and Share Transfer Agent(s)

The Company's equity shares, are in dematerialized form are transferable through the depository system for which the Company has established connectivity through KFin Technologies Limited, which are duly appointed as the Registrars to an Issue and Share Transfer Agent(s) (both Physical and Depository) to the Company.

Address : Selenium Tower B, Plot Nos. 31& 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, Telangana.

Tel No. : + 91- 1800-309-4001

Email : einward.ris@kfintech.com

G. Share Transfer System

In terms of Regulation 40 of the Listing Regulations with effect from April 1, 2019, the Company shall not process any request for effecting transfer of securities unless the securities are held in the dematerialised form with a depository. Also, the transmission or transposition of securities held in physical form shall be effected only in dematerialised form.

Pursuant to SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, the Company shall issue the securities in dematerialized form only while processing the following service request : i. Issue of duplicate securities certificate; ii. Claim from Unclaimed Suspense Account; iii. Renewal / Exchange of securities certificate; iv. Endorsement; v. Sub-division / Splitting of securities certificate; vi. Consolidation of securities certificates/folios; vii. Transmission and viii. Transposition.

Members holding shares in physical form are requested to convert their holdings in dematerialized form. The Board has delegated the authority for approving transfer, transmission etc. of the Company's securities to the Share Transfer Committee. Requests for dematerialisation of shares are processed, and confirmation is given to the respective depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services

(India) Limited (CDSL) within 2 working days from the date of receipt of request. There are no pending share transfers as at March 31, 2026.

H. Distribution of shareholding as at March 31, 2026, as under:

S.No.	Range	No. of Shareholders	% of total Shareholders	No. of shares held	% of shareholding
1	1-5000	13677	91.64	10,77,379	2.86
2	5001- 10000	642	4.30	4,87,533	1.29
3	10001- 20000	282	1.89	4,17,072	1.11
4	20001- 30000	96	0.64	2,44,099	0.65
5	30001- 40000	46	0.31	1,62,896	0.43
6	40001- 50000	34	0.23	1,54,715	0.41
7	50001- 100000	64	0.43	4,55,728	1.21
8	100001 & Above	84	0.56	3,46,97,431	92.04
	Total:	**14,925**	**100.00**	**3,76,96,853**	**100.00**

I. The categories of Shareholding as at March 31, 2026, was as under:

S. No.	Description	No. of Cases	Total Shares	% Equity
1	Foreign Promoter Bodies Corporates	1	1,46,66,522	38.91
2	Mutual Funds	3	18,55,292	4.92
3	Alternative Investment Fund	3	2,38,781	0.63
4	Nationalised Banks	2	252	0.0
5	Foreign Portfolio - Corp	4	85,672	0.23
6	Foreign Institutional Investors	1	300	0.0
7	Foreign Banks	1	100	0.0
8	Key Management Personnel	3	15,707	0.04
9	I E P F	1	2,10,848	0.56
10	Resident Individuals	13,892	69,30,502	18.4
11	Non-Resident Indian Non Repatriable	213	64,515	0.17
12	Non-Resident Indians	176	2,56,160	0.68
13	Foreign Bodies Corporates	1	29,96,077	7.94
14	Bodies Corporates	208	1,01,79,486	27.00
15	H U F	415	1,93,639	0.51
16	Trusts	1	3,000	0.01
	Total	**14,925**	**3,76,96,853**	**100.00**

J. Dematerialisation of Shares

The equity shares of the Company which are in dematerialized form, are available for trading under National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The International Securities Identification Number allotted to the Company's equity shares is INE209A01019.

K. Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on Equity

Not applicable as the Company has not made any such issue.

L. Commodity Price Risk/Foreign Exchange Risk and Hedging Activities

Your Company has a robust framework and governance mechanism in place to ensure that the organization is adequately protected from the market volatility in terms of price and availability based on procurement team's monitoring and intelligence, forecasts of commodity prices and movements. A robust planning and strategy ensure the Company's interests are protected despite volatility in commodity prices.

Your Company has managed the foreign exchange risk with appropriate hedging activities in accordance with policies of the Company. The Company uses forward exchange contracts to hedge against its foreign currency exposures relating to the underlying transactions. Foreign exchange exposures are covered except for exposures which are open and no firm date of settlement is available. There are no materially uncovered exchange rate risks in the contexts of the Company's imports and exports. The Company does not enter into any derivative instruments for trading or speculative purposes. The details of foreign exchange exposures as at March 31, 2026, are disclosed in Note 48 of Notes to the standalone financial statements.

M. Manufacturing Locations-

Gujarat	:	Plot No.902/2, GIDC, Jhagadia-393110, Dist. Bharuch, Gujarat.
Telangana	:	Plot Nos. 50 to 58, 13/2 IDA, Kothur-509228, Ranga Reddy District, Telangana.
Uttar Pradesh	:	192, Devikhera Road, Unnao Tahsil, Unnao, Uttar Pradesh-209801.
Assam	:	Vill-Ramhari, Mangaldai, Distt-Darrang, Assam-784125.
Uttarakhand	:	Khasara No-66/1, Bajpur Road, Narain Nagar Industrial Area, Dist-U.S. Nagar, Kashipur, Uttarakhand-244713.
Andhra Pradesh	:	Survey No. 445 & 448/2B, Puthalapattu Mandal, Chittoor-517112, Andhra Pradesh.

N. Address for correspondence with the Company-

The addresses for correspondence are as under:

For both investors & shareholders queries in physical and electronic form	KFin Technologies Limited, Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, Telangana. Phone: +91-1800-309-400, Email : einward.ris@kfintech.com.
For any other matter and unresolved Complaints	In addition to our Registrar, shareholders can contact at the Registered Office of the Company and contact person's details are given below: Ms. Kavita, Company Secretary and Compliance Officer, Sundrop Brands Limited (formerly known as Agro Tech Foods Limited) 31, Sarojini Devi Road, Secunderabad – 500 003, Telangana. Phone: 040-66650240,email- investorredressal@sundropbrands.com. SEBI Complaints Redress System (SCORES): The investor complaints are processed in a centralized web based complaints redress system. The salient features of this system are: Centralized database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status.

O. The Company has obtained the revised credit rating from CRISIL on the Banking Facilities of the Company as CRISIL A/Watch Developing to CRISIL A/Stable for Long term Rating and CRISIL A1/ Watch Developing to CRISIL A1 for Short Term rating on September 02, 2025.

P. As required under Part C of Schedule V of the Listing Regulations, the Certificate from a Company Secretary in practice that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/Ministry of Corporate Affairs or any such statutory authority is annexed to this Report.

12. DISCLOSURES

(i) Basis of related party transactions

- There have been no material related party transactions that may have potential conflict with the interest of the Company at large.
- The particulars of transactions between the Company and its related parties (As specified in Ind AS-24 "Related Party Disclosures"), is set out in Notes to Accounts under Note 43 forming part of the standalone Financial Statements. These transactions are not likely to have any conflict with the Company's interests.
- All details relating to financial and commercial transactions where Directors may have a potential interest are provided to the Board and interested Directors neither participate in the discussions, nor do they vote on such matters.

- The details of transactions with related parties are placed before the Audit Committee and the Committee has reviewed the same for the year ended March 31, 2026.

(ii) The policy on dealing with related party transactions has been posted on the website of the Company and can be accessed at https://www.sundropbrands.com/pdf/code-of-conduct/PolicyonMaterialityofRelatedPartyTransactionsandondealingwithRelatedPartyTransactions.pdf

(iii) Strictures and Penalties

No strictures or penalties have been imposed on the Company by the Stock Exchanges or by SEBI or by any statutory authority on any matters related to capital markets during the last three years.

(iv) Details of utilization of funds raised through preferential allotment:

During the financial year ended March 31, 2026, the Company has not made any preferential allotment of shares, hence no funds were raised by way of preferential issue.

(v) **Disclosure of Accounting Treatment:** The financial statements of the Company have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) (Amendment) Rules, 2016 read with Section 133 of the Act.

(vi) **Disclosure by Senior Management:** Senior Management has made affirmations to compliance with the Code of Conduct of the Company.

(vii) **Disclosure of non-acceptance of any recommendation of any Committee by the Board during the financial year 2025-26 and its reason:** There was no such instance during the FY 2025-26 when the Board had not accepted any recommendation of any Committee of the Board.

(viii) Vigil Mechanism/Whistle Blower Policy

The Vigil Mechanism under Whistle Blower Policy had been initially approved by the Board of Directors on October 17, 2014. This Whistle Blower Policy of the Company provides opportunities to employees to access in good faith, to the Management, concerns (in certain cases to the Audit Committee) in case they observe unethical or improper practices (not necessarily a violation of law) in the Company and to secure those employees from unfair termination and unfair prejudicial employment practices.

The Whistle Blower Policy has been communicated to all Board Members and Employees of the Company and also posted under Investor Relations (Corporate Governance) link of the Company's website, www.sundropbrands.com as required by the Listing Regulations : https://www.sundropbrands.com/pdf/code-of-conduct/WhistleBlowerPolicy.pdf

The Company affirms that it has not denied any personnel access to the Audit Committee of the Company in respect of matters involving alleged misconduct and it will provide protection to "whistle blowers" from unfair termination and other unfair prejudicial employment practices.

(ix) There have been no instances where the Board has not accepted any recommendation of any Committee of the Board which is mandatorily required during the financial year.

(x) The Company and its subsidiaries have paid/payable, on a consolidated basis, the following fees:

a) The Company & its subsidiary, Sundrop Foods India Private Limited – INR 0.76 crores to its statutory auditors i.e. BSR and Co. (Registration No: 128510W) and all entities in the network firm/network entity, for all the services performed during the year.

Note: This excludes the amount disclosed in point (b) below.

b) Del Monte Foods Private Limited and Del Monte Foods India (North) Private Limited - INR 0.68 crores to its statutory auditors i.e. BSR and Co. (Registration no.: 128510W), for all the services performed during the year.

Note: This excludes the amount disclosed in point (a) above.

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

a. Number of complaints filed during the financial year - Nil
b. Number of complaints disposed off during the financial year - Nil
c. Number of complaints pending as on end of the financial year – Nil

(xii) Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/ companies in which directors are interested by name and amount'

No loans/advances in the nature of loans were given by the Company or by its subsidiaries to any firms/ companies in which directors are interested during the financial year ended March 31, 2026.

(xiii) Disclosure of Accounting Treatment

The Company has complied with the appropriate accounting policies and has ensured that they have been applied consistently. There have been no deviations from the treatment prescribed in the Accounting Standards. The Management reviews the accounting treatments adopted and wherever deviations noted, will be presented in the Financial Statements. A detailed report on material accounting policies is provided in the Annual Report.

(xiv) Disclosure on Website

Following information has been disseminated on the website of the Company at www.sundropbrands.com from time to time:

1. Details of Business of the Company
2. Memorandum of Association and Articles of Association
3. Brief profile of board of directors including directorship and full-time positions in body corporates
4. Terms and Conditions of appointment of Non-Executive Independent Directors
5. Composition of various Committees of Board of Directors
6. Code of Conduct for Board of Directors and Senior Management Personnel
7. Details of establishment of Vigil Mechanism/Whistle Blower Policy
8. Criteria of making payments to Non-Executive Directors
9. Policy on dealing with Related Party Transactions
10. Policy for determining 'Material Subsidiaries'
11. Details of familiarization programmes imparted to Non-Executive Independent Directors including number of programmes attended by Non-Executive Independent directors and number of hours spent by Non-Executive Independent directors in such programmes
12. Email address for grievance redressal and other relevant details
13. Policy for determination of materiality of events
14. Contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances
15. Financial information including:
    (i) Notice of meeting of the board of directors where financial results were discussed;
    (ii) Financial results, on conclusion of the meeting of the board of directors where the financial results were approved;
    (iii) Complete copy of the annual report including balance sheet, statement of profit and loss, directors report, corporate governance report, Business Responsibility Report etc;
16. Shareholding pattern
17. Schedule of analyst or institutional investor meet and presentations made by the Company. Audio/Video recordings and transcripts of the analyst calls.
18. new name and the old name of the listed entity for a continuous period of one year, from the date of the last name change
19. Newspaper Publications Copies for items specified in Regulation 47(1) of LODR Regulations
20. Credit ratings obtained by the Company
21. Financial Statements of its subsidiaries
22. Dividend Distribution Policy
23. Secretarial Compliance Report
24. Annual Return.
25. Employee Benefit Scheme Documents, excluding commercial secrets and such other information that would affect competitive position of the Company

(xv) Management

(i) The Management Discussion and Analysis Report as part of the Board's Report to the shareholders is provided in the Annual Report.

(ii) For the financial year ended March 31, 2026, your Company's Board has obtained affirmations from its Senior Management that there has been no material, financial and commercial transactions where they have personal interest as part of its "Code of Conduct" that may have a potential conflict with the interests of the Company at large.

(xvi)Shareholders Information

The quarterly results are sent to the stock exchanges on which the Company is listed and the same is also displayed on its web-site www.sundropbrands.com.

(xvii)Prohibition of Insider Trading

In compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time ("the PIT Regulations"), the Company had adopted a Policy for Code of Conduct to Regulate, Monitor and Report Trading by Insiders & Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information as per SEBI (Prohibition of Insider Trading) Regulations, 2015. The Policy provides for periodic disclosures and pre-clearance for dealing in Company's shares and prohibits such transaction by the Directors and specified employees while in possession of Unpublished Price Sensitive Information (UPSI) in relation to the Company and during the period when the Trading Window is closed. The Company has also formulated a policy on inquiry in case of leak of UPSI. The Company also maintains a Structured Digital Database as required under the PIT Regulations as amended.

(xviii)Share Transfer Committee

The present Members of the Committee are Company Secretary and Compliance Officer of the Company, and the General Manager of KFin Technologies Limited, the Registrar to an Issue and Share Transfer Agents. There were no physical share transfer requests received during the financial year 2025-26.

(xix) Legal Proceedings

There are some pending cases relating to disputes over title to shares, in which the Company has been had a party. These cases are, however, not material in nature.

(xx) Code of Conduct

Code of Conduct approved by the Board of Directors has been communicated to all Board Members and Employees of the Company and also posted on Corporate Governance link of the Company's web site, www.sundropbrands.com. As required under Chapter IV of the Listing Regulations all Board Members and Senior Management have affirmed compliance with the Code of Conduct of the Company.

Certificate of Compliance with the Code of Conduct for Board Members and Senior Management

To
The Members of Sundrop Brands Limited
(formerly known as Agro Tech Foods Limited)

I, Asheesh Kumar Sharma (DIN: 10602319), Executive Director & CEO of the Company, hereby certify that the Board Members and Senior Management have affirmed compliance with the Code of Conduct for Board of Directors and Senior Management for the financial year ended March 31,2026.

For **Sundrop Brands Limited**
(formerly known as Agro Tech Foods Limited)
Asheesh Kumar Sharma
Executive Director & CEO
DIN: 10602319

Place: Gurugram
Date : May 07, 2026

(xxi) CEO/ CFO CERTIFICATION

The CEO and CFO certification for the year ended March 31, 2026, has been annexed at the end of this Report. Similarly, the CEO and CFO have also given quarterly certification on financial results while placing the quarterly financial results before the Board in terms of Regulation 33(2) of the Listing Regulations.

(xxii) Certificate as required under Part C of Schedule V of the Listing Regulations, received from Mr. B V Saravana Kumar, Partner of Tumuluru & Company, Company Secretaries, that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed and/or continuing as Directors of the Company by the SEBI/MCA or any such statutory authority, was placed before the Board of Directors at their meeting held on May 07, 2026 and is set out as an Annexure to the end of this Report.

(xxiii) DETAILS OF AGREEMENTS PURSUANT TO REGULATION 30A OF LISTING REGULATIONS AND DISCLOSED UNDER CLAUSE 5A OF PARAGRAPH A OF PART A OF SCHEDULE III OF LISTING REGULATIONS :

During the financial year ended March 31, 2026, there were no agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company.

(xxiv) DETAILS OF MATERIAL SUBSIDIARIES OF THE LISTED ENTITY; INCLUDING THE DATE AND PLACE OF INCORPORATION AND THE NAME AND DATE OF APPOINTMENT OF THE STATUTORY AUDITORS OF SUCH SUBSIDIARIES

- Del Monte Foods Private Limited (DMFPL), the material wholly owned subsidiary of the Company, was incorporated on September 06, 2004, with its corporate office situated at Gurugram, Haryana, India and registered office at Secunderabad, Telangana. It's product line-up, including the Italian range, sauces, ketchup, dips and spreads, and beverages, complements the Company's product portfolio with focus on high-quality, innovative food solutions. This strategic transaction is expected to further enhance the Company's presence across retail and food services sectors, expanding its reach to traditional retail, modern retail, quick-service restaurants and food services customers.
- Details of Statutory Auditors of Del Monte Foods Private Limited:

a) Name of the Statutory Auditors: BSR and Co. (Registration no.:128510W), Chartered Accountants

b) Date of Appointment: August 05, 2025.

Note: The erstwhile Statutory Auditors of DMFPL, BSR & Co. LLP (Registration No. 101248W/W-100022) had resigned from the office with effect from August 05, 2025, to enable DMFPL to align their statutory auditors with the Company. Therefore, the Statutory Auditors of the Company being BSR and Co. (Firm Registration No. 128510W), Chartered Accountants, have been appointed as the Statutory Auditors of DMFPL with effect from August 05, 2025.

13. COMPLIANCE WITH NON-MANDATORY REQUIREMENTS

Discretionary requirements under Part E of Schedule II of the Listing Regulations are as under:

i) Chairperson of the Board

The Company had appointed Mr. Harsha Raghavan, Non-Executive Director, as the regular Chairperson with effect from May 19, 2025. Subsequently, the Board, in its meeting held on February 12, 2026, affected change at the office of the Chairperson and appointed Mr. Madhavan Karunakaran Menon, the Non- Executive Independent Director of the Company as its regular Chairperson with effect from April 01, 2026. The appointment has been made coterminous with his tenure as Non- Executive Independent Director of the Company.

ii) Shareholder rights

The quarterly, half-yearly and annual financial results of the Company are published in newspapers in compliance with the Listing Regulations and are also posted on the Company's website, www.sundropbrands.com. Significant events if any are also posted on this website under the 'INVESTOR RELATIONS' section.

iii) Separate posts of Chairperson and Chief Executive Officer

The Chairperson of the Company and the CEO are both different persons appointed in the Company to carry out individual responsibilities.

iv) Reporting of Internal Auditor

BDO India Services Private Limited, the Internal Auditors report(s) directly to the Audit Committee based on the inputs provided by the Management on their observations on a quarterly basis.

The Company has complied, to the extent applicable to it, and unless otherwise stated, with all the corporate governance requirements specified in Regulation 17 to 27 and Regulation 46(2) of the Listing Regulations, covering the Board of Directors, the Audit Committee, the Nomination and Remuneration Committee, the Stakeholders Relationship Committee, the Risk Management Committee, Vigil Mechanism, Related Party Transactions, obligations with respect to the Directors, Non-Executive Independent Directors and Senior Management, other Corporate Governance requirements and disclosures on the website of the Company.

14. AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

As required under Regulation 34(3) read with Part E Schedule V of the Listing Regulations, the statutory auditor's certificate that the Company has complied with the conditions of Corporate Governance is given as an Annexure to the Boards' Report.

Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification

In compliance with Regulation 17(8) read with Part B of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we, Asheesh Kumar Sharma, Executive Director & CEO and KPN Srinivas, Chief Financial Officer of Sundrop Brands Limited *(formerly known as Agro Tech Foods Limited)* ("the Company"), to the best of our knowledge and belief certify to the Board that:

a. We have reviewed the financial statements (standalone and consolidated) and the cash flow statements for the financial year ended 31st March 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. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year which are fraudulent, illegal or violative of the Company's code of conduct.

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

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

   i) Significant changes in internal control over financial reporting during the year financial year ended 31st March 2026;

   ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

   iii) Instances of significant 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 system over financial reporting.

For **Sundrop Brands Limited**
(formerly known as Agro Tech Foods Limited)

Asheesh Kumar Sharma
Executive Director & CEO
DIN: 10602319

KPN Srinivas
Chief Financial Officer

Place: Gurugram
Date: May 07, 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)

To,
The Members of
Sundrop Brands Limited
(Formerly known as Agro Tech Foods Limited)
31, Sarojini Devi Road, Secunderabad - 500 003, Telangana.

I, B V Saravana Kumar, Company Secretary in Practice (C. P. No. 11727), Partner of M/S. Tumuluru & Company have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Sundrop Brands Limited *(Formerly known as Agro Tech Foods Limited)* having CIN: L15142TG1986PLC006957 and having registered office at 31, Sarojini Devi Road, Secunderabad- 500 003, Telangana, India (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

In ~~my/~~our opinion and to the best of ~~my/~~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 ~~me/~~us by the Company & its officers, ~~I/~~We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended 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.

Sl. No.	DIN	Name of the Director	Designation	Date of appointment
1.	10602319	Asheesh Kumar Sharma	Executive Director & CEO	25.04.2024
2.	10619014	Rajesh Jain	Non-Executive Independent Director	17.07.2024
3.	03265301	Satish Premanand Rao	Non-Executive Independent Director	17.07.2024
4.	07144694	Richa Arora	Non-Executive Independent Director	17.07.2024
5.	01761512	Harsha Raghavan	Non-Executive Non-Independent Director	28.08.2024
6.	06442038	Manish Mehta	Non-Executive Non-Independent Director	28.08.2024
7.	10835891	Nitish Bajaj	Managing Director	25.11.2024
8.	00110827	Karamendra Daulet Singh	Non-Executive Independent Director	06.02.2025
9.	00008542	Madhavan Karunakaran Menon	Non-Executive - Independent Director	24.09.2025
10.	01228624	Ramit Bharti Mittal	Non-Executive-Non-Independent Director	24.09.2025
11.	00060917	Velloor Venkatakrishnan Ranganathan	Non-Executive-Non-Independent Director	24.09.2025

For **Tumuluru & Company**
Company Secretaries
Firm Regn. No. P1988AP052200

B V Saravana Kumar
Partner
ACS NO. 26944
C. P. No. 11727
UDIN: A026944G000371981
Peer Review Certificate: 7812/2026

Place : Hyderabad
Date : May 07, 2026

INDEPENDENT AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To,
The Members of
Sundrop Brands Limited (Formerly known as Agro Tech Foods Limited)
31, Sarojini Devi Road, Secunderabad – 500003, Telangana.

1. This certificate is issued in accordance with the terms of our engagement letter dated 15 October 2024.
2. We have examined the compliance of conditions of Corporate Governance by Sundrop Brands Limited *(formerly known as Agro Tech Foods Limited)* ("the Company"), for the financial year ended 31 March 2026, as stipulated in regulation 17 to 27, clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations")

Management's Responsibility

3. The compliance of conditions of Corporate Governance as stipulated under the Listing Regulations is the responsibility of the Company's Management including the preparation and maintenance of all the relevant records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of Corporate Governance stipulated in the Listing Regulations.

Auditor's Responsibility

4. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations for the financial year ended 31 March 2026.
6. We conducted our examination of the above corporate governance compliance by the Company in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) and Guidance Note on Certification of Corporate Governance both issued by the Institute of Chartered Accountants of India (the "ICAI"), in so far as applicable for the purpose of this certificate. The Guidance Note requires we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Performs Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction on Use

10. The certificate is addressed and provided to the Members of the Company solely for the purpose of enabling the Company to comply with the requirements of the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **B S R and Co**
Chartered Accountants
Firm's Registration No.: 128510W
Arpan Jain
Partner
Membership No.: 125710
UDIN: 26125710GPNJSM8658

Place: Gurugram
Date: 7 May, 2026

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING - FY 2025-26

SECTION A: GENERAL DISCLOSURES

1. I. **Details of the listed entity**

   1. **Corporate Identity Number (CIN) of the Listed Entity** - L15142TG1986PLC006957
   2. **Name of the Listed Entity** –Sundrop Brands Limited (formerly known as Agro Tech Foods Ltd.)
   3. **Year of Incorporation** - 1986
   4. **Registered Office address** - 31, Sarojini Devi Road, Secunderabad-500003, Telangana
   5. **Corporate Office address** - 15th Floor, Tower 'C', Building # 10, Phase II, DLF Cyber City, Gurgaon-122002
   6. **E-mail** - InvestorRedressal@sundropbrands.com
   7. **Telephone** - 91-40-66650240
   8. **Website** - www.sundropbrands.com
   9. **Financial year for which reporting is being done** –

	Start Date	End Date
Current Financial Year	April 1, 2025	March 31, 2026
Previous Financial Year	April 1, 2024	March 31, 2025
Prior to Previous Financial year	April 1, 2023	March 31, 2024

   10. **Name of the Stock Exchange(s) where shares are listed** – BSE Limited and National Stock Exchange of India Limited

Name of The Stock Exchange	Description of other stock exchange	Name of the Country
BSE Limited and National Stock Exchange of India Limited	NA	India

   11. **Paid-up Capital** – INR 37,69,68,530/-
   12. **Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRS Report** –

       Ms. Kavita-Company Secretary
       Telephone : 91-124-4593700
       E-mail: InvestorRedressal@sundropbrands.com

   13. **Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).**

       Disclosures made in this report are on a standalone basis for the Company.

       Current reporting boundary for the Company for BRSR does not include manufacturing facilities located at Krishnapatnam, Telangana and Alwar, Rajasthan. As they came into operation mid-year, the Company will be reporting key disclosure for these two facilities from next financial year.

   14. **Whether the company has undertaken reasonable assurance of the BRSR Core?** - Not Applicable
   15. **Type of Assurance Obtained** - Not Applicable

II. Products/services

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

Description of Main Activity	Description of Business Activity	% of Turnover of the Entity
FMCG (Fast moving consumer goods)	Sundrop Brands Limited (formerly known as Agro Tech Foods Limited) ("Sundrop Brands/ the Company") is engaged in the foods business which includes (i) manufacturing and sales of processed foods like Ready to Cook Snacks, Ready to Eat Snacks, Spreads & Dips, Breakfast Cereals and Chocolates Confectionery (ii) manufacturing and sales of Edible Oils etc.	100%

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

Product/Service	NIC Code	% of total Turnover Contributed
Other- Processed Food products	10799	60
Edible Oil(s)/Staples	10402	40

III. Operations

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

Location	Number of plants	Number of offices	Total
National	6	4	10
International	1	1	2

19. Markets served by the entity:

i. Number of locations

Locations	Number
National (No. of States)	28 (Pan-India)
International (No. of Countries)	4 (Bangladesh, Bhutan, Sri Lanka, Nepal)

ii. What is the contribution of exports as a percentage of the total turnover of the entity?

The contribution of exports is 0.04% of total turnover of the entity.

iii. A brief on types of customers

Sundrop Brands operates across five key consumer product categories, including Ready-to-Cook snacks, Ready-to-Eat snacks, Spreads, Breakfast Cereals, and Edible Oils. The Company has an extensive distribution network and a broad supplier base, serving approximately 1,170 distributors who in turn cater to around 4,93,000 retailers, along with modern trade, e-commerce platforms, canteen stores departments, and canteens serving paramilitary personnel. The Company has also adopted a sales force automation tool and is now covering approx 3,75,000 outlets that are being tracked on mobile app to drive all productivity and performance measures"of its sales function.

IV. Employees

20. Details as at the end of Financial Year 2025-26

i. Employees (including differently abled)

		Male		Female	
Particulars	Total (A)	No. (B)	% (B/A)	No. (C)	% (C/A)
Permanent (E)	423	391	92.43	32	7.57
Other than Permanent (F)	419	411	98.09	8	1.90
Total employees (E+F)	**842**	**802**	**95.25**	**40**	**4.75**

ii. Workers (including differently abled)

		Male		Female	
Particulars	Total (A)	No. (B)	% (B/A)	No. (C)	% (C/A)
Permanent (E)	564	553	98.05	11	1.95
Other than Permanent (F)	392	252	64.29	140	35.71
Total workers (E+F)	**956**	**805**	**84.21**	**151**	**15.79**

iii. Differently abled Employees

		Male		Female	
Particulars	Total (A)	No. (B)	% (B/A)	No. (C)	% (C/A)
Permanent (E)	0	0	0	0	0
Other than Permanent (F)	0	0	0	0	0
Total employees (E+F)	0	0	0	0	0

iv. Differently abled Workers

		Male		Female	
Particulars	Total (A)	No. (B)	% (B/A)	No. (C)	% (C/A)
Permanent (E)	0	0	0	0	0
Other than Permanent (F)	0	0	0	0	0
Total workers (E+F)	0	0	0	0	0

21. Participation/Inclusion/Representation of women

Particulars	Total (A)	No. of Female (B)	% (B/A) of Females
		No. (B)	% (B/A)
Board of Directors*	11	1	9.09%
Key Managerial Personnel**	4	1	25.00%

*Board of Directors comprises of the Group Managing Director and Executive Director & CEO of the Company.

** Key Managerial Personnel comprises of the Group Managing Director, Executive Director & CEO, Chief Financial Officer and Company Secretary& Compliance Officer.

22. Turnover rate for permanent employees and workers

	FY 2025-26		FY 2024-25		FY 2023-24	
	Permanent Employees	Permanent Workers	Permanent Employees	Permanent Workers	Permanent Employees	Permanent Workers
Male %	24%	9%	19.85%	6.94%	29.45%	15.06%
Female %	16%	9%	1.18%	0%	1.97%	0.65%
Total %	**40%**	**18%**	**21.03%**	**6.94%**	**31.42%**	**15.71%**

V. Holding, Subsidiary & Assoc. Companies (including joint ventures)

23. Names of holding / subsidiary / associate companies / joint ventures

S.No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Entity indicated at col A, participate in the Business Responsibility initiatives of the listed entity?
1.	CAG- Tech (Mauritius) Limited	Holding	NA	No
2.	Del Monte Foods Private Limited	Wholly owned Subsidiary	100	No
3.	Sundrop Foods India Private Limited	Wholly owned Subsidiary	100	No
4.	Agro Tech Foods (Bangladesh) Private Limited	Foreign Subsidiary	99.99	No
5.	Sundrop Foods Lanka (Private) Limited	Foreign Subsidiary	100	No
6.	Del Monte Foods India (North) Private Limited	Step- down Subsidiary	NA	No

VI. CSR Details

24. Enter details for Corporate Social Responsibility (CSR)

i. Whether CSR is applicable as per section 135 of Companies Act, 2013

Yes, CSR is applicable as per Section 135 of the Companies Act, 2013

ii. Turnover (In INR)

882.17 Crores for FY 2025-26

iii. Net worth (In INR)

1,477.65 Crores for FY 2025-26

VII. Transparency and Disclosures Compliances

25. Complaints on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct.

Stakeholder group from whom the complaint is received	Grievance Redressal Mechanism in place	Web-link for grievance redress policy	FY 2025-26			FY 2024-25		
			No. of complaints filed during current year	No. of complaints pending resolution at close in current year	Remark	No. of complaints filed during current year	No. of complaints pending resolution at close in current year	Remarks
Communities	Yes	https://www.sundropbrands.com/grievance-redressal.aspx	0	0	None	0	0	None
Shareholders	Yes	https://www.sundropbrands.com/grievance-redressal.aspx	459	0	None	389	0	None
Investors (other than shareholders)	Yes	https://www.sundropbrands.com/grievance-redressal.aspx	0	0	None	0	0	None
Employees and workers	Yes	https://www.sundropbrands.com/grievance-redressal.aspx	0	0	None	0	0	None
Customers	Yes	https://www.sundropbrands.com/grievance-redressal.aspx	0	0	None	0	0	None
Value Chain Partners	Yes	https://www.sundropbrands.com/grievance-redressal.aspx	0	0	None	0	0	None

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

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

Sl. No.	Material issue identified	Indicate whether risk or opportunity	Rationale for identifying the risk/ opportunity	Approach to adapt or mitigate	Positive/ Negative Implications
1.	GHG Emissions & Climate Change	Risk	Sundrop Brands'operates six manufacturing plants across climate-vulnerable regions. Processing-intensive operations generate significant Scope 1 and 2 emissions. BRSR Core reasonable assurance became mandatory for top 1,000 companies in FY25-26, requiring verified GHG accounting. India's net-zero 2070 commitment creates investor scrutiny on decarbonization. Failure to demonstrate emission reduction could impact access to green financing.	Establishing Scope 1, 2, and 3 GHG inventory across all plants aligned with GHG Protocol, using FY25-26 as baseline. Developing science-based emission reduction targets for short-, medium- and long-term for validation through Science Based Targets initiative. Implementing energy efficiency measures including variable frequency drives, waste heat recovery, and thermal insulation upgrades. Initiating renewable energy installations at Telangana plant. Engaging logistics partners on cleaner fuel adoption. Obtaining BRSR Core assurance.	Negative: Transition costs for renewable installations, efficiency upgrades, and carbon accounting systems. Potential carbon tax liability if pricing mechanisms implemented. Positive: Energy cost savings through efficiency measures. Access to green financing at favorable rates. Enhanced investor appeal from ESG-focused capital.
2.	Waste Management	Opportunity	Sundrop Brands' diverse portfolio generates multiple waste streams including refining residues, packaging materials, and food processing by-products. Gujarat and Telangana plants are in industrial clusters enabling waste-to-value collaborations. Strengthened EPR regulations mandate demonstrable recycling targets. Bio-waste valorization can generate revenue while reducing compliance costs.	Not applicable—this is an opportunity to be pursued	Positive: Revenue generation from waste valorization of refining residues. Avoided landfill costs. Packaging recycling offsets EPR compliance expenses. Improved brand perception enables premium positioning. Circular economy initiatives attract impact investors and positive ESG ratings.
3.	Water Management	Risk	Sundrop Brands' plants in Gujarat, Telangana, and UP face acute water stress. Gujarat's central-east region experiences severe drought. Telangana's groundwater crisis deepens—study by Telangana Rythu Commission and University of Hyderabad (January 2026) warns of Day Zero threat by 2034 with groundwater levels projected to decline 68%. Edible oil refining and food processing are water-intensive. Communities surrounding plants	Conducting water risk assessments at Gujarat, Telangana, and UP plants using WRI Aqueduct tool. Developing water reduction targets aligned with context-based water stewardship principles. Undertaking process and application-level water consumption at the facilities. Transitioning to dry cleaning and water-efficient	Negative: Capital investment for ZLD systems, water recycling infrastructure, and rainwater harvesting. Increased operational costs for maintenance and monitoring. Risk of production shutdowns if permits suspended.

Sl. No.	Material issue identified	Indicate whether risk or opportunity	Rationale for identifying the risk/ opportunity	Approach to adapt or mitigate	Positive/ Negative Implications
			compete for scarce groundwater. Regulatory authorities tightened abstraction permits in FY25-26.	systems. Upgrading effluent treatment systems toward zero liquid discharge at critical locations. Engaging communities through watershed management projects. Appointing water stewardship champions at each plant.	Positive: Reduced water purchase and effluent disposal costs. Avoided regulatory penalties and community conflicts protecting license to operate. Enhanced reputation in water-stressed regions.
4	Energy Management	Opportunity	Sundrop Brands' six facilities present opportunities for renewable energy adoption and efficiency optimization. India's updated NDCs for 2030 and state-level renewable purchase obligations create enabling policy. Gujarat and Telangana plants benefit from favorable solar irradiation. Declining solar costs make investments viable.	Not applicable—this is an opportunity to be pursued	Positive: Renewable energy adoption reduces electricity costs. Energy efficiency measures deliver savings with short payback periods. Access to concessional green financing and accelerated depreciation benefits. Improved operational resilience against grid disruptions and fuel price volatility. Enhanced ESG scores improving access to institutional capital.
5	Employees Health & Safety	Risk	Six facilities with diverse processes—oil refining at high temperatures, automated packaging, chemical handling—expose workers to heat stress, machinery accidents, and chemical hazards. Summer 2025 saw record temperatures in Gujarat and Telangana. Assam plant faces recurring monsoon floods. OSH Code implementation progresses at state level, raising compliance standards. BRSR Core mandates LTIFR disclosure with reasonable assurance.	Developing comprehensive safety management systems aligned with ISO 45001 framework. Conducting regular HIRA exercises with worker participation. Installing/upgrading machine guarding and safety interlocks. Addressing heat stress through enhanced ventilation, hydration protocols, and work schedule adjustments. Providing health check-ups to employees and contractors; establishing occupational health facilities at major plants. Conducting safety training in regional languages with competency verification.	Negative: Investment for H&S management systems and certifications, PPE provisioning, medical facilities, and safety upgrades. Annual compliance and training costs. Potential liabilities from workplace accidents including compensation and legal costs. Positive: Reduced absenteeism and improved productivity. Lower insurance premiums through improved safety record. Enhanced employer brand attracting quality talent. Avoided

Sl. No.	Material issue identified	Indicate whether risk or opportunity	Rationale for identifying the risk/ opportunity	Approach to adapt or mitigate	Positive/ Negative Implications
				Implementing digital incident reporting enabling anonymous near-miss reporting. Constituting safety committees with worker representatives empowered to halt unsafe operations.	regulatory penalties and reputational damage.
6	Human Rights	Risk	Sundrop Brands' procures from MSMEs and small producers (24% direct procurement per FY25 and 25% per FY26), creating exposure to labour rights risks in agricultural supply chains—particularly peanut sourcing in Gujarat and Andhra Pradesh. Seasonal agricultural workers from marginalized communities face wage violations and unsafe conditions. India's ILO convention ratification and emerging global supply chain due diligence standards create rising scrutiny. Inadequate grievance mechanisms could trigger ESG index exclusions.	Developing Human Rights Policy aligned with UN Guiding Principles on Business and Human Rights. Conducting salient human rights impact assessments at the Company-owned and leased premises and gradually extend in high-risk sourcing regions using ILO indicators—prioritizing Gujarat and Andhra Pradesh agricultural clusters. Implementing supplier code covering prohibition of child/ forced labour, living wages, safe conditions, and freedom of association. Conducting third-party audits of Tier-1 agricultural aggregators. Establishing accessible grievance mechanism via multilingual helpline. Providing capacity building to suppliers on labour rights. Mapping Tier-2 and Tier-3 suppliers for high-risk commodities.	Negative: Supply chain auditing and remediation costs covering assessments and capacity building. Potential premium pricing for certified ethical suppliers. Risk of supply disruptions if non-compliant suppliers suspended. Positive: Reduced reputation risk protecting brand value. Access to ethical investment funds and positive ESG ratings. Enhanced supplier loyalty and quality through fair practices. Improved community relations supporting license to operate.
7	Labour Practices	Risk	Food processing faces scrutiny over fair wages, working hours during peak seasons, and freedom of association. Telangana and Gujarat plants face unionization pressures. Gender diversity remains low in manufacturing. Labour	Conducting living wage gap analysis benchmarking against credible methodologies for all locations. Ensuring compliance with	Negative: Incremental cost for wage gap bridging, enhanced benefits, and HR system upgrades. Gender diversity initiatives

Sl. No.	Material issue identified	Indicate whether risk or opportunity	Rationale for identifying the risk/ opportunity	Approach to adapt or mitigate	Positive/ Negative Implications
			Codes implementation at state level introduces new compliance obligations. BRSR Core assurance mandates verified disclosure of workforce composition, wages, and turnover.	minimum wage notifications, PF, ESI, and statutory benefits through regular internal audits. Implementing transparent performance management with clear advancement criteria. Developing gender diversity initiatives including safe transportation, separate facilities, and mentorship programs. Strengthening works committees where applicable. Providing skill development opportunities across workforce. Conducting employee engagement surveys with action planning.	requiring facility and transportation investments. Potential legal costs if labour disputes arise. Positive: Improved retention reducing recruitment and training costs. Enhanced productivity through engaged workforce. Reduced labour unrest protecting production continuity. Better talent acquisition supporting growth plans. Positive ESG ratings attracting long-term investors.
8	Climate Change	Risk	Sundrop Brands' agricultural sourcing faces acute climate vulnerability. Assam sources from flood-prone regions—2025 witnessed severe flooding affecting 20+ districts. Gujarat peanut sourcing exposed to intensifying heat and drought—summer 2025 exceeded historical averages. Vegetable supply affected by extreme weather causing persistent volatility. UN ESCAP (2025) categorizes India among high-risk nations for agricultural impact. Smallholder suppliers have limited adaptive capacity.	Developing climate adaptation strategy for agricultural supply chains: diversifying sourcing geographies for critical commodities across multiple states; Building strategic inventory buffers for volatile commodities. Diversifying supplier base to reduce geographic concentration. Exploring controlled environment agriculture partnerships for critical inputs. Engaging government and industry bodies on farmer adaptation support. In the process of assessing and disclosing climate risks at the facility and key sourcing locations with TCFD-aligned reporting	Negative: Crop yield losses increase raw material costs during extreme weather years. Increased commodity price volatility requiring working capital buffers. Supply chain adaptation investments for diversification and insurance. Production disruptions at vulnerable locations. Positive: Climate-resilient sourcing provides competitive advantage through supply security. Early adaptation creates cost leadership when competitors face shortages. Diversified sourcing hedges regional climate risks.
9	Supply Chain Management	Opportunity	Sundrop Brands' diversified portfolio enables supplier consolidation, logistics efficiency, and procurement leverage. VOPPA Order 2025 mandates	Not applicable—this is an opportunity to be pursued	Positive: Procurement synergies generating cost savings through volume leverage and supplier consolidation.

Sl. No.	Material issue identified	Indicate whether risk or opportunity	Rationale for identifying the risk/ opportunity	Approach to adapt or mitigate	Positive/ Negative Implications
			monthly reporting — SBL's compliance infrastructure creates foundation for data-driven supply chain management. National Logistics Policy implementation enables cost optimization. Retailers and e-commerce platforms demand end-to-end transparency on sourcing and sustainability.		Logistics optimization across categories reducing distribution costs. Shared quality and sustainability infrastructure lowering audit and compliance costs. Traceability systems enabling premium positioning. Enhanced supplier partnerships improving payment terms and working capital.
10	Consumer Welfare	Opportunity	Sundrop Brands' portfolio addresses health-conscious buyers, convenience seekers, and nutrition-focused consumers. Consumer awareness of nutrition and sustainability reached new heights in FY25-26. FSSAI strengthens regulations on labeling, trans-fats, and front-of-pack standards. E-commerce growth requires sophisticated digital engagement. Rising consumer activism demands substantiated sustainability claims.	Not applicable—this is an opportunity to be pursued	Positive: Premium pricing for health-positioned and transparent products generating margin improvement. Reduced consumer complaints and recalls protecting brand equity. Enhanced loyalty through quality increasing& repeat purchases. E-commerce channel growth expanding addressable market. Innovation pipeline addressing nutrition needs capturing market share gains. Negative: Compliance and quality system costs for testing, certifications, and grievance management.
11	Raw Material Sourcing	Risk	Sundrop Brands' sources significant inputs locally, creating dependency on climate-vulnerable agricultural output. India imports 60%+ vegetable oil—geopolitical tensions and sustainability regulations affect global supply. Gujarat peanut production faces worsening drought with 2026 kharif season threatened. Vegetables experience extreme volatility from	Diversifying commodity sourcing including establishing newer domestic (and international, if required) relationships for edible oils and implementing multi-region domestic sourcing for peanuts and vegetables. Developing commodity risk management framework for volatile commodities. Expanding farmer partnerships through contract farming models providing input	Negative: Price volatility in edible oils causing procurement cost fluctuations. Climate-induced crop failures requiring spot purchases at premiums. Smallholder supplier development costs. International sourcing exposes to forex risks. Inventory

Sl. No.	Material issue identified	Indicate whether risk or opportunity	Rationale for identifying the risk/ opportunity	Approach to adapt or mitigate	Positive/ Negative Implications
			crop failures. Farmers face input cost inflation amid subsidy constraints. Many lack access to climate-resilient varieties.	support, agronomic advisory, and assured buyback. Promoting climate-resilient agricultural practices through demonstration farms. Enhancing supplier assessment criteria including climate risk and ESG performance. Building strategic commodity inventory to buffer disruptions. Investing in supplier development programs for MSME partners. Exploring backward integration opportunities for strategic commodities. Monitoring crop conditions through satellite imagery and weather analytics.	holding costs for strategic buffers. Positive: Long-term farmer partnerships provide procurement cost advantage vs. spot markets. Diversified sourcing reduces supply disruption risks protecting revenue. Sustainable sourcing claims enable premium positioning. Local sourcing supports community relations and reduces logistics costs.
12	Innovation	Opportunity	Consumer preferences toward health, convenience, and sustainability create product innovation opportunities. Key avenues: fortified oils addressing India's dual burden of malnutrition and rising NCDs; sustainable packaging responding to EPR regulations; plant-based alternatives; AI-driven personalization through e-commerce. Sundrop Brands'heritage in nutritional innovation can extend to functional foods. Investors reward innovation-led growth with R&D intensity featuring in valuations.	Not applicable—this is an opportunity to be pursued	Positive: New product launches targeting health and sustainability generating incremental revenue. Fortified and functional foods command premium pricing. Sustainable packaging differentiates brands capturing conscious consumer segment. Digital innovation driving channel growth. R&D efficiency reducing time-to-market. Innovation pipeline attracts growth investors supporting valuation. Negative: R&D investment requirements. Product development failures and market testing costs. Capital investment for pilot facilities.
13	Business Ethics	Risk	Sundrop Brands' operates across six states with procurement from thousands of smallholder farmers and MSMEs, creating corruption	Developing— and regularly reviewing— standalone Anti-Corruption and Anti-Bribery Policy aligned with global best practices.	Negative: Compliance program costs for training, systems, and audits. Investigation

Sl. No.	Material issue identified	Indicate whether risk or opportunity	Rationale for identifying the risk/ opportunity	Approach to adapt or mitigate	Positive/ Negative Implications
			risks in government permits, supplier payments, and certifications. VOPPA monthly reporting creates audit trails but administrative complexity. Anti-corruption enforcement intensified in FY25-26 with high-profile food sector cases. Ethics breaches attract SEBI penalties, debarment, and reputational damage.	Mandating annual Code of Conduct acknowledgment from employees, suppliers, and partners. Providing anti-corruption training to procurement, sales, and regulatory liaison staff. Strengthening whistleblower mechanism extending to suppliers and contractors via third-party operated multilingual helpline with anonymity protection; Board Audit Committee reviewing all complaints. Conducting forensic audits of high-risk transactions. Maintaining gifts and hospitality register with pre-approval workflows. Engaging external forensic auditors for periodic program effectiveness reviews.	and remediation expenses for ethics violations. Potential revenue loss if corrupt practices discovered requiring relationship termination. Positive: Avoided corruption-related penalties, legal costs, and debarments. Protected brand reputation. Enhanced access to ethical investment funds and government contracts. Improved stakeholder trust reducing transaction costs. Strong governance supporting credit ratings.

SECTION B: MANAGEMENT & PROCESS DISCLOSURES

The National Guidelines for Responsible Business Conduct (NGRBC), as prescribed by the Ministry of Corporate Affairs, advocate nine principles (P1–P9) as given below:

Principle	Description
P1	Businesses should conduct and govern themselves with integrity in a manner that is ethical, transparent and accountable
P2	Businesses should provide goods and services in a manner that is sustainable and safe
P3	Businesses should respect and promote the well-being of all employees, including those in their value chains
P4	Businesses should respect the interests of and be responsive towards all its stakeholders
P5	Businesses should respect and promote human rights
P6	Businesses should respect, protect and make efforts to restore the environment
P7	Businesses when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent
P8	Businesses should promote inclusive growth and equitable development
P9	Businesses should engage with and provide value to their consumers in a responsible manner

Policy and management processes	P 1	P 2	P3	P4	P5	P6	P7	P8	P9
1(a). Whether policies cover each principle and its core elements (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
1(b). Has the policy been approved by the Board? (Yes/No)	The policies are approved by the Board of Directors of the Company. Implementation of policy decisions is carried out by the Management.								
1(c). Web link of the policies, if available	Policies which are internal to the Company are available on the intranet portal of the Company. Other policies are available on the website of the Company : https://www.sundropbrands.com/code-of-conduct.aspx								
2. Whether the entity has translated the policy into procedures (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3. Do the enlisted policies extend to value chain partners? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4. Name the national and international codes/ certifications/ labels/ standards adopted and mapped to each principle	The Company is in the process of acquiring applicable certificates and labels and will report in subsequent reporting cycles.								

1. Specific commitments, goals and targets set by the entity with defined timelines, if any.

Specific commitments, goals, and targets set by the entity	The Company is in the process of finalizing relevant goals and targets for the Company's highly material ESG concerns and will report the in subsequent reporting cycles.
Performance of the entity against specific commitments, goals, and targets along with reasons in case the same are not met.	Performance against the committed goals and targets will be publicly reported after the Board approval in the subsequent reporting cycles.

GOVERNANCE, LEADERSHIP AND OVERSIGHT

2. Statement by director responsible for the business responsibility report, high lighting ESG related challenges, targets and achievements.

Our BRSR report in line with the Securities Exchange Board of India (SEBI) guidelines aligned with the National Guidelines for Responsible Business Conduct underscores our commitment to conducting business with integrity, transparency and by adopting ethical practices.

Our governance framework emphasizes on our core value of integrity, transparency and ensuring accountability across all stakeholders. Our intent and focus are to deliver high quality healthy food products while promoting optimum utilisation of resources, waste management and environmental protection across our operations and partnerships.

Sustainability is deeply embedded in our strategy and day-to-day operations. We focus on key priorities such as sustainable packaging, responsible sourcing, and water stewardship, ensuring that our growth is balanced with environmental responsibility. We work closely with our value chain partners, to promote responsible practices and ensure enduring resilience.

Our Employees are central to our growth, and we prioritise their well- being and inclusivity. We prioritise nurturing internal talent, building leadership capabilities, and creating opportunities for continuous learning, growth and future-oriented association with the Company. Our approach is complemented by a strong focus on employee well-being, health and safety, diversity, equity, and inclusion, fostering a supportive and high-performance work culture.

Driven by innovation, technology, and collaboration, we continue to strengthen our sustainability journey—aiming to create long-term value for all stakeholders while contributing to a healthier, more inclusive, and sustainable future.

3. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).

The Board of Directors of the Company, as the highest authority of the Company, holds the ultimate responsibility of overseeing the Business Responsibility policy(ies).

The Functional Heads at respective locations are responsible for ensuring implementation and adherence of the Sustainability Policies of the Company within their respective areas of operation and further their effective communication to the employees.

4. Does the entity have a specified Committee of the Board/ Director responsible for decision making on Sustainability related issues? If yes, provide details

The Corporate Social Responsibility Committee of the Board of Directors of the Company is entrusted with decision making on CSR activities and further oversight of Business Responsibility policy(ies).

5. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board / Any other Committee								
	P 1	P 2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow-up action	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes

*As a process, the BRSR is reviewed & noted by the CSR Committee of the Company for further recommendation to the Board of Directors of the Company.

6. Has the entity carried out independent assessment/evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide the name of the agency.

P 1	P 2	P3	P4	P5	P6	P7	P8	P9
No, We periodically (usually on a quarterly basis) conduct internal audits of our policies and evaluate and monitor any gaps found in the implementation of these policies.								

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

PRINCIPLE 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	% of persons in respective category covered by the awareness programmes
Board of Directors	1	The following topics were covered under 100% the training Program(s): Sustainable sourcing and knowledge on commodity management, commodity markets and other important factors like Nature of commodities, basics of commodity markets behaviour, supply demand matrix, exposure control and risk management.	100%
Key Managerial Personnel	2	The following topics were covered under the training Program(s): 1. POSH 2. Awareness/ update session on Policy on Gifts, Donations & Whistle Blower	100%
Employees other than BoD and KMPs	2	TThe following topics were covered under the training Program(s): 1. POSH 2. Awareness/ update session on Policy on Gifts, Donations & Whistle Blower	100%
Workers	2	The following topics were covered under the training Program(s): 1. POSH 2. Awareness/ update session on Policy on Gifts, Donations & Whistle Blower	100%

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

i. Monetary: Penalty/ Fine

NGRBC Principle	Name of the Regulatory/ enforcement agencies/ judicial institutions	Amount (₹)	Brief of the case	Has an appeal been preferred?
NIL				

ii. Monetary: Settlement

NGRBC Principle	Name of the Regulatory/ enforcement agencies/ judicial institutions	Amount (₹)	Brief of the case	Has an appeal been preferred?
NIL				

iii. Monetary: Compounding fee

NGRBC Principle	Name of the Regulatory/ enforcement agencies/ judicial institutions	Amount (₹)	Brief of the case	Has an appeal been preferred?
NIL				

iv. Non-Monetary: Imprisonment

NGRBC Principle	Name of the Regulatory/ enforcement agencies/ judicial institutions	Brief of the case	Has an appeal been preferred?
NIL			

v. Non-Monetary: Punishment

NGRBC Principle	Name of the Regulatory/ enforcement agencies/ judicial institutions	Brief of the case	Has an appeal been preferred?
NIL			

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

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
NA	

4. Does the entity have an anti-corruption policy or anti-bribery policy?

The Company is committed to upholding the highest standards of integrity, transparency, and ethical conduct across its operations. The principles of the anti-corruption and anti-bribery are firmly embedded within the Code of Conduct ("Code") of the Company, which is applicable to all its Employees, Directors, Key Managerial Personnel (KMP) and third parties/ vendors.

The Code mandates clear expectations for ethical behavior and business practices; mandates strict adherence to laws and regulations. It reinforces zero tolerance approach towards bribery, corruption, fraud, and conflicts of interest, while promoting fair, honest and responsible dealings with all stakeholders thereby ensuring compliance with applicable laws.

In addition, the Code established structured mechanisms for reporting unethical practices or concerns, including provisions for maintaining confidentiality and protection against retaliation. Regular communication and awareness sessions help ensure that employees understand and comply with the standards. Through these measures, the Company fosters a strong culture of accountability, integrity and transparency across all its value chain.

The Code is periodically reviewed to align with evolving regulatory requirements and industry best practices. Code of Conduct is available at : https://www.sundropbrands.com/code-of-conduct.aspx

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

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

6. Details of complaints with regard to conflict of interest

	FY 2025-26		FY 2024-25	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of conflict of interest of the directors	0	NA	0	NA
Number of complaints received in relation to issues of conflict of interest of the KMPs	0	NA	0	NA

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

During the reporting period, no instances of fines, penalties, or actions by regulatory or judicial authorities related to corruption or conflict of interest were identified.The Company continues to maintain a strong governance framework supported by its Code of Conduct, anti-corruption measures, and internal controls to prevent such occurrences. Regular monitoring and awareness initiatives are undertaken to ensure ongoing compliance and ethical business practices.

8. **Number of days of accounts payables ((Accounts payable *365) / Cost of goods/services procured).**

Particulars	2025-26	2024-25
Number of days of accounts payables	68	74

LEADERSHIP INDICATORS

1. **Awareness programmes conducted for value chain partners on any of the principles during the financial year.**

We engage with our value chain partners from time to time. We collaborate with our suppliers for sourcing quality and sustainable raw material. We educate retailers and wholesalers on various regulatory restrictions on food packaging and labelling, advertising, and promotion. The Company does not have any formal supplier awareness program as of now, though the Company is in process of formally adopting a supplier engagement program which includes the awareness on the principles of BRSR and will be reporting the same from next financial year.

2. **Does the entity have processes in place to avoid / manage conflict of interests involving members of the Board?**

Yes, the Company has a Policy on Related Party Transactions (RPTs), approved by the Board of Directors at the recommendation of its Audit Committee, to identify, deal with and manage conflicts of interest with related parties. The policy is available on the Company's website at:
https://www.sundropbrands.com/pdf/code-of-conduct/PolicyonMaterialityofRelatedPartyTransactionsandondealingwithRelatedPartyTransactions.pdf

All related party transactions are undertaken at an arm's length basis and are subject to prior approval/ ratification of the Audit Committee as applicable. There were no materially significant transactions during the year that could have resulted in a conflict of interest.

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

ESSENTIAL INDICATORS (Mandatory)

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

	FY 2025-26	FY 2024-25**	Details of improvements in environmental and social impacts
R&D	0%	0%	NA
Capex	16.53%	36.05%	NA

** We have identified R&D and CAPEX investments that demonstrate Company's efforts to improve environmental and social impacts of our products. We had earlier reported these metrics as Zero. However, after re-assessment of the investments we have estimated the same.

2. **Does the entity have procedures in place for sustainable sourcing? What percentage of inputs were sourced sustainably?**

Yes, the Company has formally adopted a structured approach towards sustainable sourcing, which came into enforcement in the last quarter of the current reporting cycle. The Company now seeks declaration on ESG parameters (policies, procedures and performance) contextualized for different vendor types (MSME, SME, Service Providers and Labour Contractors), covering aspects such as ethical practices, regulatory compliance, and environmental and social responsibilities. Through such a well-defined supplier assessment, engagement and governance mechanisms, the Company aims to strengthen sustainable procurement of raw materials and services. Furthermore, sustainability expectations are communicated to suppliers through contractual agreements. Additionally, the Company encourages sourcing from local suppliers, wherever feasible, to support local communities and enhance supply chain efficiency. These measures collectively strengthen responsible sourcing practices across the value chain.

If yes, What percentage of inputs were sourced sustainably?

As the Company has recently implemented the sustainable sourcing programme, the Company will disclose this metric in the following financial year.

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

i. Plastic (including packaging)

ii. E-waste

iii. Hazardous waste

iv. Other waste

The Company adopts a structured approach towards waste management, focusing on responsible disposal and recycling mechanisms. Plastic waste is managed in accordance with Extended Producer Responsibility (EPR) requirements and is channelized through authorized and certified recyclers to ensure environmentally sound processing.

For other waste streams, including food waste, the Company engages authorized vendors for collection and promotes its utilizationin value-added applications such as animal feed and other industrial uses, thereby minimizing landfill disposal. The Company continues to enhance its waste management practices by strengthening traceability, encouraging responsible disposal, improving traceability, and aligning with regulatory requirements and circular economy principles.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards?

Yes, Extended Producer Responsibility (EPR) is applicable to the Company and is in line with CPCB guidelines. We completed 100% EPR compliance as per Central Pollution Control Board (CPCB) compliance of post-consumer plastic waste across India. The waste collection plan is in line with the EPR plan and targets.

Category	Category 1 (MT)	Category 2 (MT)	Category 3 (MT)
Recycling	491	537	10
EOL (End of Life)	328	806	15

Note: These aforementioned quantum represent the targets imposed by the CPCB.

Leadership Indicators

1. Has the Company conducted Life Cycle Perspective/Assessments (LCA) for its products /services?

No. We have not conducted Life Cycle Perspective/Assessments (LCA) for any of our products. We have undertaken the exercise to identify the SKUs for which we will be undertaking a thorough cradle to grave study as per ISO-14067:2018

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same

Name of Product / Service	Description of the risk / concern	Action Taken
NA	NA	NA

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Indicate input material	FY 2025-26	FY 2024-25
NA	0%	0%

Note: As per FSSAI norms, only rPET is allowed for food packaging. The Company has undertaken trial studies to check the feasibility for market deployment.

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format.

	FY 2025-26			FY 2024-25		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	-	1038	1149	NIL	768	1241
E-waste	Note: The Company does not manufacture products that generate end-of-life e-waste, hazardous waste, or other applicable waste streams; accordingly, these disclosures are not applicable.					
Hazardous waste						
Other waste						

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
NIL	NIL

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

Essential Indicators

1. Details of measures for the well-being of employees and workers.

a. i. % of employees covered

Category	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day care facilities	
		No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F/A)
		Permanent employees									
Male	391	391	100.00%	391	100.00%	0	0.00%	391	100.00%	0	0.00%
Female	32	32	100.00%	32	100.00%	32	100.00%	0	0.00%	0	0.00%
Total	**423**	**423**	**100.00%**	**423**	**100.00%**	**32**	**7.56%**	**391**	**92.44%**	**0**	**0.00%**
Other than Permanent employees											
Male	411	0	0	0	0	0	0	0	0	0	0
Female	8	0	0	0	0	0	0	0	0	0	0
Total	**419**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**

Other than Permanent employees, there are employees that are contracted via third party and the responsibility related to the information shared above lies with the contractor. The Company ensures that the contractors meet the statutory requirements like Provident Fund, Employees' State Insurance (ESI), Workman's Compensation and Welfare Contribution.

b. i. % of workers covered

Category	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day care facilities	
		No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F/A)
		Permanent employees									
Male	553	553	100.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Female	11	11	100.00%	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Total	**564**	**564**	**100.00%**	**0**	**0.00%**	**0**	**0.00%**	**0**	**0.00%**	**0**	**0.00%**
Other than Permanent workers											
Male	252	0	0	0	0.00%	0	0.00%	0	0	0	0.00%
Female	140	0	0	0	0.00%	0	0.00%	0	0	0	0.00%
Total	**392**	**0**	**0**	**0**	**0.00%**	**0**	**0.00%**	**0**	**0**	**0**	**0.00%**

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format:

	FY 2025-26 (in INR Crore)	FY 2024-25 (in INR Crore)
i. Cost incurred on wellbeing measures (well-being measures means well-being of employees and workers (including male, female, permanent and other than permanent employees and workers)	2.64	2.82
ii. Total revenue of the company	882.17	792.95
iii. Cost incurred on wellbeing measures as a % of total revenue of the company	0.30%	0.36%

2. Details of retirement benefits.

	FY 2025-26			FY 2024-25		
Benefits	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	100%	Yes	100%	100%	Yes
Gratuity	100%	100%	Yes	100%	100%	Yes
ESI	-	36%	-	100%	100%	Yes

3. Accessibility of workplaces. Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes, the Corporate office of the Company is accessible to all its employees including persons with disabilities in alignment with the Rights of Persons with Disabilities Act, 2016. The Company strives to provide necessary facilities and reasonable accommodations wherever possible,requiredwhile continuing to take progressive steps to enhance accessibility and foster a more inclusive workplace across all its locations.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016?

The Company is committed to providing equal opportunity and fostering an inclusive workplace in line with the principles of the Rights of Persons with Disabilities Act, 2016. The Company's Human Rights Policy and Code of Conduct incorporate provisions relating to non-discrimination, fair treatment, and equal opportunity for all employees, including persons with disabilities. These frameworks ensure that employment decisions are based on merit, capability, and performance, and explicitly prohibit discrimination on the basis of disability or any other protected characteristic. The Company continues to align its practices with applicable regulatory requirements and guidance, including those outlined in ICAI guidance on BRSR disclosures.

Code of Conduct is available at:

https://www.sundropbrands.com/code-of-conduct.aspx

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

	Permanent employees		Permanent workers	
Gender	**Return to work rate**	**Retention Rate**	**Return to work rate**	**Retention Rate**
Male	94%	94%	89%	89%
Female	100%	100%	0%	0%
Total	**95%**	**95%**	**89%**	**89%**

6. Mechanism to receive and redress grievances

i. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? Yes, there is a mechanism for grievance redressal.

ii. If yes, give details of the mechanism in brief.

	Is mechanism available?	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	Yes	Workers can raise their grievances through multiple channels, including email, in-person discussions with their immediate managers, skip level managers, or by approaching the HR team. In addition, a Works Committee is in place to address concerns of permanent workers and meets on a monthly basis to review and resolve issues.
Other than Permanent workers	Yes	Non-permanent workers at the Company's plants are engaged through third-party contractors, and their primary grievance redressal mechanism is managed by these contractors. However, they may also escalate concerns to their respective managers or unit heads at the plant level, if required. The Company ensures that all applicable norms and regulations are adhered to across its plant operations.
Permanent Employees	Yes	The Company has established a structured grievance redressal mechanism, supported by a formal Grievance Redressal Policy and Ethics Committee, which enables employees to raise concerns through multiple channels, including email, direct reporting to managers, and in-person interactions. Designated personnel are responsible for addressing complaints in a timely and fair manner, ensuring transparency and effective resolution. In addition, a Whistle Blower Policy is in place to provide an independent and secure channel for reporting concerns, ensuring confidentiality and protection against any form of retaliation.
Other than Permanent Employees	Yes	Non-permanent employees at the Company are primarily engaged through third-party contractors, and their formal grievance redressal mechanism is managed by the respective contractors. However, such employees also have access to internal channels and may reach out to their Managers or Unit Heads at the respective office or plant for support in addressing their concerns. The Company ensures that all applicable norms and regulations related to workplace practices are adhered to, thereby promoting a fair and compliant working environment for all categories of employees.

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

i. Total Permanent Employees

	FY 2025-26			FY 2024-25		
Category	Total Employees (A)	No. of employees who are part of association(s) or Union (B)	% (B / A)	Total Employees (C)	No. of employees who are part of association(s) or Union (D)	% (D / C)
Male	391	0	0	398	0	0
Female	32	0	0	25	0	0
Total	**423**	**0**	**0**	**423**	**0**	**0**

ii. Total Permanent Workers

	FY 2025-26			FY 2024-25		
Category	*Total Employees (A)	No. of employees who are part of association(s) or Union (B)	% (B / A)	Total Employees (C)	No. of employees who are part of association(s) or Union (D)	% (D / C)
Male	553	0	0	143	0	0
Female	11	0	0	1	0	0
Total	**564**	**0**	**0**	**144**	**0**	**0**

*With effect from January'26; approx. 400+ employees were absorbed by the Company from its subsidiary company (Sundrop Foods India Private Limited); as part of strategic management decision.

8. Details of training given to employees and workers.

i. Employees - FY 2025-26

		On Health and safety measures		On Skill upgradation	
Category	Total (A)	No. (B)	% (B / A)	No. (C)	% (C / A)
Male	391	391	100%	292	74.68%
Female	32	32	100%	16	50.00%
Total	**423**	**423**	**100%**	**308**	**72.81%**

ii. Employees - FY 2024-25

		On Health and safety measures		On Skill upgradation	
Category	Total (A)	No. (B)	% (B / A)	No. (C)	% (C / A)
Male	398	398	100%	244	61.30%
Female	25	25	100%	6	24.00%
Total	**423**	**423**	**100%**	**250**	**59.10%**

iii. Workers - FY 2025-26

		On Health and safety measures		On Skill upgradation	
Category	Total (A)	No. (B)	% (B / A)	No. (C)	% (C / A)
Male	553	553	100%	112	20.25%
Female	11	11	100%	11	100%
Total	**564**	**564**	**100%**	**123**	**20.39%**

iv. Workers - FY 2024-25

		On Health and safety measures		On Skill upgradation	
Category	Total (A)	No. (B)	% (B / A)	No. (C)	% (C / A)
Male	143	143	100%	42	30%
Female	1	1	100%	1	100%
Total	**144**	**144**	**100%**	**43**	**30%**

9. Details of performance and career development reviews of employees

i. Employees

	FY 2025-26			FY 2024-25		
Category	Total (A)	No. (B)	% (B/A)	Total (D)	No. (E)	% (E/D)
Male	391	365	93.35%	398	398	100%
Female	32	30	93.75%	25	25	100%
Total	**423**	**395**	**93.80%**	**423**	**423**	**100%**

ii. Workers

	FY 2025-26			FY 2024-25		
Category	Total (A)	No. (B)	% (B/A)	Total (D)	No. (E)	% (E/D)
Male	553	131	23.69%	143	143	100%
Female	11	0	0	1	1	100%
Total	**564**	**131**	**23.23%**	**144**	**144**	**100%**

10. Health and safety management system.

i. Whether an occupational health and safety management system has been implemented by the entity? If yes, the coverage of such system?

Yes, the Company has implemented a structured Occupational Health and Safety (OHS) Management System across its operations, supported by a comprehensive Safety Policy applicable to all its manufacturing locations. The system covers employees, contractors, and visitors, with a strong emphasis on proactive risk identification, effectivemitigation, and continuous improvement.

Each plant has designated safety personnel responsible for ensuring compliance with and adherence to safety protocols, regular monitoring, and prevention of incidents. The Company undertakes periodic risk assessments, safety audits, and compliance reviews to strengthen its overall safety performance.

To build a robustsafety culture, the Company regularly conducts training programs, awareness initiatives, and safety campaigns such as Safety Week, encouraging active employee participation and reinforcing safe work practices.

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

The Company has established a structured EHS Risk Management framework to systematically identify work-related hazards and assess risks across routine and non-routine operations. This includes the adoption of Hazard Identification and Risk Assessment (HIRA) processes across all facilities, with active participation from employees and workers.

Key practices such as permit to work systems, near-miss reporting, and periodic safety audits (conducted on a half-yearly basis) enable continuous monitoring and effective risk mitigation. Additionally, initiatives like 'spot a hazard' exercises and safety awareness programs further promote proactive hazard identification at the workplace and mitigation of potential risks.

The Company ensures that risks are regularly evaluated and addressed through a combination of structured assessments, employee engagement, and continuous improvement practices, thereby enhancing overall workplace safety.

iii. **Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks**

Yes, the Company has established formal mechanisms that enable workers to report work-related hazards and take immediate action to safeguard themselves. Workers are empowered to raise safety concerns through designated reporting channels, including direct reporting to supervisors and safety personnel, without fear of reprisal.

The Company follows a "Stop Work Authority" approach, allowing employees and workers to discontinue any activity they perceive as unsafe until appropriate controls are implemented. Hazard reporting is further supported through structured systems such as near-miss reporting and digital/manual reporting channels, ensuring timely identification and resolution.

Regular training and awareness programs equip workers with the knowledge to identify risks, respond appropriately, and follow safe work practices. Reported hazards are systematically addressed through corrective and preventive action mechanisms, with continuous monitoring to prevent recurrence.

iv. **Do the employees/ worker of the entity have access to non-occupational medical and healthcare services?**

Yes, the employees, permanent workers and their family members have access to non-occupational medical and healthcare services.

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

	FY 2025-26		FY 2024-25	
Safety Incident/Number	Employees	Workers	Employees	Workers
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	0	0	0	0.2341
Total recordable work-related injuries	0	0	1	8
No. of fatalities	0	0	0	0
High consequence work related injury or ill-health (excluding fatalities)	0	0	0	0

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

The Company is committed to maintaining a safe and healthy workplace through a structured Health and Safety framework. The Company has established standard operating procedures and controls to proactively identify and mitigate workplace risks.

Regular safety trainings, awareness sessions, and mock drills are conducted to ensure preparedness for emergency situations. Periodic internal audits are undertaken to assess compliance, and necessary corrective actions are implemented based on findings.

The Company also promotes a strong safety culture by encouraging employee participation and continuous improvement initiatives, ensuring that safety is embedded across all operations.

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

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

14. Assessments for the year:

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

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

No significant risks were identified from the assessment undertaken. The Company follows a structured approach to identifying, categorizing (minor, major and critical) and addressing safety and working conditions-related incidents and risks— designed for different job profiles (at office and manufacturing facilities). Major and Critical incidents, if any, are promptly investigated to determine root causes, and appropriate corrective and preventive actions are implemented to avoid recurrence.

Based on periodic health and safety assessments and internal audits, potential risks and gaps are identified and addressed through measures such as strengthening safety controls, revising procedures, conducting targeted trainings, and enhancing monitoring mechanisms. The implementation of these actions is regularly reviewed to ensure effectiveness and continuous improvement in workplace safety standards.

Leadership Indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death.

Employees	No
Workers	No

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

As of now the Company has not taken any formal measures in this regard.

3. Provide the number of employees / workers having suffered high consequence work related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment

	FY 2025-26		FY 2024-25	
	Employees	Workers	Employees	Workers
Total no. of affected employees/ workers.	0	0	0	0
No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	0	0	0	0

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment?

The Company supports employees during career transitions through structured HR processes, including guidance at the time of separation and necessary documentation support. Where applicable, employees are provided with advisory support and facilitation to ensure a smooth transition. The Company continues to strengthen its approach towards enhancing employee support during such transitions.

5. **Details on assessment of value chain partners.**

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	0%
Working conditions	0%

Note: The Company does not have any formal supplier assessment program as of now, though the Company is in process of adopting a supplier assessment program in subsequent years.

6. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.**

The Company adopts a proactive approach to monitoring and addressing health and safety risks across its value chain. Based on periodic assessments, audits, and interactions with value chain partners, any identified gaps or concerns are addressed through appropriate corrective actions.

These actions may include reinforcing compliance requirements, revising contractual clauses, conducting awareness and training sessions, and engaging with partners to improve their health and safety practices. The Company also undertakes continuous follow-ups to ensure timely closure of identified issues and promotes adherence to its standards through its supplier engagement framework.

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

Essential Indicators

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

The Company follows a structured approach to identifying key stakeholder groups based on the nature of its operations, business impact, and stakeholder influence on decision-making. Stakeholders are mapped considering factors such as their level of engagement, dependency on the Company, and potential to affect business outcomes. Key stakeholder groups typically include customers, employees, suppliers, investors, regulators, and local communities. The identification process is driven by internal assessments and functional inputs, and is reviewed periodically to ensure alignment with evolving business priorities and stakeholder expectations.

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

Stakeholders Group	Whether identified as Vulnerable & Marginalised Group	Channels of communication	Frequency of engagement	Purpose and scope of engagement including key topics and concerns raised during such engagement
Shareholder and Investor	No	Emails, Newspaper, Advertisement, Website and Notice Board.	Quarterly, Annually and Need Basis.	• Business performance • Regulatory procedures & compliance • General updates
Customer	No	Email, Website, and Customer care service	Need-basis	• Quality • Feedback
Government and Regulators	No	Policy Intervention, Advocacy.	Need-basis	• Taxation • Promotions • Best practices
Employees	No	Email, Notice Board and Intranet.	Annually, Need Basis and Ongoing.	• Learning and development • Well-being • Grievance redressal • Growth opportunities
Value Chain partners	No	Email, Website and Vendor Meetings.	Need-basis	• Quality • Local procurement
Community	No	Community Meetings, Focused Group Discussion and Grievance Redressal	Regularly and on need basis.	• Grievances • Feedback • Development Program • Capacity building

LEADERSHIP INDICATORS

1. **Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.**

   The Company engages with its stakeholders on key economic, environmental, and social matters through a range of channels including meetings, surveys, operational interactions, and periodic reviews conducted by the relevant functions.The responsibility for stakeholder management is primarily assigned to respective department(s), including Human Resources, Sustainability, Operations, and Investor Relations, based on the nature of the engagement. Key insights and feedback gathered through these interactions are consolidated and presented to the senior management and the Board, as appropriate, through structured reporting mechanisms, enabling informed decision-making and effective oversight.

2. **Whether stakeholder consultation is used to support the identification and management of environmental and social topics? If so, provide details of instances as to how the inputs received from Stakeholders on these topics were incorporated into policies and activities of the entity.**

   Yes, the Company leverages stakeholder consultation as a key input for identifying and managing material environmental and social issues. Feedback is gathered through various engagement channels including interactions with employees, customers, suppliers, and other key stakeholders.

   The inputs received are evaluated by relevant functions and are considered while shaping internal policies, operational practices, and improvement initiatives. This approach enables the Company to align its strategies with stakeholder expectations and continuously strengthen its environmental and social performance.

3. **Provide details of instances of engagement with and actions taken to address the concerns of vulnerable /marginalised stakeholder groups.**

   The Company engages with vulnerable and marginalised stakeholders through regular interactions and feedback mechanisms. Key concerns related to safety, working conditions, and livelihoods are addressed through strengthened safety practices, adherence to labour standards, and local sourcing initiatives. The Company incorporates such feedback into its operations to ensure inclusive and responsible business practices.

PRINCIPLE 5: Businesses should respect and promote Human Rights

Essential Indicators

1. **Employees and workers who have been provided training on human rights issues and policy(ies) of the entity**

i. Employees

	FY 2025-26			FY 2024-25		
Category	Total (A)	No. of employees covered (B)	% (B / A)	Total (A)	No. of employees covered (B)	% (B / A)
Permanent	423	385	91.02%	423	423	100%
Other than permanent	419	334	79.71%	622	0	0%
Total Employees	**842**	**719**	**85.40%**	**1045**	**423**	**40.48%**

ii. Workers

	FY 2025-26			FY 2024-25		
Category	Total (A)	No. of employees covered (B)	% (B / A)	Total (A)	No. of employees covered (B)	% (B / A)
Permanent	564	154	27.30%	144	144	100%
Other than permanent	392	200	51.02%	291	0	0%
Total Workers	**956**	**354**	**37.03%**	**435**	**144**	**33.10%**

2. Details of minimum wages paid to employees and workers

i. Employees - FY 2025-26

		Equal to Minimum Wage		More than Minimum Wage	
Location	Total (A)	No. (B)	% (B / A)	No. (C)	% (C/A)
Total Permanent	**423**	**0**	**0**	**423**	**100%**
Permanent Male	391	0	0	391	100%
Permanent Female	32	0	0	32	100%
Total Other than Permanent	**419**	**0**	**0**	**419**	**100%**
Other than Permanent Male	411	0	0	411	100%
Other than Permanent Female	8	0	0	8	100%

ii. Employees - FY 2024-25

		Equal to Minimum Wage		More than Minimum Wage	
Location	Total (A)	No. (B)	% (B / A)	No. (C)	% (C/A)
Total Permanent	**423**	**0**	**0**	**423**	**100%**
Permanent Male	398	0	0	398	100%
Permanent Female	25	0	0	25	100%
Total Other than Permanent	**622**	**0**	**0**	**622**	**100%**
Other than Permanent Male	530	0	0	530	100%
Other than Permanent Female	92	0	0	92	100%

iii. Workers - FY 2025-26

		Equal to Minimum Wage		More than Minimum Wage	
Location	Total (A)	No. (B)	% (B / A)	No. (C)	% (C/A)
Total Permanent	**564**	**0**	**0**	**564**	**100%**
Permanent Male	553	0	0	553	100%
Permanent Female	11	0	0	11	100%
Total Other than Permanent	**392**	**392**	**100%**	**0**	**0**
Other than Permanent Male	252	252	100%	0	0
Other than Permanent Female	140	140	100%	0	0

iv. Workers - FY 2024-25

		Equal to Minimum Wage		More than Minimum Wage	
Location	Total (A)	No. (B)	% (B / A)	No. (C)	% (C/A)
Total Permanent	**144**	**0**	**0**	**144**	**100%**
Permanent Male	143	0	0	143	100%
Permanent Female	1	0	0	1	100%
Total Other than Permanent	**291**	**291**	**100%**	**0**	**0**
Other than Permanent Male	233	233	100%	0	0
Other than Permanent Female	58	58	100%	0	0

3. Details of remuneration/salary/wages

i. Median remuneration / wages:

	Male		Female	
	Number	Median remuneration/ salary/ wages (in INR)	Number	Median remuneration/ salary/ wages (in INR)
Board of Directors (BoD)	10	15,00,000	1	15,00,000
Key Managerial Personnel	3	2,14,00,025	1	46,96,515
Employees other than BoD and KMP	388	7,04,995	31	10,41,408
Workers	533	3,06,956	11	2,96,098

Note : With effect from January'26; approx. 400+ employees were absorbed by the Company from its subsidiary company (Sundrop Foods India Private Limited); as part of strategic management decision. Accordingly, for the purposes of the BRSR, the Company has reported the average employee count who were on Company's payroll for the majority of the financial year.

ii. Gross wages paid to females

	FY 2025-26	FY 2024-25
Gross wages paid to females	35,13,856	24,14,140
Total Wages	4,86,20,496	3,84,88,064
Gross wages paid to females as % of total wages	7.23%	6.27%

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business?

Yes, the Company has designated functions responsible for addressing human rights-related concerns, with primary oversight vested in the Human Resources function and senior management. These functions are supported by established mechanisms such as the grievance redressal system and the Internal Complaint Committee, which address concerns related to workplace practices and human rights.This structured approach ensures that any human rights-related issues are promptly identified, appropriately addressed, and resolved in a fair, timely and appropriate manner.

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

The Company has established a structured grievance redressal mechanism to address concerns related to human rights, supported by formal policies and defined reporting channels. Employees can raise concerns through multiple avenues, including email, reporting to managers, and direct interaction with the HR team.

In addition, the Whistle Blower mechanism provides an independent and confidential channel for reporting sensitive concerns. All grievances are reviewed, investigated, and resolved in a timely manner, ensuring confidentiality, fairness, and protection against retaliation.

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

	FY 2025-26			FY 2024-25		
	Filed during the year	Pending resolution at the end of the year	Remarks	Filed during the year	Pending resolution at the end of the year	Remarks
Sexual Harassment	0	0	None	0	0	None
Discrimination at workplace	0	0	None	0	0	None
Child Labour	0	0	None	0	0	None
Forced Labour/ Involuntary Labour	0	0	None	0	0	None
Wages	0	0	None	0	0	None
Other human rights related issues	0	0	None	0	0	None

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

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

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

The Company has established mechanisms to ensure that individuals raising concerns related to discrimination or harassment are protected from any adverse consequences. Policies such as the Whistle Blower Policy and the framework governed by the Ethics Committee & the Internal Complaints Committee (ICC) provide for confidentiality, non-retaliation, and fair treatment throughout the grievance process.

All complaints are handled with due sensitivity, and strict measures are in place to prevent victimisation or retaliation against the complainant, thereby fostering a safe and supportive environment for reporting concerns.

9. **Do human rights requirements form part of your business agreements and contracts?**

Yes. The Company integrates human rights principles into its business agreements and contracts through relevant clauses aligned with applicable laws and its internal policies. These provisions cover areas such as fair labour practices, prohibition of child and forced labour, non-discrimination, and safe working conditions. The Company expects its partners to adhere to these standards and promotes compliance across its value chain.

10. **Assessment for the year**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100%
Sexual Harassment	100%
Discrimination at workplace	100%
Child Labour	100%
Forced Labour/Involuntary Labour	100%
Wages	100%

11. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.**

Based on the assessments conducted across all plants and offices, the Company has not identified any significant risks or non-compliances relating to sexual harassment, workplace discrimination, child labour, forced/involuntary labour, or wages.

The Company continues to maintain robust policies, monitoring mechanisms, and regular awareness initiatives to ensure adherence to these standards. Any minor observations, if identified, are addressed through timely corrective actions, reinforced controls, and continuous improvement measures.

Leadership Indicators

1. **Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.**

During the reporting period, no instances were identified that required modification or introduction of business processes as a result of human rights grievances or complaints. However, the Company continues to review its practices and strengthen existing mechanisms to ensure effective prevention and timely resolution of any such concerns.

2. **Details of the scope and coverage of any Human rights due-diligence conducted.**

The Company undertakes human rights due diligence as part of its overall risk management and compliance framework. The scope covers its own operations as well as key value chain partners, with focus areas including fair labour practices, prohibition of child and forced labour, non-discrimination, safe working conditions, and wages.

The coverage includes periodic assessments, internal audits, and review of compliance with applicable laws and Company policies. The Company also extends its expectations to suppliers through contractual obligations and engagement mechanisms, ensuring alignment with its human rights standards across the value chain.

3. **Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?**

Yes, the Company ensures that its offices and premises are accessible to differently abled visitors, in line with the requirements of the Rights of Persons with Disabilities Act, 2016. Accessibility is facilitated through the infrastructure and common facilities provided at the building level, along with efforts to create an inclusive and welcoming environment.

4. **Details on assessment of value chain partners**

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual Harassment	The Company has recently adopted a formal ESG assessment programme (as indicated in Principle 3) for its value-chain partners and will disclose on this metric in the following reporting cycle
Discrimination at workplace	-
Child Labour	-
Forced Labour/Involuntary Labour	-
Wages	-

5. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.**

NIL

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

NOTE:- The Company captures environmental data through a structured, plant-level digital dashboard organised across nineteen parameter-specific modules covering Scope 1 emissions (stationary fuels, mobile sources, refrigerants), Scope 2 grid electricity, biogenic emissions, renewable energy generation, air quality, water withdrawal and discharge, and hazardous and non-hazardous waste. Each module is assigned a named Data Provider responsible for monthly entry of consumption quantities, equipment references drawn from a controlled Equipment Master register, and evidence linkage. All energy conversions and GHG calculations are based on published emission factors — DEFRA 2025, CEA India grid factor, IPCC 2019, and India's BUR-4 — eliminating manual computation risk.

Every data entry requires the Data Provider to record supporting evidence — stored in a designated folder with a standard naming convention that enables direct traceability from any reported figure back to its source document. Monthly closure requires sign-off by the Data Reviewer, and the final annual dataset is approved by the plant head before BRSR compilation. Beyond its own operations, the Company extends environmental accountability into its supply chain through a structured annual ESG declaration framework, under which suppliers — categorised as MSME suppliers, non-MSME suppliers, service providers, and labour contractors — declare their environmental practices, GHG awareness, and audit readiness, supporting the Company's value chain disclosures under BRSR

Essential Indicators

1. i. Details of total energy consumption and energy intensity

Parameter (in GJ)	FY 2025-26	FY 2024-25
From renewable sources		
Total electricity consumption (A)	420.30	293.357
Total fuel consumption (B)	-	-
Energy consumption through other sources (C)	-	-
Total energy consumption (A+B+C)	420.30	293.357
From non-renewable sources		
Total electricity consumption (D)	32854.82	37471.826
Total fuel consumption (E)	51622.09	90228.1214
Energy consumption through other sources (F)	-	-
Total energy consumption (D+E+F)	84476.91	127699.9474
Total energy consumption (A+B+C+D+E+F)	84897.21	127993.3044
Energy intensity per rupee of turnover (Total energy consumption/revenue from operations (per rupee of turnover)	0.00001	0.000017
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumption / Revenue from operations adjusted for PPP)	0.00021	0.00034
Energy intensity in terms of physical Output	-	-
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-

ii. Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? If yes, name of the external agency

No independent assurance has been done for data verification

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India?

NA

3. (i) Provide details of the following disclosures related to water (Water withdrawal by source (in kilolitres))

Parameter	FY 2025-26	FY 2024-25
Surface water (A)	0	0
Groundwater (B)	14066.03	14267
Third party water (C)	4296	28378
Seawater / desalinated water (D)	0	0
Others (E)	13091	0
Total volume of water withdrawal (in kilolitres) (A + B + C + D + E)	31453.03	42645
Total volume of water consumption (in kilolitres)	19106.88	42645
Water intensity per rupee of turnover (Total water consumption /) Revenue from operations	0.00000216	0.0000053888
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP)	0.000043	0.00000561
Water intensity in terms of physical output	-	-
Water intensity (optional) – the relevant metric may be selected by the entity	-	-

ii. **Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? If yes, name of the external agency**

No independent assurance has been done for data verification

4. (i) **Provide the following details related to water discharged:**

Parameter	FY 2025-26	FY 2024-25
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water	0	21199.28
No treatment	0	13188.48
With treatment – please specify level of treatment	0	8010.8
(ii) To Groundwater	0	4172.40
No treatment	0	3282.4
With treatment – please specify level of treatment	0	890
(iii) To Seawater	0	1900
No treatment	0	0
With treatment – please specify level of treatment	0	1900
(iv) Sent to third-parties	3084	1740
No treatment	2268	1740
With treatment – please specify level of treatment	816	0
(v) Others	9262.15	6300
No treatment	2484.15	6300
With treatment – please specify level of treatment	6778	0
Total water discharged (in kilolitres)	12346.15	35311.68

(ii) **Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? If yes, name of the external agency**

No independent assurance has been done for data verification

5. **Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

Yes, one of the manufacturing units of the Company at Chittoor has implemented mechanism for Zero Liquid Discharge. The treated wastewater from the effluent treatment plant is utilized for landscaping purposes.

6. i. **Please provide details of air emissions (other than GHG emissions) by the entity.**

Parameter	Units	FY 2025-26	FY 2024-25
NOx	MT	3.8949	The Company was in the process of assessing this data in the subsequent year.
SOx	MT	5.5208	-
Particulate matter (PM)	MT	3.636	-
Persistent organic pollutants (POP)	MT	NA	-
Volatile organic compounds (VOC)	MT	NA	-
Hazardous air Pollutants (HAP)	MT	NA	-

ii. **Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? If yes, name of the external agency**

No independent assurance has been done for data verification

7. i. **Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity**

Parameter	Units	FY 2025-26	FY 2024-25
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	4903.01	2969
Total scope 2 emissions (Break-up of the GHG into CO2, CH4, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	6534.457	8847
Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)	Metric tonnes of CO2 equivalent/INR	0.000001296	0.0000014931
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)	Metric tonnes of CO2 equivalent Int. US$/ INR	0.000026	0.000031
Total Scope 1 and Scope 2 emission intensity in terms of physical output	-	-	-
Total Scope 1 and Scope 2 emission intensity (optional)-the relevant metric may be selected by the entity	-	-	-

ii. **Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? If yes, name of the external agency**

No independent assurance has been done for data verification

8. **Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details.**

The Company has undertaken initiatives on clean technology, energy efficiency, and renewable energy. Some of the initiatives are highlighted below:

i. Reduction on dependency on diesel, furnace oil with a focus to shift to clean fuel.

ii. Energy efficiency initiatives include- implementing energy efficient lighting fixtures, retrofitting high efficiency motors and installation of variable frequency drives at all manufacturing units.

iii. Opportunities in the field of renewable energy source are being implemented such as rooftop solar etc.

iv. Continuous improvement in energy efficiency

9. i. **Provide details related to waste management by the entity, in the following format:**

Parameter	FY 2025-26	FY 2024-25
Total Waste generated (in metric tonnes)		
Plastic waste (A)	2187	2009
E-waste (B)	-	-
Bio-medical waste (C)	-	-
Construction and demolition waste (D)	-	-
Battery waste (E)	-	-
Radioactive waste (F)	-	-
Other Hazardous waste (G)	-	-
Other non-hazardous waste generated (H)	-	-
Total (A + B + C + D + E + F + G + H)	2187	2009
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations)	0.00000025	0.00000025
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)	0.000005	0.000005
Waste intensity in terms of physical output	-	-
Waste intensity (optional) – the relevant metric may be selected by the entity	-	-

Note: The variation in figures for FY 2025–26 is attributable to the inclusion of manufacturing waste data, which was not considered in the previous reporting period.

ii. **For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)**

Category of waste	FY 2025-26	FY 2024-25
Recycled	1038	768
Re-used	0	0
Other recovery operations	0	0
Total	1038	768

Note: The variation in figures for FY 2025–26 is attributable to the inclusion of manufacturing waste data, which was not considered in the previous reporting period.

iii. **For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)**

Category of waste	FY 2025-26	FY 2024-25
Incineration	1149	1241
Landfilling	0	0
Other disposal operations	0	0
Total	1149	1241

Note: The variation in figures for FY 2025–26 is attributable to the inclusion of manufacturing waste data, which was not considered in the previous reporting period.

iv. **Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? If yes, name of the external agency**

No independent assurance has been done for data verification.

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

The Company adopts responsible waste management practices in line with the Plastic Waste Management Rules, 2016 and EPR requirements. Post-consumer plastic packaging waste is collected and processed in accordance with CPCB guidelines. Waste generated across operations is segregated and managed through appropriate disposal and recycling channels, ensuring compliance with regulatory norms and permissible limits. The Company also focuses on minimizing the use of hazardous and toxic chemicals in its processes, with necessary controls in place to ensure safe handling and reduce environmental impact.

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

The Company does not have any offices or operational sites in the vicinity of any ecologically sensitive area.

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

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

Name and Brief of the project	EIA Notification no	Date	Whether conducted by independent external agency?	Results communicated in public domain?	Relevant web link
The Company has not done any environmental impact assessment in FY 2025-26					

13. **Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder. If not, provide details of all such non-compliances**

The Company is in compliance with all the environmental regulations of the country. There have been no incidents of non-compliance related to the environment in FY 2025-26

Specify the law / regulation / guidelines which was not complied with	Provide details of non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
NA			

Leadership Indicators

1. **Water withdrawal, consumption, and discharge in areas of water stress (in kilolitres):**

Parameter	FY 2025-26	FY 2024-25
Water withdrawal by source (in kilolitres)		
(i) Surface water	-	-
(ii) Ground water	12,015	-
(iii) Third party water	4,296	-
(iv) Seawater/desalinated water	-	-
(v) Others	0	-
Total volume of water withdrawal (in kilolitres)	16311.09	-
Total volume of water consumption (in kilolitres)	12271.09	-
Water intensity per rupee of turnover (Water consumed/turnover in rupees)	13.91 KL/₹ Crore	-
Water discharge by destination and level of treatment (in kilolitres)	4040	-
(i) Into surface water		
- No treatment	-	-
- With treatment	-	-
(ii) Into Groundwater		
- No treatment	-	-
- With treatment	-	-
(iii) Into Seawater	956	
- No treatment	956	-
- With treatment	-	-
(iv) Sent to third-parties	3084	
- No treatment	2268	-
- With treatment (Secondary treatment)	816	-
(v) Other		
- No treatment	-	-
- With treatment	-	-
Total water discharged (in kilolitres)	4040	-

Location	Water Withdrawal	Water Consumption	Water Discharge
Unnao, Uttar Pradesh	2400	948	1452
Priyanka Plant, Telangana	7262.09	6942.09	320
Kothur, Telangana	4296	20282	2268
Kashipur, Uttarakhand	2353	353	0
Total	16,311.09	12,271.09	4040

2. **Please provide details of total Scope 3 emissions & its intensity.**

Parameter	Unit	FY 2025-26	FY 2024-25
Total Scope 3 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	The Company has not done any assessment of this data.		
Total Scope 3 emissions per rupee of turnover			
Total Scope 3 emission intensity (optional) - the relevant metric may be selected by the entity			

3. **With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.**

NA

4. **If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated.**

Initiative Undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative	Corrective action taken, if any
The Company has not taken any such initiative			

5. **Does the entity have a business continuity and disaster management plan?**

The Company takes a structured and proactive approach to risk management through its Risk Management Policy Framework, which systematically identifies and addresses internal and external risks across all key business functions, including front-end and back-end operations, R&D, Finance and IT. Guided by the Risk Management Committee, the framework encompasses financial, operational, sectoral, sustainability, informational, cyber security, disaster recovery, and strategic risks, among others.

At its core, the framework is designed to limit adverse impacts on business objectives by establishing clear procedures for risk quantification, categorisation, and mitigation, alongside Critical Risk Control and Monitoring and Business Continuity Planning. The core management team engages in periodic deliberations on Business Continuity Plans, drawing on business impact analyses to pinpoint critical functions and essential resources.

The Company also upholds a well-defined Emergency Preparedness and Response Plan (EPRP) to manage scenarios involving accidents, health emergencies, and environmental impacts, with procedures subject to regular review and revision. The corporate office of the Company operates from a LEED Platinum certified leased facility, where disaster preparedness commitments are embedded within the terms of the lease agreement with the lessor.

6. **Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard?**

There has been no significant adverse impact to the environment, arising from the value chain of the entity. No formal measures have been taken by the Company in this regard.

7. **Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.**

No such assessment has been done.

8. **Green Credit**

a. **How many green credits have been generated or procured by the entity in this financial year:**

	T CO2e	Units
Green credits procured	0	TCO2e
Green credits generated	0	TCO2e
Total	0	TCO2e

b. How many green credits have been generated or procured by the top ten value chain partners in this financial year:

	T CO2e	Units
Green credits procured	-	TCO2e
Green credits generated	-	TCO2e
Total	-	TCO2e

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

Essential Indicators

1. Trade and industry chambers / associations

i. Number of affiliations with trade and industry chambers / associations

ii. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations
1	Federation of Indian Chamber of Commerce and Industry	National
2	Confederation of Indian Industry	National
3	Indian Beauty & Hygiene Association	National

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

Name of authority	Brief of the case	Corrective action taken
NA		

LEADERSHIP INDICATORS

1. Details of public policy positions advocated by the entity.

Public policy advocated	Method resorted for such advocacy	Frequency of Review by Board	Whether information available in public domain?	Web Link, if available
The Company does not engage in direct public advocacy.				

PRINCIPLE 8: Businesses should promote inclusive growth and equitable development

Essential Indicators

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

Name and brief details of the project	SIA notification no.	Date of notification	Whether conducted by independent external agency	Results communicated in public domain	Relevant Web link
NA					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by the entity

Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAF)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (in INR)
The Company does not have any ongoing projects that require Rehabilitation and Resettlement					

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

The Company has established mechanisms to receive and address grievances from the community through designated communication channels and local engagement by plant and site-level teams. Community members can raise concerns through direct interactions, written communication, or by approaching designated representatives at the respective locations.

All concerns are reviewed and addressed in a timely manner by the relevant teams, with appropriate corrective actions taken wherever required. The Company remains committed to maintaining transparent communication and fostering positive relationships with the communities in which it operates.

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

	FY 2025-26	FY 2024-25
Directly sourced from MSMEs/ small producers	25.00%	24.00%
Sourced directly from within the district and neighbouring districts	40.00%	41.60%

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

	2025-26	2024-25
Rural	160	184
Semi-urban	44	41
Urban	195	194
Metropolitan	588	153

Leadership Indicators

1. **Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments. (Reference: Question 1 of Essential Indicators above)**

Details of negative social impact identified	Corrective action taken
NA	

2. **Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies.**

State	Aspirational District	Amount spent (in INR)
Not Applicable	Not Applicable	Not Applicable

3. **Preferential procurement policy.**

i. **Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups?**

No, the Company does not have any such Policy

ii. **From which marginalized /vulnerable groups do you procure?**

The Company does not procure from suppliers comprising marginalised/ vulnerable groups.

iii. **What percentage of total procurement (by value) does it constitute?**

NIL

4. **Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge.**

Intellectual Property based on traditional knowledge	Owned/ Acquired	Benefit shared	Basis of calculating benefit share
Not Applicable			

5. **Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.**

Name of authority	Brief of the Case	Corrective action taken
Not Applicable		

6. **Details of beneficiaries of CSR Projects.**

CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1	The Company has transferred the required CSR amount of INR 24,12,000/- to the Prime Minister's National Relief Fund in the month of March 2026 which is in line with regulatory requirements towards its CSR commitments.	Not Applicable

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

Essential Indicators

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

The Company has established a structured mechanism to receive and respond to consumer complaints and feedback through multiple channels, including customer care helplines, email, and other communication platforms.

All complaints are systematically recorded, tracked, and reviewed by the concerned teams to ensure timely and effective resolution. Feedback received from consumers is also analyzed to identify improvement areas and enhance product quality and service delivery, thereby strengthening overall consumer satisfaction.

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

	Percentage to total turnover
Environmental and social parameters relevant to the product	0%
Safe and responsible usage	100%
Recycling and/or safe disposal	100%

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

	FY 2025-26			FY 2024-25		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	0	0	None	0	0	None
Data privacy	0	0	None	0	0	None
Advertising	0	0	None	0	0	None
Cyber-security	0	0	None	0	0	None
Delivery of essential services	0	0	None	0	0	None
Restrictive Trade Practices	0	0	None	0	0	None
Unfair Trade Practices	0	0	None	0	0	None
Other	0	0	None	0	0	None

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

	Number	Reasons for recall
Voluntary recalls	0	Not Applicable
Forced recalls	0	Not Applicable

5. **Does the entity have a framework/ policy on cyber security and risks related to data privacy?**

   Yes, the Company has established a framework to address cyber security and data privacy risks, which is guided by its Code of Conduct and internal policies. The framework outlines expectations for responsible handling of data, protection of information assets, and adherence to applicable regulations.

   The policy is available at: https://www.sundropbrands.com/code-of-conduct.aspx

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

   No cases were raised during the reporting year and hence no corrective actions were taken.

7. **Provide the following information relating to data breaches:**

a. Number of instances of data breaches along with impact- NIL

b. Percentage of data breaches involving personally identifiable information (PII) of customers- NIL

   There were no instances of data breaches observed during the year ended March 31, 2026.

Leadership Indicators

1. **Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).**

   The Company ensures that comprehensive information on its products is made accessible to consumers through multiple channels. Product packaging is in compliance with the Food Safety and Standards Act, 2006 and the Legal Metrology Act, 2009, and includes key details such as nutritional information, ingredients, usage and handling instructions, batch details, manufacturing/packing date, expiry date/ use by date, MRP, and consumer grievance contact information.

   In addition, detailed information on products and offerings is available on the Company's website: https://www.sundropbrands.com/home.aspx

2. **Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**

   The Company ensures that consumers are well-informed about the safe and responsible usage of its products through comprehensive product labelling. The packaging includes detailed information such as nutritional values, ingredients, usage instructions, and appropriate handling and storage conditions.

   In addition, the Company also provides relevant product information through its website and other consumer communication channels, enabling informed decision-making and promoting safe consumption practices.

3. **Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

   The Company has mechanisms in place to keep consumers informed of any potential disruption or discontinuation related to its products or services, as applicable. Communication is carried out through appropriate channels such as the Company's website, customer care platforms, and direct responses to consumer queries.The Company ensures timely and transparent communication to minimise inconvenience and enable consumers to make informed decisions.

4. **Entity display product information**

i. **Does the entity display product information on the product over and above what is mandated as per local laws?**

   Yes, the Company endeavours to provide relevant and transparent product information beyond statutory requirements, wherever feasible. This includes additional details on product usage, storage, and consumer guidance to enhance awareness and enable informed decision-making.

ii. **Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole?**

   The Company engages with consumers through various feedback mechanisms such as customer care channels, grievance redressal systems, and interactions across distribution and retail networks to understand consumer preferences and address concerns.

   While a formal, structured consumer satisfaction survey may not have been conducted during the reporting period, the Company continuously monitors and evaluates consumer feedback to improve product quality and overall consumer experience.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SUNDROP BRANDS LIMITED (FORMERLY KNOWN AS AGRO TECH FOODS LIMITED)

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of **Sundrop Brands Limited** (formerly known as Agro Tech Foods Limited) (the "Company"), and its ESOP Trust ("Trust") which comprise the standalone balance sheet as at 31 March 2026, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2026, and its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue Recognition

See Note 3(h) and Note 26 to standalone financial statements

The key audit matter	How the matter was addressed in our audit
Revenue from sale of goods is recognised when control of the products being sold is transferred to the customer, which is mainly upon delivery of goods to customer and when there are no longer any unfulfilled obligations. The amount of revenue to be recognized is based on the consideration expected to be received in exchange for goods, excluding trade discounts, volume discounts, sales returns and taxes. We have identified the existence of revenue recognition from sale of goods as a key audit matter because revenue is a key performance indicator for the Company and external stakeholders. Therefore, there is a risk of revenue being overstated on account of recognition before transfer of control particularly due to pressures for achieving the performance targets for the year.	Our audit procedures included the following: • Comparing the Company's revenue recognition policies with the applicable accounting standards; • Evaluating the design and implementation and testing the operating effectiveness of the relevant key internal controls over revenue recognition, including general IT controls and key IT application controls; • Performing substantive testing by selecting samples using statistical sampling for revenue transactions recorded during the year. For the samples selected, verifying the underlying documents such as sales invoices and dispatch/ acknowledged delivery receipts/ shipping documents to assess whether criteria for revenue recognition are met;

INDEPENDENT AUDITOR'S REPORT ON THE STANDALONE FINANCIAL STATEMENTS (continued)

	• Testing samples of revenue transactions recorded closer to the year end and subsequent to the year end, selected using statistical sampling. For samples selected, we verified the underlying documents such as sales invoices and dispatch/ acknowledged delivery receipts/ shipping documents. Further, we examined the credit notes issued after the year-end to test whether related revenue was recognised in correct financial year; • Comparing revenue with historical trends and for deviations, conducted further enquiries and testing; • Assessing manual journal entries posted to revenue, selected based on specified risk-based criteria to identify unusual items and testing unusual items, if any; • Evaluating the adequacy of disclosures in the standalone financial statements in accordance with the requirements of the applicable accounting standards.

Recoverability of investment in subsidiary (Del Monte Foods Private Limited)

See Note 7 to standalone financial statements

The key audit matter	How the matter was addressed in our audit
The Company has investment in Del Monte Foods Private Limited of ₹ 1,062.03 crores which represents 66 % of total assets as at 31 March 2026. The Company accounts for these investments at cost less any provision for impairment loss. Investments in subsidiary is assessed for impairment when an indicator of impairment exists. As stated in Note 3(c) to the standalone financial statements, if any such indication exists, the Company estimates the recoverable value of such investment which is the higher of the fair value less costs of disposal and its value in use. The identification of impairment event and the determination of impairment charge requires application of significant judgement by the Company. The value in use is determined based on a discounted cash flow model. It involves making certain assumptions and using estimates, in particular, with respect to the projected future cashflows, terminal value, long term growth rate and applicable discounting rates. There is inherent uncertainty and judgment in forecasting and discounting future cash flows. Considering the judgement required for estimating the cash flows, the assumptions used and magnitude of the investment, we have considered recoverability of investment in subsidiary as a key audit matter.	Our audit procedures included the following: • Evaluating the design and implementation and testing the operating effectiveness of key controls in respect of Company's impairment testing process, including approval of forecasts and valuation models; • Comparing the projections used in the impairment model with the Board approved forecasts; • Verifying overall mathematical accuracy of calculations; • Challenging the assumptions used by comparing the inputs, in particular those relating to forecasted revenue growth and earnings, weighted average cost of capital, long-term growth rates, terminal value with externally available data, knowledge of the industry and with assistance of valuation specialists; • Performing a retrospective analysis with respect to Company's projections by comparing historical forecasts to actual results; • Performing sensitivity analysis to evaluate impact on recoverable amount due to changes in key assumptions like future revenue growth rates, terminal growth rate, and discount rate applied in the valuation;

- Comparing the carrying value of the Company's investment in subsidiary with current valuation of its investment and assessed the need for any impairment;
- Evaluating the adequacy of disclosures in the standalone financial statements in accordance with the requirements of the applicable accounting standards.

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

Management's and Board of Directors'/ Board of Trustees' Responsibilities for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/ loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the Company/ Board of Trustees of the Trust are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company/Trust and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the respective Management and Board of Directors/ Board of Trustees are responsible for assessing the ability of the Company/Trust to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors/ Board of Trustees either intends to liquidate the Company/Trust or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors/ Board of Trustees are responsible for overseeing the financial reporting process of the Company/Trust.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal 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 with reference to financial statements 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 the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current 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.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2A. As required by Section 143(3) of the Act, we report that:

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 except in respect of payroll processing records which are operated by a third party service provider, in the absence of an independent auditor's report from 01 October

2025 to 31 March 2026 respectively, in relation to controls at a service organisation, we are unable to comment whether the back-up has been kept on servers physically located in India on daily basis and for the matters stated in the paragraph 2(B)(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

c. The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.

d. In our opinion, the aforesaid standalone 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 as on 01 April 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2026 from being appointed as a director in terms of Section 164(2) of the Act.

f. the qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

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

a. The Company has disclosed the impact of pending litigations as at 31 March 2026 on its financial position in its standalone financial statements - Refer Note 9, 25 & 36 to the standalone financial statements.

b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

d(i) The management of the Company has represented to us that, to the best of its knowledge and belief, as disclosed in the Note 56 (d) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) The management of the Company has represented to us that, to the best of its knowledge and belief, as disclosed in the Note 56 (e) to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

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

e. The Company has neither declared nor paid any dividend during the year.

f. Based on our examination which included test checks, except for the instances mentioned below, the Company used accounting softwares for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective softwares:

i. In the absence of an independent service auditor's report from 01 January 2026 to 31 March 2026 in relation to controls at a service organisation for an accounting software used for maintaining payroll masters, which is operated by a third-party software service provider, we are unable to comment whether audit trail feature for the said software was enabled and operated from 01 January 2026 to 31 March 2026 for all relevant transactions recorded in the software. Further, the audit trail was enabled at the database level to log any direct data changes only from 03 April 2025.

ii. In the absence of an independent service auditor's report from 01 October 2025 to 31 March 2026 in relation to controls at a service organisation for an accounting software used for maintaining the books of account relating to payroll processing records, which is operated by a third-party software service provider, we are unable to comment whether audit trail feature for the said software was enabled and operated from 01 October 2025 to 31 March 2026 for all relevant transactions recorded in the software.

Further, where audit trail (edit log) facility was enabled and operated throughout the year, we did not come across any instances of audit trail feature being tampered with. Additionally, except where audit trail was not enabled in the previous years, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid/payable by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid/payable to any director by the Company is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R and Co**

Chartered Accountants

Firm's Registration No.:128510W

Arpan Jain
Partner
Membership No.: 125710
ICAI UDIN:26125710VSWFBK6540

Place: Gurugram
Date: 07 May 2026

Annexure A to the Independent Auditor's Report on the Standalone Financial Statements of Sundrop Brands Limited (formerly known as Agro Tech Foods Limited) for the year ended 31 March 2026

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and Right-of-use-assets.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(i) (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment (including Right-of-use assets) by which all property, plant and equipment (including Right-of-use assets) are verified every year. In accordance with this programme, all property, plant and equipment (including Right-of-use assets) were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No significant discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company, except for the following which are not held in the name of the Company:

Description of property	Gross carrying value (INR in crores)	Held in the name of	Whether promoter, director or their relative or employee	Period held- indicate range, where appropriate	Reason for not being held in the name of the Company. Also indicate if in dispute
Freehold land	11.36	Agro Tech Foods Limited	NA	2002-2012	These Properties and lease agreements are held in the name of Agro Tech Foods Limited. The name of the Company was changed to Sundrop Brands Limited from Agro Tech Foods Limited in FY 24-25. The Company is yet to initiate process for change of name for these title deeds.
Building	132.81	Agro Tech Foods Limited	NA	2002-2025	
Right-of Use-assets	22.34	Agro Tech Foods Limited	NA	2021-2025	

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) The inventory, except goods-in-transit has been physically verified by the management during the year.For goods-in-transit subsequent evidence of receipts has been linked with inventory records. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that

Annexure A to the Independent Auditor's Report on the Standalone Financial Statements of Sundrop Brands Limited (formerly known as Agro Tech Foods Limited) for the year ended 31 March 2026 (Continued)

were more than 10% in the aggregate of each class of inventory

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company.

(iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not provided any guarantee or security or granted advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnership or any other parties during the year. The Company has made investments in and granted loans to other parties in respect of which the requisite information is as below. The Company has not made any investments in and granted loans to companies, firms and limited liability partnership.

(a) Based on the audit procedures carried on by us and as per the information and explanations given to us the Company has provided loans as below:

Particulars	Loans (INR in crores)
Aggregate amount during the year Others (loans to employees)	0.03
Balance outstanding as at balance sheet date Others (loans to employees)	0.04

(b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the Company has not provided any guarantee or security or granted advances in the nature of loans during the year. The investments made and the terms and conditions of the grant of loans provided during the are not prejudicial to the interest of the Company.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular. Further, the Company has not given any advance in the nature of loan to any party during the year.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.

(f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.

(iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not provided any guarantee or security as specified under Section 185 and 186 of the Companies Act, 2013 ("the Act"). In respect of the investments made and loans given by the Company, in our opinion the provisions of Section 186 of the Act have been complied with.

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.

(vi) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Act in respect of its manufactured goods and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed examination of the records with a view to determine whether these are accurate or complete.

(vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion, the undisputed statutory dues including Goods and Service Tax, Provident Fund, Income-Tax, Duty of Customs or Cess or other statutory dues have been regularly deposited by the Company with the appropriate authorities.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at 31 March 2026 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Service Tax, Income-Tax, Execise Duty, Sales Tax, Entry Tax, Duty of Customs or Cess or other statutory dues which have not been deposited on account of any dispute are as follows:

Annexure A to the Independent Auditor's Report on the Standalone Financial Statements of Sundrop Brands Limited (formerly known as Agro Tech Foods Limited) for the year ended 31 March 2026 (Continued)

Name of Statute	Nature of Dues	Amount (INR in crores)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income-tax	0.89	2016-17	Commissioner of Income-tax appeals
Income Tax Act, 1961	Income-tax	1.60	2017-18	Commissioner of Income-tax appeals
Income Tax Act, 1961	Income-tax	0.74	2019-20	Commissioner of Income-tax appeals
Customs Act, 1962	Customs Duty	3.49 (3.49)*	2006-11	Supreme Court
Customs Act, 1962	Customs Duty	1.18 (0.03)*	2019-21	Commissioner of Customs (Appeals), Nhava Sheva, Maharastra
Bihar Sales Tax, 1981	Sales Tax	0.08 (0.02)*	2001-02	Joint Commissioner of Commercial Taxes (Appeals), Patna
Tamil Nadu Sales Tax Act, 1959	Sales Tax	0.03	2002-03	Assistant Commissioner Appeals, Commercial Taxes, Chennai
Delhi Sales Tax Act, 1975	Sales Tax	0.10	2003-04	Additional Commissioner, Commercial Taxes, Delhi
Central Sales Tax, 1956	Central Sales Tax	0.04 (0.04)*	2004-05	Additional Commissioner, Commercial Taxes, Delhi
Central Sales Tax 1956	Central Sales Tax	0.04	2009-10	Superindent of Commercial Taxes, Guwahati
West Bengal Sales Tax Act, 1994	Sales Tax	0.07	2001-02	Sales Tax Appellate Tribunal, Kolkata
Madhya Pradesh Slaes Tax Act 1958	Sales Tax	0.19 (0.02)*	2010-11	Commissioner Sales Tax, Madhya Pradesh
Uttarakhand Value Added Tax, 2005	Value Added Tax	0.01 (0.01)*	2015-16	Appellate Tribunal, Dehradun
Rajasthan Tax of entry of goods into Local Area Act 1999	Entry Tax	3.98 (0.20)*	2002-04	Rajasthan High Court
Rajasthan Tax of entry of goods into Local Area Act 1999	Entry Tax	0.35 (0.1)*	2008-09	Tax Board, Ajmer, Rajasthan
Goods & Services Tax Act, 2017	Goods and Service Tax	0.69 (0.13)*	2017-20	GST - Appelate Tribunal, Hyderabad
Goods & Service Tax Act, 2017	Goods and Service Tax	0.08 (0.05)*	2019-23	Commissioner Appeals, Hyderabad
Goods & Services Tax Act, 2017	Goods and Service Tax	0.06 (0.01)*	2017-18	Commissioner Appeals, Bihar
Goods & Services Tax Act, 2017	Goods and Service Tax	1.10 (0.22)*	2017-22	Commissioner Appeals, Gujarat
Customs Act, 1962	Custom duty	0.32 (0.16)*	2017-18	Commissioner of Customs (Appeals), Nhava Sheva, Maharastra

* Represents amount paid under protest

INDEPENDENT AUDITOR'S REPORT ON THE STANDALONE FINANCIAL STATEMENTS (continued)

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

(c) In our opinion and according to the information and explanations given to us by the management, the Company has not obtained any term loans. Accordingly, clause 3(ix)(c) of the Order is not applicable.

(d) According to the information and explanations given to us and on an overall examination of the standalone 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) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Act.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries (as defined under the Act).

(x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

(xi) (a) During the course of our examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the year.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

(xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

(xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company issued till date for the period under audit.

(xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

(b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

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

(d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.

(xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

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

Also refer to the Other Information paragraph of our main audit report which explains that the other information comprising the information included in annual report is expected to be made available to us after the date of this auditor's report.

(xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For **B S R and Co**
Chartered Accountants
Firm's Registration No.:128510W

Arpan Jain
Partner
Membership No.: 125710
ICAI UDIN:26125710VSWFBK6540

Place : Gurugram
Date : 07 May 2026

Annexure B to the Independent Auditor's Report on the standalone financial statements of Sundrop Brands Limited (formerly known as Agro Tech Foods Limited) for the year ended 31 March 2026

Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of Sundrop Brands Limited (formerly known as Agro Tech Foods Limited) ("the Company") as of 31 March 2026 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2026, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and

INDEPENDENT AUDITOR'S REPORT ON THE STANDALONE FINANCIAL STATEMENTS (continued)

expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

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

For **B S R and Co**
Chartered Accountants
Firm's Registration No.:128510W

Arpan Jain
Partner
Membership No.: 125710
ICAI UDIN:26125710VSWFBK6540

Place: Gurugram
Date: 07 May 2026

CIN: L15142TG1986PLC006957

STANDALONE BALANCE SHEET AS AT MARCH 31, 2026

(All amounts are in ₹ crores, except share data and where otherwise stated)

Particulars	Note	As at March 31, 2026	As at March 31, 2025
I Assets			
Non-current assets			
Property, plant and equipment	4	**176.21**	182.48
Capital work-in-progress	4	**1.63**	1.13
Right-of-use assets	5	**7.30**	8.58
Intangible assets	6	**13.14**	13.75
Financial assets			
(i) Investments	7	**1,084.29**	1,078.80
(ii) Other financial assets	8	**4.40**	4.25
Deferred tax asset	35(d)	**11.32**	18.05
Other tax assets (net)		**11.91**	11.45
Other non-current assets	9	**11.94**	3.50
Total non-current assets		**1,322.14**	1,321.99
Current assets			
Inventories	10	**110.45**	109.67
Financial assets			
(i) Trade receivables	11	**68.99**	63.73
(ii) Cash and cash equivalents	12	**24.59**	22.01
(iii) Bank balances other than (ii) above	13	**1.26**	1.25
(iv) Other financial assets	14	**2.59**	0.87
Other current assets	15	**68.21**	34.38
Total current assets		**276.09**	231.91
Total assets		**1,598.23**	1,553.90
II Equity and liabilities			
Equity			
Equity share capital	16	**37.70**	37.70
Other equity	17	**1,439.95**	1,399.72
Total equity		**1,477.65**	1,437.42
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Lease liabilities	18	**2.33**	4.20
Provisions	19	**3.04**	1.92
Total non-current liabilities		**5.37**	6.12
Current liabilities			
Financial liabilities			
(i) Borrowings	20	**-**	-
(ii) Lease liabilities	22	**2.57**	2.24
(iii) Trade payables	21		
- Total outstanding dues of micro enterprises and small enterprises		**7.51**	5.09
- Total outstanding dues of creditors other than micro enterprises and small enterprises		**60.77**	68.84
(iv) Other financial liabilities	23	**29.10**	20.82
Other current liabilities	24	**5.85**	6.00
Provisions	25	**7.62**	5.58
Current tax liabilities (net)		**1.79**	1.79
Total current liabilities		**115.21**	110.36
Total equity and liabilities		**1,598.23**	1,553.90
Summary of material accounting policies	3		

The accompanying notes are an integral part of the standalone financial statements.

As per our Report of even date attached

For B S R and Co
Chartered Accountants
ICAI Firm Registration Number: 128510W

Arpan Jain
Partner
Membership No.125710

Place: Gurugram
Date: May 7, 2026

For and on behalf of the Board of Directors of Sundrop Brands Limited (Formerly Known as Agro Tech Foods Limited)

Nitish Bajaj
Group Managing Director
DIN 10835891

Asheesh Kumar Sharma
Executive Director & CEO
DIN 10602319

K P N Srinivas
Chief Financial Officer
Place: Gurugram
Date: May 7, 2026

Kavita
Company Secretary
A-27174

CIN: L15142TG1986PLC006957

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2026

(All amounts are in ₹ crores, except share data and where otherwise stated)

	Particulars	Note	For the year ended March 31, 2026	For the year ended March 31, 2025
I	Revenue from operations	26	882.17	792.95
II	Other income	27	3.26	1.84
III	Total income (I+II)		885.43	794.79
IV	Expenses			
	Cost of materials consumed	28	544.38	499.27
	Purchases of stock-in-trade	29	8.34	0.79
	Changes in inventories of finished goods and stock-in-trade	30	(5.25)	0.95
	Employee benefits expense	31	81.62	56.24
	Finance costs	32	0.99	1.60
	Depreciation and amortisation expense	33	14.67	22.05
	Other expenses	34	213.10	213.06
	Total expenses		857.85	793.96
V	Profit before exceptional items and tax (III-IV)		27.58	0.83
VI	Exceptional items	39	-	(146.75)
VII	Profit / (Loss) before tax (V+VI)		27.58	(145.92)
VIII	Tax expense	35 (a)		
	Current tax		-	-
	Deferred tax		6.70	(35.20)
	Total tax expense		6.70	(35.20)
IX	Profit / (Loss)for the year (VII-VIII)		20.88	(110.72)
X	Other comprehensive income/ (loss)			
	Items that will not be reclassified to profit or loss			
	(i) Remeasurement of the net defined benefit plans		0.13	(0.30)
	(ii) Income-tax relating to above	35 (b)	(0.03)	0.08
	Total Other comprehensive income/ (loss)		0.10	(0.22)
XI	Total comprehensive income/ (loss) for the year (IX+X)		20.98	(110.94)
	Earnings per share (of ₹ 10 each)	41		
	Basic (in ₹)		5.54	(42.03)
	Diluted (in ₹)		5.54	(42.03)
	Summary of material accounting policies	3		

The accompanying notes are an integral part of the standalone financial statements.

As per our Report of even date attached
For B S R and Co
Chartered Accountants
ICAI Firm Registration Number: 128510W

Arpan Jain
Partner
Membership No.125710

Place: Gurugram
Date: May 7, 2026

For and on behalf of the Board of Directors of Sundrop Brands Limited
(Formerly Known as Agro Tech Foods Limited)

Nitish Bajaj
Group Managing Director
DIN 10835891

Asheesh Kumar Sharma
Executive Director & CEO
DIN 10602319

K P N Srinivas
Chief Financial Officer

Kavita
Company Secretary
A-27174

Place: Gurugram
Date: May 7, 2026

CIN: L15142TG1986PLC006957

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2026

(All amounts are in ₹ crores, except share data and where otherwise stated)

Particulars		For the year ended March 31, 2026	For the year ended March 31, 2025
A.	Cash flow from operating activities		
	Profit before tax	27.58	(145.92)
	Adjustments for:		
	Depreciation and amortisation expense	14.67	22.05
	Loss on sale/ retirement of property, plant and equipment (net)	0.07	0.09
	Gain on disposal of investments in mutual funds units	(0.53)	(0.80)
	Provision for impairment in value of investment in subsidiary	-	0.56
	Interest income	(0.32)	(0.61)
	Finance costs	0.99	1.60
	Exceptional items (Refer Note 39)	-	141.60
	Share based payment expenses	13.62	-
	Bad debts written off	-	3.31
	Reversal of loss allowance	0.18	(3.32)
	Operating profit before working capital changes	56.26	18.56
	Movement in working capital		
	Adjustments for (increase) / decrease in assets		
	Trade receivables	(5.44)	3.26
	Inventories	(0.78)	35.02
	Other financial assets	(1.76)	1.80
	Other assets	(41.78)	(4.43)
	Adjustments for increase / (decrease) in liabilities		
	Trade payables and Other financial liabilities	2.49	17.83
	Provisions	3.29	1.92
	Other liabilities	(0.15)	(0.47)
	Cash generated from operations	12.13	73.49
	Income taxes (paid) / refund (net)	(0.47)	4.37
	Net cash generated from operating activities (A)	11.66	77.86
B.	Cash flows from investing activities		
	Purchase of property, plant and equipment	(7.58)	(21.11)
	Proceeds from sale of property, plant and equipment including grant.	1.08	0.02
	Interest received	0.15	0.46
	Proceeds from Investment	0.15	-
	Purchase of investments in mutual funds	(198.00)	(199.40)
	Proceeds from sale of investments in mutual funds	198.53	200.20
	Investment in bank deposits	(0.05)	(0.10)
	Net cash used in investing activities (B)	(5.72)	(19.93)

CASH FLOW STATEMENT (Continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
C. Cash flows from financing activities		
Repayment of working capital demand loans (net)	-	(33.50)
Dividend paid	-	(7.31)
Finance costs (including in relation to lease liabilities)	**(0.99)**	(1.60)
Repayment of lease liabilities	**(2.37)**	(2.06)
Net cash (used in) / generated from financing activities (C)	**(3.36)**	(44.47)
Net increase in cash and cash equivalents (A+B+C)	**2.58**	13.46
Cash and cash equivalents at the beginning of the year	**22.01**	8.55
Cash and cash equivalents at end of the year (Refer Note 12)	**24.59**	22.01

Notes :

1. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Ind AS - 7 "Statement of Cash Flows".
2. Reconciliation of liabilities from financing activities

Particulars	**As at March 31, 2025**	**Cash inflow/ (outflow)**	**Interest Cost**	**As at March 31, 2026**
Borrowings - current	**-**	**(0.48)**	**0.48**	**-**
Lease liabilities (refer note 37)	**6.44**	**(2.05)**	**0.51**	**4.90**

Particulars	As at March 31, 2024	Cash inflow/ (outflow)	Interest Cost	As at March 31, 2025
Borrowings -current	33.50	(34.48)	0.98	-
Lease liabilities (refer note 37)	8.50	(2.67)	0.61	6.44

Summary of material accounting policies (refer note 3).

The accompanying notes are an integral part of the standalone financial statements.

As per our Report of even date attached
For B S R and Co
Chartered Accountants
ICAI Firm Registration Number: 128510W

Arpan Jain
Partner
Membership No.125710

Place: Gurugram
Date: May 7, 2026

For and on behalf of the Board of Directors of Sundrop Brands Limited
(Formerly Known as Agro Tech Foods Limited)

Nitish Bajaj
Group Managing Director
DIN 10835891

Asheesh Kumar Sharma
Executive Director & CEO
DIN 10602319

K P N Srinivas
Chief Financial Officer

Kavita
Company Secretary
A-27174

Place: Gurugram
Date: May 7, 2026

CIN: L15142TG1986PLC006957

Standalone Statement of changes in equity for the year ended March 31, 2026

Equity share capital

(All amounts are in ₹ crores, except share data and where otherwise stated)

Particulars	As at March 31, 2026	As at March 31, 2025
Balance as at beginning of the year	**37.70**	24.37
Changes in equity share capital due to prior period errors	-	-
Restated balance at beginning of the year	**37.70**	24.37
Changes in equity share capital during the year	-	13.33
Balance as at end of the year	**37.70**	37.70

Particulars	Reserves and surplus					Total
	General Reserve	Securities premium	Retained earnings	Share options outstanding account	Agro Tech ESOP Trust (ATET) reserve	
Balance at April 1, 2025	**29.60**	**1,115.34**	**249.03**	-	**5.75**	**1,399.72**
Total comprehensive income for the year ended March 31, 2026						
Profit for the year	-	-	**20.88**	-	-	**20.88**
Other comprehensive income, net of tax effect	-	-	**0.10**	-	-	**0.10**
Total comprehensive income for the year	-	-	**20.98**	-	-	**20.98**
Transactions with owners of the Company						
Employee stock compensation expenses	-	-	-	**19.25**	-	**19.25**
Balance as at March 31, 2026	**29.60**	**1,115.34**	**270.01**	**19.25**	**5.75**	**1,439.95**
Balance at April 1, 2024	29.60	72.13	367.28	-	5.80	474.81
Total comprehensive income for the year ended 31 March 2025						
Loss for the year	-	-	(110.72)	-	-	(110.72)
Other comprehensive income/(loss), net of tax effect	-	-	(0.22)	-	-	(0.22)
Total comprehensive income/(loss) for the year	-	-	(110.94)	-	-	(110.94)
Transactions with owners of the Company						
Dividends (Refer Note below)	-	-	(7.31)	-	-	(7.31)
Issue of equity shares related to business combination (refer note 54)	-	1,043.21	-	-	-	1,043.21
Income Tax related to ESOP Trust	-	-	-	-	(0.05)	(0.05)
Balance as at March 31, 2025	29.60	1,115.34	249.03	-	5.75	1,399.72

CIN: L15142TG1986PLC006957

Standalone Statement of changes in equity for the year ended March 31, 2026

(All amounts are in ₹ crores, except share data and where otherwise stated)

Note

Dividend on equity shares paid during the year	2025-26	2024-25
Final dividend for FY 2024-25 ₹ Nil per equity share of ₹ 10 each		
(For FY 2023-24 ₹ 3 per equity share of ₹ 10 each)	-	7.31
Total	-	7.31

Summary of material accounting policies (refer note 3)

The accompanying notes are an integral part of the standalone financial statements.

As per our Report of even date attached
For B S R and Co
Chartered Accountants
ICAI Firm Registration Number: 128510W

Arpan Jain
Partner
Membership No.125710

Place: Gurugram
Date: May 7, 2026

For and on behalf of the Board of Directors of Sundrop Brands Limited
(Formerly Known as Agro Tech Foods Limited)

Nitish Bajaj
Group Managing Director
DIN 10835891

Asheesh Kumar Sharma
Executive Director & CEO
DIN 10602319

K P N Srinivas
Chief Financial Officer

Kavita
Company Secretary
A-27174

Place: Gurugram
Date: May 7, 2026

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

(All amounts are in ₹ crores, except share data and where otherwise stated)

1 Corporate Information

Sundrop Brands Limited (formerly known as Agro Tech Foods Limited) (the 'Company') is a Company domiciled in India, with its registered office situated at 31, Sarojini Devi Road, Secunderabad, Telangana - 500 003, India. The Company has been incorporated under the provisions of Indian Companies Act and its equity shares are listed on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) in India. The Company is primarily engaged in the business of manufacturing and trading of edible oils and food products.

2 Basis of preparation

A. Statement of compliance

The standalone financial statements of the Company which comprise the Balance sheet, Statement of Profit and Loss, Cash Flow Statement and Statement of changes in equity ("Standalone Financial Statements") have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of Companies Act, 2013 (the 'Act') read together with the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other relevant provisions of the Act. The standalone financial statements have also been prepared in accordance with the relevant presentation requirements of the Act.

B. Functional and presentation currency

These standalone financial statements are presented in Indian Rupees (₹), which is also the Company's functional currency. All amounts have been rounded-off to two decimal places to the nearest crores, unless otherwise indicated.

C. Basis of preparation and presentation

These standalone financial statements have been prepared on historical cost convention and on an accrual basis except for the following:

- certain financial instruments that are measured at fair value;
- fair value of plan assets less present value of defined benefit obligation and
- share-based payments liability measured at grant date fair value

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1,2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

For changes that have occurred between levels in the hierarchy during the year the Company re-assesses categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

D. Operating Cycle

All assets have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Act and Ind AS 1 – Presentation of Financial Statements, based on the nature of the products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents. Based on the nature of the products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

E. Use of estimates and judgements

In preparing these standalone financial statements, Management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the standalone financial statements is included in the following notes:

- Note 3(d) - whether an agreement contains a lease;

- Note 3 (t) - presentation of exceptional items

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties at the reporting date that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year are included in the following:

i) Useful lives of Property, plant and equipment (refer note 3(a) and 3(b))

The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by Management at the time the asset is acquired and is reviewed at the end of each reporting period. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology. Revision to accounting estimates on such reassessment are recognised in the period in which the estimate is revised if that revision effects only that period or in the period of the revision and future periods if the revision effects both current and future periods.

ii) Provision for employee benefits (refer note 3(l))

The determination of Company's liability towards defined benefit obligation to employees is made through independent actuarial valuation including determination of amounts to be recognised in the Statement of Profit and Loss and in other comprehensive income. Such valuation depend upon assumptions determined after taking into account inflation, seniority, promotion and other relevant factors. Information about such valuation is provided in the notes to the standalone financial statements.

iii) Impairment of intangible assets having indefinite useful life and of investments in subsidiaries (refer notes 3(c))

Intangible assets with indefinite life are tested for impairment on an annual basis and investments in subsidiaries are tested, whenever there is an indication that the recoverable amount of a cash generating unit is less than its carrying amount based on a number of factors including operating results, business plans, future cash flows and economic conditions. The recoverable amount of cash generating units is determined based on higher of value-in-use and fair value less cost to sell.

Market related information and estimates are used to determine the recoverable amount. Key assumptions on which management has based its determination of recoverable amount include estimated long term growth rates, weighted average cost of capital and estimated operating margins. Cash flow projections take into account past experience and represent management’s best estimate about future developments.

iv) Claims, provisions and contingent liabilities (refer note 3(k))

If any ongoing litigations against the Company with various regulatory authorities and third parties, where an outflow of funds is believed to be probable and a reliable estimate of the outcome of the dispute can be made based on management’s assessment of specific circumstances of each dispute and relevant external advice, management provides for its best estimate of the liability. Such accruals are by nature complex and can take number of years to resolve and can involve estimation uncertainty.

v) Refund Liability (refer 3(h))

The Company accepts sales returns as per the policy. Accruals for estimated product returns, which are based on historical experience of actual sales returns and adjustment on account of current market scenario is considered by Company to be reliable estimate of future sales returns.

vi) Measurement of Expected credit loss (ECL) allowance for trade receivables and other financial assets (refer note 3(g))

The Company uses practical expedient when measuring expected credit losses, which is based on a provision matrix that takes into account historical credit loss experience and is adjusted for current estimates.

vii) Business combination: Fair value consideration transferred on business acquisition (refer note 54)

3. Material accounting policies

(a) Property, plant and equipment

i. Recognition and measurement

The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Items of property, plant and equipment, are measured at cost less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment includes its purchase price, duties, taxes (other than those subsequently recoverable from the tax authorities), after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its intended use, including relevant borrowing costs for qualifying assets and any expected costs of decommissioning.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials, direct labour and any other costs directly attributable to bringing the item to its intended working condition and estimated costs of dismantling, removing and restoring the site on which it is located, wherever applicable.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in the statement of profit and loss.

The cost property, plant and equipment as at 1 April 2016, the Company's date of transition to Ind AS, was determined with reference to the carrying value recognised as per the previous GAAP (deemed cost), as at the date of transition to Ind AS.

Compensation from third parties for items of property, plant and equipment that were impaired, lost or given up (including receivable from insurance companies after the impairment or loss of items of property, plant and equipment due to fire, natural disasters, theft etc.,) are included in profit or loss when the compensation becomes receivable.

Capital work-in-progress

Cost of assets not ready for intended use, as on the balance sheet date, is shown as capital work-in-progress. Advances given towards acquisition of fixed assets outstanding at each balance sheet date are disclosed as other non-current assets.

ii. Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company and the cost of the asset can be measured reliably. All other expenditure is recognised in profit or loss as incurred.

iii. Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual value using straight line method over the useful life of assets estimated by internal assessment and technical valuation carried out wherever necessary, and is recognised in the statement of profit and loss. Depreciation for assets purchased/ sold during the period is proportionately charged.

The range of estimated useful lives of items of property, plant and equipment are as follows:

(All amounts are in ₹ crores, except share data and where otherwise stated)

Nature of Assets	Useful life as per the Company	Useful life as per Schedule II
Buildings		
Buildings (other than factory buildings) other than RCC frame structure	30 years	30 years
Factory buildings*	30 years to 40 years	30 years
Fences, wells, tube-wells	5 years	5 years
Roads		
Carpeted Roads - RCC	10 years	10 years
Plant and Equipment		
Plant and Machinery other than continuous process plant*	15 years to 20 years	15 years
Furniture and fixtures	10 years	10 years
Office equipment	5 years	5 years
Computers and data processing units servers and networks		
End-user devices such as desktops, laptops etc.*	2 to 5 years	3 years
Servers and networks*	5 years	6 years
Handsets*	2 years	3 years
Laboratory Equipment	10 years	10 years
Electrical installations and equipment	10 years	10 years

* The Company believes the useful lives as given above best represent the useful life of these assets based on internal assessment and technical evaluation carried out where necessary, which is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act, 2013.

Freehold land are not depreciated.

Leasehold improvements are amortised over a period of the lease or useful life of asset whichever is lower. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year-end. If as a result of this reassessment there is change from previous estimate, such change is accounted for as a change in an accounting estimate and adjusted prospectively, if appropriate.

(b) Intangible assets

Intangible assets that the Company controls and from which it expects future economic benefits are capitalised upon acquisition and measured initially for separately acquired assets, at cost comprising of the purchase price (including import duties and non-refundable taxes) and directly attributable costs to prepare the assets for its intended use. The useful life of an intangible asset is considered finite where there is a likelihood of technical and technological obsolescence.

Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company and the cost of the asset can be measured reliably. All other expenditure is recognised in profit or loss as incurred.

Useful life and Amortisation

Amortisation of intangible assets having finite useful lives is recognised on a straight-line basis over the useful lives of the asset from the date of capitalisation as below:

Asset	Useful life
Computer software	5 to 10 years

The estimated useful life is reviewed at the end of each reporting period and the effect of any changes in estimate is accounted for prospectively.

Indefinite-life intangible assets comprises of trademarks, for which there is no foreseeable limit to the period over which they are expected to generate net cash inflows. Intangible assets that have an indefinite useful life are not subjected to amortisation and are tested for impairment annually or more frequently if events or changes in circumstances indicate that it might be impaired.

Transition to Ind AS

The cost of Intangible assets as at 1 April 2016, the Company's date of transition to Ind AS, was determined with reference to the carrying value recognised as per the previous GAAP (deemed cost), as at the date of transition to Ind AS.

(c) Impairment of non-financial assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs. If such assets are considered to be impaired, the impairment to be recognised in the statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss for an asset/CGU (other than goodwill) is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years. An impairment loss recognised for goodwill is not reversed in a subsequent period.

(d) Leases

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether, (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right-of-use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

(e) Inventories

Inventories are valued at the lower of weighted average cost (including direct cost, non recoverable taxes / duties and other overheads incurred in bringing the inventories to their present location and condition) and estimated net realisable value, after providing for obsolescence, where appropriate. The comparison of cost and net realisable value is made on an item-by-item basis. The net realisable value of materials in process is determined with reference to the selling prices of related finished goods. Raw materials, packing materials and other supplies held for use in production of inventories are not written down below cost except in cases where material prices have declined, and it is estimated that the cost of the finished products will exceed their net realisable value. The provision for inventory obsolescence is assessed regularly based on estimated usage and shelf life of products.

Raw materials, packing materials and stores and spares are valued at cost computed on moving weighted average basis. The cost includes purchase price, inward freight and other incidental expenses net of refundable duties, levies and taxes, where applicable.

Work-in-progress is valued at input material cost plus conversion cost as applicable.

Stock-in-trade is valued at the lower of net realisable value and cost (including direct cost and other overheads incurred in bringing the inventories to their present location and condition), computed on a moving weighted average basis.

Finished goods are valued at lower of net realisable value and cost (including direct cost, duties and other overheads incurred in bringing the inventories to their present location and condition).

Goods-in-transit/ with third parties and at godowns are valued at cost which represents the costs incurred up to the stage at which the goods are in transit with third parties and at godowns.

Compensation from third parties for items of inventories that were written off, lost or given up (including receivable from insurance companies after the loss of items of inventories due to fire, natural disasters, theft etc.,) are included in profit or loss when the compensation becomes receivable.

(f) Investments in subsidiaries

Investments in subsidiaries are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount.

(g) Financial instruments

i. Recognition and initial measurement

The Company initially recognises financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are measured at fair value on initial recognition except for trade receivables that do not contain a significant financing component which are measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through Statement of Profit and Loss (FVTPL)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit and loss are recognised immediately in Statement of Profit and Loss.

ii. Classification and Subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- fair value through other comprehensive income (FVOCI) - equity investment; or
- fair value through profit and loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets in which case all affected financial assets are re-classified on first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI or at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Subsequent measurement and gains and losses

Financial assets carried at amortised cost

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Financial assets at fair value through other comprehensive income

These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

Financial assets at fair value through profit or loss

These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Financial liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Contract liabilities against payment have been considered as other financial liabilities. Any gain or loss on derecognition is also recognised in profit or loss.

iii. Derecognition

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which either substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and a new financial liability with modified terms is recognised in the statement of profit and loss.

iv. Impairment

The Company recognises loss allowances for expected credit losses on:

- financial assets measured at amortised cost.

At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

The Company measures loss allowances at an amount equal to lifetime expected credit losses. In case of loss allowance of trade receivables, he Company follows a simplified approach wherein an amount equal to lifetime ECL is measured and recognised as loss allowance. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 180 days past due.

The Company considers a financial asset to be in default when:

- the debtor is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or

- the financial asset is more than 365 days past due.

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Presentation of allowance for expected credit losses in the balance sheet

The gross carrying amount of a financial asset is written off when the Company has no reasonable expectations of recovering the financial asset in its entirety or a portion thereof. A write-off constitutes a derecognition event.

v. Offsetting

Financial assets and financial liabilities are offset and the net amount is presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or realise the asset and settle the liability simultaneously.

(h) Revenue from operations

Revenue from contracts with customers:

Revenue from sale of goods is recognised at the point in time when control of the products being sold is transferred to the customer, which is mainly upon delivery of goods to customers and when there are no longer any unfulfilled obligations.

Revenue is measured at the transaction price that the Company receives or expects to receive as consideration for sale of goods, net of returns and trade discounts/allowances/volume rebates to customers. Revenue excludes amounts collected on behalf of third parties, such as goods and services tax GST). Returns, trade discounts, allowances and rebates are estimated using judgement based on historical experience and the specific terms of the arrangement with the customers.

For contracts that permit the customer to return an item, revenue is recognised to the extent that is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. Therefore, the amount of revenue recognised is adjusted for expected returns, which are estimated based on the historical data related to sales returns. In these circumstances, a refund liability is recognised. The refund liability is included in other financial liability as the refunds are adjusted against the receivable balance. The Company reviews its estimate of expected returns at each reporting date and updates the amount of the liability accordingly.

Contract balances

The Company classifies the right to consideration in exchange for sale of goods as trade receivables, advance consideration as contract liability against payment.

Other Income

Recognition of dividend income, interest income or expense

Dividend income on investments is recognised when the right to receive dividend is established.

Interest income or expense is recognized using the effective interest rate (EIR) method.

The "effective interest rate" is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

a. the gross carrying amount of financial asset; or

b. the amortised cost of financial liability

(i) Foreign currency transactions and translations

Transactions in foreign currencies are initially recorded by the Company at their functional currency spot rates at the date of the transaction. The date of transaction for the purpose of determining the exchange rate on initial recognition of the related asset, expense or income (part of it) is the date on which the entity initially recognises the non-monetary asset or non-monetary liability arising from payment or receipt of advance consideration. Monetary assets and liabilities denominated in foreign currency are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rates are recognised as income or expenses in the period in which they arise. Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rates at the date of transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

(j) Income-tax

Income-tax comprises current tax and deferred tax. It is recognised in the statement of profit and loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

i. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Income tax assets and current tax liabilities are offset only if there is a legally enforceable right to set-off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

ii. Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered based on the business plans of the Company. Deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax assets recognised or unrecognised are reviewed at each reporting date and are recognised / reduced to the extent that it is probable / no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income tax levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

(k) Provisions, contingent liabilities and contingent assets

i. General

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

ii. Contingent liabilities

Contingent liabilities are disclosed for (i) possible obligations which will be confirmed only by future events not wholly within the control of the Company or (ii) present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made. Contingent assets are not recognised in the financial statements, but are disclosed where an inflow of economic benefits is probable.

iii. Onerous Contracts

Provision for onerous contracts i.e. contracts where the expected unavoidable cost of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognised when it is probable that an outflow of resources embodying economic benefits will be recognised to settle a present obligation as a result of an obligating event based on the reliable estimate of such an obligation.

(l) Employee benefits

i. Short-term employee benefits

All employee benefits falling due wholly within twelve months of rendering the services are classified as short-term employee benefits, which include benefits like salaries, wages, short-term compensated absences and performance incentives and are recognised as expenses in the period in which the employee renders the related service.

ii. Post-employment benefits

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in the statement of profit and loss in the periods during which the related services are rendered by employees.

Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in OCI. The Company determines the net interest expense/ (income) on the net defined benefit liability/ (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the net defined benefit liability/ (asset), taking into account any changes in the net defined benefit liability/(asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in the statement of profit and loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in the statement of profit and loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

iii. Other long-term employee benefits

All employee benefits (other than post-employment benefits and termination benefits) which do not fall due wholly within twelve months after the end of the period in which the employees render the related services are determined based on actuarial valuation or discounted present value method carried out at each balance sheet date. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary as at 31st March every year using projected unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognised in the period in which the absences occur.

iv. Voluntary retirement scheme benefits

Voluntary retirement scheme benefits are recognised as an expense in the year they are incurred.

(m) Share-based payments

Employees (including senior executives) of the Company receive remuneration in the form of share-based payment transactions, whereby employees render services as consideration for equity instruments.

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognised, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest.

The standalone statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense. The amount of expenses pertaining to options granted to employees of the Company's subsidiaries are treated as Deemed Investments in respective subsidiaries to which employees belong and are recognised at each reporting period date until the vesting date, with corresponding impact in Share-based payment reserve.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions. No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognised is the expense had the terms had not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through statement of profit and loss.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share, unless its anti-dilutive to Company's earnings in nature.

(n) Cash and cash equivalents

For the purpose of presentation in the cash flow statement, cash and cash equivalents include cash on hand, in banks, demand deposit with bank and other short-term, highly liquid investments with original maturities of three months or less, that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

(o) Earnings per share

Basic Earnings Per Share ('EPS') is computed by dividing the net profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for treasury shares. Diluted earnings per share is computed by dividing the net profit by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year, unless issued at a later date. In computing diluted earnings per share, only potential equity shares that are dilutive and that either reduces earnings per share or increases loss per share are included.

(p) Borrowing costs

Borrowing costs consist of interest and other ancillary costs that the Company incurs in connection with the borrowing of funds. Other borrowing costs are recognised using the effective interest rate (EIR) method.

(q) Treasury Shares

The Company has created an Employee Welfare Trust – Agro Tech ESOP Trust ('ATET') for implementation of the schemes that are notified or may be notified from time to time by the Company under the plan, providing share based payment to its employees. ATET purchases shares of the Company out of funds borrowed from the Company. The Company treats ATET as its extension and shares held by ATET are treated as treasury shares. Own equity instruments (treasury shares) are recognised at cost and deducted from equity. Profit on sale of treasury shares by ATET is recognised in ATET reserve.

(r) Events after reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the standalone financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

(s) Business Combination

In accordance with Ind AS 103, Business Combination, the Company accounts for business combinations using the acquisition method when the acquired set of activities and assets meets the definition of a business and control is transferred to the Company. In determining whether a particular set of activities and assets is a business, the Company assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive process and whether the acquired set has the ability to produce outputs.

The consideration transferred for the business combination is generally measured at fair value as at the date the control is acquired (acquisition date), as are the net identifiable assets acquired. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in other comprehensive income ("OCI") and accumulated in equity as capital reserve if there exists clear evidence of the underlying reasons for classifying the business combination as resulting in a bargain purchase; otherwise the gain is recognised directly in equity as capital reserve. Transaction costs are expensed as incurred, except to the extent related to the issue of debt or equity securities. Items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries are combined like to like basis.

(t) Exceptional items

Exceptional items refer to items of income or expense within the statement of profit and loss from ordinary activities which are non-recurring and are of such size, nature or incidence that their separate disclosure is considered necessary to explain the performance of the Company.

(u) Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended 31 March 2026, MCA has notified amendment to Ind AS 21 - The Effects of Changes in Foreign Exchange Rates, Ind AS 1 - Presentation of Financial Statements, Ind AS 7 - Statement of Cash Flows, Ind AS 107 - Financial Instruments, Ind AS 12 -Income Taxes, applicable to the Company w.e.f. April 1, 2025. The Company has reviewed the amendments and based on its evaluation has determined that these amendments will not have any significant impact in its standalone financial statements.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (continued)
Note 4 - Property, plant and equipment and capital work-in-progress

(All amounts are in ₹ crores, except share data and where otherwise stated)

Description	Gross carrying amount				Accumulated depreciation and Impairment losses					Net carrying amount
	As at April 1, 2025	Additions	Disposals/ Adjustments*	As at March 31, 2026	As at April 1, 2025	Depreciation for the year	Impairment loss (refer note e below)	Disposals/ Adjustments	As at March 31, 2026	As at March 31, 2026
Freehold land	11.36	-	-	11.36	2.12	-	-	-	2.12	9.24
Buildings	133.02	0.35	0.56	132.81	70.35	2.06	-	-	72.41	60.40
Roads	4.45	-	-	4.45	4.37	0.04	-	-	4.41	0.04
Plant and equipment	236.52	3.88	0.62	239.78	134.63	7.99	-	0.07	142.55	97.23
Laboratory equipment	5.61	0.62	0.01	6.22	5.22	0.06	-	0.01	5.27	0.95
Furniture and fixtures	14.92	0.28	-	15.20	13.12	0.31	-	-	13.43	1.77
Office equipment	6.50	0.25	0.07	6.68	5.45	0.27	-	0.06	5.66	1.02
Electrical installations and equipment	16.85	0.12	0.03	16.94	14.10	0.40	-	0.03	14.47	2.47
Computer and data processing equipment	8.93	1.21	0.62	9.52	6.50	0.68	-	0.58	6.60	2.92
Leasehold improvements-Buildings	0.95	0.04	-	0.99	0.80	0.04	-	-	0.84	0.15
Leasehold improvements-Electrical equipment	0.41	-	-	0.41	0.40	-	-	-	0.40	0.01
Leasehold improvements-Furniture and fixtures	0.86	-	-	0.86	0.84	0.01	-	-	0.85	0.01
Total	440.38	6.75	1.91	445.22	257.90	11.86	-	0.75	269.01	176.21
Add: Capital work-in-progress (Refer Note (d) below)										1.63
Grand Total										177.84

*Adjustments include subsidy received of ₹ 1.04 under AP Food Processing Policy 2018-19, New Food Processing Scheme for setting up of snacks making unit-Nachoz (Tortilla chips) in Chittoor District in Andhra Pradesh.

Description	Gross carrying amount				Accumulated depreciation and Impairment losses					Net carrying amount
	As at April 1, 2024	Additions	Disposals	As at March 31, 2025	As at April 1, 2024	Depreciation for the year	Impairment loss (refer note e below)	Disposals	As at March 31, 2025	As at March 31, 2025
Freehold land	11.36	-	-	11.36	-	-	2.12	-	2.12	9.24
Buildings	115.13	17.89	-	133.02	18.06	3.09	49.20	-	70.35	62.67
Roads	4.45	-	-	4.45	3.56	0.27	0.54	-	4.37	0.08
Plant and equipment	210.78	25.96	0.22	236.52	52.31	11.86	70.59	0.13	134.63	101.89
Laboratory equipment	4.96	0.65	-	5.61	2.56	0.37	2.29	-	5.22	0.39
Furniture and fixtures	14.42	0.53	0.03	14.92	8.38	1.08	3.69	0.03	13.12	1.80
Office equipment	5.37	1.19	0.06	6.50	4.08	0.60	0.82	0.05	5.45	1.05
Electrical installations and equipment	14.01	2.88	0.04	16.85	9.35	1.02	3.76	0.03	14.10	2.75
Computer and data processing equipment	6.97	1.96	-	8.93	5.31	0.87	0.32	-	6.50	2.43
Leasehold improvements - Buildings	0.95	-	-	0.95	0.76	0.04	-	-	0.80	0.15
Leasehold improvements - Electrical equipment	0.41	-	-	0.41	0.40	-	-	-	0.40	0.01
Leasehold improvements - Furniture and fixtures	0.86	-	-	0.86	0.83	0.01	-	-	0.84	0.02
Total	389.67	51.06	0.35	440.38	105.60	19.21	133.33	0.24	257.90	182.48
Add: Capital work-in-progress (Refer Note (d) below)										1.13
Grand Total										183.61

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (continued)

Note 4 - Property, plant and equipment and capital work-in-progress (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

Notes :

(a) Refer Note 36(i) for disclosure of contractual commitments for acquisitions of property, plant and equipment.

(b) The Company has not revalued any property, plant and equipment after initial recognition during the year ended March 31, 2026 and March 31, 2025.

(c) Details of immovable property (other than properties where the Company is the lessee and the lease arrangements are duly executed in favour of the lesseee) whose title deeds are not held in the existing name of the Company:

Description of item of property	Gross carrying value	Title deeds held in the name of	Property held since which date	Reason for not being held in the name of the Company
Land and Building	144.17	Agro Tech Foods Limited	2002-2025	These Properties and lease agreements are held in the name of Agro Tech Foods Limited. The name of the Company was changed to Sundrop Brands Limited from Agro Tech Foods Limited in FY 24-25. The Company is yet to initiate process for change of name for these title deeds.
Right-of Use-assets	22.34	Agro Tech Foods Limited	2021-2025	

(d) Capital work-in-progress ageing schedule:

Particulars	As at March 31, 2026				As at March 31, 2026				
					Amount in CWIP for a period of				
	As at April 1, 2025	Additions	Capitalisation	As at March 31, 2026	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	1.13	6.25	5.75	1.63	1.39	0.06	0.18	-	1.63
Total	**1.13**	**6.25**	**5.75**	**1.63**	**1.39**	**0.06**	**0.18**	**-**	**1.63**

Particulars	As at March 31, 2025				As at March 31, 2025				
					Amount in CWIP for a period of				
	As at April 1, 2024	Additions	Capitalisation	As at March 31, 2025	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	29.66	23.02	51.55	1.13	0.82	0.18	-	0.13	1.13
Total	29.66	23.02	51.55	1.13	0.82	0.18	-	0.13	1.13

There is no capital work-in-progress project whose completion is overdue or exceeded its cost compared to original plan as at March 31, 2026 and as at March 31, 2025.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

Note 4 - Property, plant and equipment and capital work-in-progress (continued)

(e) Provision for Impairment :

i. Impairment loss in relation to property, plant and equipment relating to products discontinued/ not launched

During the previous year, the Company undertook strategic review of its business plan and decided not to have focus on business of certain products (French Fries, Wafer and Chocolate) due to their failure and scalability in the market. Consequent to the above, the Company has recognized provision for impairment loss of ₹ 65.46 in respect of the related property, plant and equipments (including buildings of ₹ 22.77) (specified assets) during the previous year.

The recoverable amount of the specified assets is estimated to be ₹ 9.41, which is its recoverable value if sold in the market. The fair value of the specified assets is determined basis consideration of orderly liquidation scenario mainly using depreciated replacement cost method and applying discount to this depreciated replacement cost which the Company may expect to derive on disposal of these assets. Depreciated replacement cost and discount applied to determine recoverable value reflects adjustments for physical deterioration as well as functional, economic obsolescence and interest of buyers in the market to buy these assets.

Provision for the impairment is excess of carrying value over its recoverable value on disposal of the specified assets, which is included in the exceptional item in the statement of profit and loss. Subsequent to year end, the Company has also decided to initiate process to dispose these specified assets (excluding building).

ii. Impairment testing for CGUs not containing goodwill

Following the Company's strategic review of its business plan and the consideration of its revised strategy, current economic conditions, and expected capacity utilization in the previous year, an assessment of asset impairment has been conducted as required by Ind AS 36. Based on this assessment, the Company has recognized impairment losses for the previous year, with the necessary disclosures provided below.

a. The Company has six manufacturing plants and the same are identified as independent CGUs as they are capable of generating cash flows independently. There has been no change in the identification of the Cash generating unit compared to the previous financial year.

The Company has not identified any indicators of impairment at the Kashipur and Kothur plants, as they are being utilized optimally and which has been assessed as part of IPC business. Refer Note 7.

The recoverable amount of a CGU (or an individual asset) is value in use arrived based on the discounting of the future cash flows.

Value in use is based on the estimated future cash flows, discounted at Weighted average cost of capital. The Value in use is then compared with net book value of CGU to test for impairment. The net book value of CGU includes Property, plant and equipment, right of use assets and other intangible assets.

b. The Company has performed impairment assessment of identified CGU and the impairment loss/ (headroom) identified as below as at 31 March 2025:

CGU 1 - Jhagadia Plant

Company manufactures Chocolate, Peanut butter, Pasta, Sweet corn, Masala oats, Choco spreads etc. at Jhagadia Plant.

Particulars	31-Mar-25
Value in use	53.08
Carrying value	104.66
Impairment loss	51.58

CGU 2 - Mangaldoi Plant

Company manufactures Bakes, Instant Pop corn (IPC), Breakfast cereals, Ready to Eat Popcorn at Mangaldoi Plant.

Particulars	31-Mar-25
Value in use	30.66
Carrying value	24.36
Impairment loss / (Headroom) *	(6.30)

*The Company has performed sensitivity analysis around the base assumptions and has concluded that no reasonable change in key assumptions would result in the recoverable amount of the CGU at (Managldoi Plant) to be less than the carrying value.

CGU 3 - Chittoor Plant

Company manufactures RTE popcorn, Nachos, Bakes etc at Chittoor Plant

Particulars	31-Mar-25
Value in use	11.02
Carrying value	23.69
Impairment loss	12.67

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

CGU 4 - Unnao Plant

Company manufactures RTE Pop corn, Bakes, Nachos, Peanuts, Breakfast cereals etc at Unnao Plant

Particulars	31-Mar-25
Value in use	30.92
Carrying value	37.25
Impairment loss	6.33

c. The key assumptions used in the estimation of the recoverable amount as set out below:

Particulars	31-Mar-25
Average Annual growth rate	10%-30%
Weighted Average Cost of Capital (WACC)	13.30%
Terminal Growth Rate	5.00%

d. The projections cover a period of five years, as the Company believes this to be the most appropriate time scale over which to review and consider annual performances before applying a fixed terminal value multiple to the final year cash flows. The growth rates used to estimate future performance are based on the estimates from past performance. Weighted Average Cost of Capital % (WACC) = Risk free return + (Market risk premium x Beta for the Company) + Company specific risk premium.

e. During the year ended 31 March 2026, the Company has carried out impairment assessment to identify if any impairment indicators exists for the identified CGUs. Based on its assessment, there are no indicators identified which requires further adjustment to the carrying value of CGUs.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (continued)

Note 5 - Right-of-use assets

(All amounts are in ₹ crores, except share data and where otherwise stated)

Description	Gross carrying amount				Accumulated depreciation and impairment losses					Net Carrying amount
	As at April 1, 2025	Additions	Disposals	As at March 31, 2026	As at April 1, 2025	Depreciation for the year	Impairment loss (refer note 4 (e))	Disposals	As at March 31, 2026	As at March 31, 2026
Leasehold land (Refer note (i) below)	6.42	-	-	6.42	3.12	0.04	-	-	3.16	3.26
Buildings	15.04	0.88	-	15.92	9.76	2.12	-	-	11.88	4.04
Total	**21.46**	**0.88**	**-**	**22.34**	**12.88**	**2.16**	**-**	**-**	**15.04**	**7.30**

Description	Gross carrying amount				Accumulated depreciation and impairment losses					Net Carrying amount
	As at April 1, 2024	Additions	Disposals	As at March 31, 2025	As at April 1, 2024	Depreciation for the year	Impairment loss (refer note 4 (e))	Disposals	As at March 31, 2025	As at March 31, 2025
Leasehold land (Refer note (i) below)	6.42	-	-	6.42	0.34	0.07	2.71	-	3.12	3.30
Buildings	15.04	-	-	15.04	7.66	2.10	-	-	9.76	5.28
Total	21.46	-	-	21.46	8.00	2.17	2.71	-	12.88	8.58

Notes:

(i) Gujarat Industrial Development Corporation (GIDC) has allotted through lease hold for plot bearing no. Plot no. 902/2, GIDC, Jhagadia admeasuring 1,00,000 Sq Meter vide allotment letter dated 23rd February 2011 for a period of 99 years. However, through Corrigendum Order dated 6th July 2011, the area of said plot is reduced to 99,933.90 Sq. Meter, and it was further communicated to Company that the area of 3,420 Sq. Meter is not in the possession of GIDC and will be handed over as and when GIDC will receive the possession.

(ii) Also Refer Note 4 (e) and Note 37

Note 6 - Intangible assets

Description	Gross carrying amount				Accumulated amortisation and impairment losses					Net Carrying amount
	As at April 1, 2025	Additions	Disposals	As at March 31, 2026	As at April 1, 2025	Amortisation for the year	Impairment loss (refer note 4 (e))	Disposals	As at March 31, 2026	As at March 31, 2026
Trademarks (Refer Note (i) below)	12.22	-	-	12.22	-	-	-	-	-	12.22
Computer software	20.68	0.05	1.29	19.44	19.15	0.64	-	1.27	18.52	0.92
Total	**32.90**	**0.05**	**1.29**	**31.66**	**19.15**	**0.64**	**-**	**1.27**	**18.52**	**13.14**

Description	Gross carrying amount				Accumulated amortisation and impairment losses					Net Carrying amount
	As at April 1, 2024	Additions	Disposals	As at March 31, 2025	As at April 1, 2024	Amortisation for the year	Impairment loss (refer note 4 (e))	Disposals	As at March 31, 2025	As at March 31, 2025
Trademarks (Refer Note (i) below)	12.22	-	-	12.22	-	-	-	-	-	12.22
Computer software	20.18	0.50	-	20.68	18.47	0.67	0.01	-	19.15	1.53
Total	32.40	0.50	-	32.90	18.47	0.67	0.01	-	19.15	13.75

Note:

(i) Trademarks represent the purchase consideration paid for the brand 'Sundrop'. As estimated by the Management, this trademark has an indefinite useful life and hence the same is not amortised. However, it is tested for impairment annually as per Ind AS 36 "Impairment of Assets". Also refer note 38.

(ii) The Company has not revalued any Intangible assets after initial recognition during the year ended March 31, 2026 and March 31, 2025.

(All amounts are in ₹ crores, except share data and where otherwise stated)

Particulars	As at March 31, 2026	As at March 31, 2025
Note 7 - Non-current investments		
Unquoted investments (fully paid)		
Investment in equity instruments of subsidiaries (at cost unless otherwise stated)		
Sundrop Foods India Private Limited	**2.00**	2.00
2,000,000 (March 31, 2025: 2,000,000) of ₹ 10 each		
Agro Tech Foods (Bangladesh) Pvt. Ltd	**20.26**	20.26
24,979,541 (March 31, 2025: 24,979,541) of BDT 10 each (refer note (i) below)		
Sundrop Foods Lanka (Private) Limited	**2.40**	2.40
5,000,000 (March 31, 2025: 5,000,000) of LKR 10 each		
Less: Provision for impairment in value of investments (refer note (iii) below)	**(2.40)**	(2.40)
Del Monte Foods Private Limited (refer note (ii) below)		
5,110,29,382 (March 31, 2025: 5,110,29,382) of ₹ 10 each	**1,056.39**	1,056.54
Deemed Investment (Del Monte Foods Private Limited) (refer note 16 (g))	**5.64**	-
Total	**1,084.29**	1,078.80
Aggregate amount of carrying value of unquoted non-current investments	**1,084.29**	1,078.80
Aggregate amount of provision for impairment in value of investment	**2.40**	2.40

Note

(i) Basis the indicators of impairment in the previous year, the Company has tested its investment in its wholly owned subsidiary Agro Tech Foods (Bangladesh) Pvt. Ltd. ('ATBD') for impairment during the previous year. ATBD's operations of manufacture of instant popcorn (IPC) has been allocated to the IPC Cash Generating Unit ('CGU') of the Company, Accordingly, the valuation has been carried out for the IPC CGU using value-in-use method in the previous year. The following key assumptions were considered while performing impairment testing in the previous year:

Particulars	As at March 31, 2025
Annual growth rate (Average)	**9%**
Terminal Growth Rate	**5%**
Weighted average cost of capital ('WACC') post tax (Discount rate)	**13.30%**

The projections cover a period of five years in the previous year , as the Company believes this to be the most appropriate time scale over which to review and consider annual performances before applying a fixed terminal value multiple to the final year cash flows. The growth rates used to estimate future performance are based on the estimates from past performance. Weighted Average Cost of Capital % (WACC) = Risk free return + (Market risk premium x Beta for the Company) + Company specific risk premium.

The Company has performed sensitivity analysis around the base assumptions and has concluded that no reasonable change in key assumptions would result in the recoverable amount of the IPC CGU to be less than the carrying value. There is no change in the way this investment is evaluated as compared to previous year.

The Company has carried out impairment assessment to identify if any impairment indicators exists for the investment in ATBD. Based on its assessment, there are no indicators identified which requires further adjustment to the carrying value of investment in ATBD.

(ii) During the previous year ended March 31, 2025, the Company has acquired 100% stake for a consideration of ₹ 1,056.54 in Del Monte Foods Private Limited. Also refer note 54.

Basis the indicators of impairment in the current year, the Company has tested its investment in its wholly owned subsidiary Del Monte Foods Private Ltd for impairment during the year. Accordingly, the valuation has been carried out for the Del Monte Food Private Ltd using value-in-use method. The Impairment loss/(headroom) identified as below:

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

Particulars	As at March 31, 2026
Value in use	**1,177.33**
Carrying Value	**1,062.03**
Headroom	**115.30**

The following key assumptions were considered while performing impairment testing:

Particulars	As at March 31, 2026
Annual growth rate (Average)	**11.20%**
Terminal Growth Rate	**5%**
Weighted average cost of capital ('WACC') post tax (Discount rate)	**13.50%**

The projections cover a period of seven years (March 31, 2025: NA) , as the Company believes this to be the most appropriate time scale over which to review and consider annual performances before applying a fixed terminal value multiple to the final year cash flows. The growth rates used to estimate future performance are based on the estimates from past performance. Weighted Average Cost of Capital % (WACC) = Risk free return + (Market risk premium x Beta for the Company) + Company specific risk premium.

The Company has performed sensitivity analysis around the base assumptions and has concluded that no reasonable change in key assumptions would result in the recoverable amount of the investment to be less than the carrying value. There is no change in the way this investment is evaluated as compared to previous year.

(iii) Reconciliation of provision for impairment in value of investments:

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Balance at the beginning of the year	**2.40**	1.84
Changes in impairment	**-**	0.56
Balance at the end of the year	**2.40**	2.40

Particulars	As at March 31, 2026	As at March 31, 2025
Note 8 - Other non-current financial assets		
(Unsecured, considered good)		
Security deposits	**4.40**	4.23
Loans (loan to employees)	**-**	0.02
Total	**4.40**	4.25
Note 9 - Other non-current assets		
Unsecured Considered good:		
Capital advances	**1.21**	0.72
Advances other than capital advances		
- Advances with Government, public bodies and others	**2.48**	2.43
- Other advances (includes commercial advances and prepaid expenses)	**8.25**	0.35
Unsecured Considered doubtful:		
Customs duty paid under protest	**3.80**	5.55
Less: Allowance for customs duty*	**(3.80)**	(5.55)
Total	**11.94**	3.50

* During the previous year, Company has reassessed its ongoing dispute in relation to Customs duty under The Customs Act, 1962 and has provided for ₹ 5.55 as the time value of money is reducing since this matter has been pending for long time with judicial authorities. During the current year, Company has received refund of ₹ 1.75 while the balance amount continues to be contested before the Supreme Court and remains fully provided for in the books as at 31 March 2026. However, the Company continues to believe that it has strong case in its favour.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

Particulars	As at March 31, 2026	As at March 31, 2025
Note 10 - Inventories		
(Valued at lower of cost or net reliasable value)		
Raw materials	**57.34**	55.57
Raw materials-in-transit	**0.04**	3.16
Packing materials	**9.49**	12.57
Packing materials-in-transit	**0.02**	0.05
Finished goods	**36.22**	34.91
Finished goods-in-transit	**4.58**	3.19
Stock-in-trade	**2.76**	0.22
Total	**110.45**	109.67

Notes:

(i) The consumption of inventories recognised as an expense during the year has been disclosed in Notes 28, 29 and 30.

(ii) The consumption of inventories recognised as an expense / (gain) includes ₹ (0.00) (2024-25: ₹ (0.12) in respect of write-downs of inventory to net realisable value, and has been reduced by ₹ Nil (2024-25 : ₹ Nil) in respect of reversal of such write-downs.

(iii) Refer Note 20 for details of inventories pledged against borrowings.

(iv) Refer note 3(e) for method of valuation for inventories.

Particulars	As at March 31, 2026	As at March 31, 2025
Note 11 - Trade receivables		
Trade receivables considered good - unsecured	**69.27**	63.99
Trade receivables - credit impaired	**4.56**	4.40
Less: Loss allowance	**(4.84)**	(4.66)
Total	**68.99**	63.73

Notes:

(i) The average credit period for the customers is in the range of 14 days to 60 days depending on customer groups.

(ii) Of the trade receivables balance ₹ 24.09 (as at March 31, 2025 : ₹ 26.44) is due from one of the Company's large customers. There are no other customers who represent more than 10% of the total balance of trade receivables.

(iii) The Company has used a practical expedient by computing the expected credit loss allowance for doubtful trade receivables based on a provisioning matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking estimates. The expected credit loss allowance is based on the ageing of the receivables which are due and the rates used in the provision matrix.

(iv) Movement in the expected credit loss allowance	For the year ended March 31, 2026	For the year ended March 31, 2025
Balance at the beginning of the year	**4.66**	7.98
Loss allowance (reversed)/ recognised	**0.18**	(0.01)
Amount written off during the year	**-**	(3.31)
Balance at the end of the year	**4.84**	4.66

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

Trade receivables ageing schedule:

Particulars	As at March 31, 2026						
	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade receivables – considered good	37.24	30.49	1.38	0.14	0.02	-	69.27
(ii) Undisputed Trade receivables - credit impaired	-	-	-	-	-	0.78	0.78
(iii) Disputed trade receivables – credit impaired	-	-	-	-	-	3.78	3.78
Gross trade receivables	37.24	30.49	1.38	0.14	0.02	4.56	73.83
Less: Loss allowance							(4.84)
Trade receivables							68.99

Particulars	As at March 31, 2025						
	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade receivables – considered good	35.04	27.82	0.94	0.07	0.12	-	63.99
(ii) Undisputed Trade receivables - credit impaired	-	-	-	-	-	0.62	0.62
(iii) Disputed trade receivables – credit impaired	-	-	-	-	-	3.78	3.78
Gross trade receivables	35.04	27.82	0.94	0.07	0.12	4.40	68.39
Less: Loss allowance							(4.66)
Trade receivables							63.73

(v) There are no outstanding trade receivables from directors or other officers of the Company or from firms or private companies in which director is partner or member as at March 31, 2026 and as at March 31, 2025.

(vi) There were no unbilled receivables as at March 31, 2026 and as at March 31, 2025.

(vii) Refer Note 20 for details of trade receivables pledged against borrowings.

(viii) Information about Company's exposure to credit and market risks related to the trade receivables are included in Note 48.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

Particulars	As at March 31, 2026	As at March 31, 2025
Note 12 - Cash and cash equivalents		
Balances with banks		
- in current accounts	**7.59**	6.91
- in deposit accounts (original maturity less than 3 months)	**17.00**	15.01
Cheques on hand	-	0.09
Total	**24.59**	22.01
Note 13 - Other bank balances		
Balances held as margin money against guarantees given	**0.94**	0.88
Unpaid dividend accounts	**0.32**	0.37
Total	**1.26**	1.25
Note 14 - Other financial assets		
Other contractual receivable (Refer Note 43A)	**2.05**	0.15
Others (including security deposits, advance to PF trust) (Also, Refer Note 43A)	**0.50**	0.67
Loans (loan to employees)	**0.04**	0.05
Total	**2.59**	0.87
Note 15 - Other current assets		
Balances with government authorities	**32.29**	21.22
Advances (includes commercial advances)	**32.31**	8.65
Prepayments (includes AMC and insurance)	**3.61**	4.51
Total	**68.21**	34.38
Note 16 - Share capital		
Authorised		
Equity shares		
50,000,000 (March 31, 2025: 50,000,000), equity shares of ₹ 10 each	**50.00**	50.00
Issued		
Equity shares		
37,699,728 (March 31, 2025: 37,699,728), equity shares of ₹ 10 each	**37.70**	37.70
Subscribed and fully paid-up		
Equity shares fully paid		
37,696,853 (March 31, 2025: 37,696,853), equity shares of ₹ 10 each fully paid up	**37.70**	37.70

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

Notes:

(a) Reconciliation of the number of equity shares outstanding at the beginning and at the end of the reporting year :

Particulars	As at March 31, 2026		As at March 31, 2025	
	Number of shares	Amount in ₹ crores	Number of shares	Amount in ₹ crores
Balance at the beginning of the reporting year	**37,696,853**	**37.70**	24,369,264	24.37
Shares issued pursuant to business combination (refer note 54)	**-**	**-**	13,327,589	13.33
Balance at the end of the reporting year	**37,696,853**	**37.70**	37,696,853	37.70

(b) Rights, preferences and restrictions attached to the equity shares:

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to their share of the paid-up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid. Failure to pay any amount called up on shares may lead to forfeiture of the shares. On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held.

(c) Shares in respect of equity in the Company held by its holding or ultimate holding company, including shares held by subsidiaries or associates of the holding company or the ultimate holding company in aggregate:

Particulars	As at March 31, 2026		As at March 31, 2025	
	Number of shares	Amount in ₹ crores	Number of shares	Amount in ₹ crores
Holding Company				
CAG Tech (Mauritius) Limited*	**14,666,522**	**14.67**	12,785,363	12.79
	14,666,522	**14.67**	12,785,363	12.79

*Refer Note 51

(d) Details of shareholders holding more than 5% of total number of equity shares:

Particulars	Number of shares	% of Holding	Number of shares	% of Holding
CAG Tech (Mauritius) Limited*	**14,666,522**	**38.91**	12,785,363	33.92
Bharti Overseas Private Limited**	**6,898,877**	**18.30**	-	-
DMPL India Limited	**2,996,077**	**7.95**	5,425,096	14.39
Bharti (SBM) Holdings Private Limited**	**-**	**-**	3,066,167	8.13
Bharti (RBM) Holdings Private Limited**	-	-	1,916,355	5.08
Bharti (RM) Holdings Private Limited**	-	-	1,916,355	5.08

* CAG Tech (Mauritius) Limited was an indirect subsidiary of Conagra Brands Inc. (the Ultimate Holding Company) upto August 27, 2024. Refer Note 51.

** Intercompany share transfers owing to amalgamation arrangement between the entities

(e) Shares allotted as fully paid-up pursuant to contracts without payment being received in cash during the year of five years immediately preceding the date of the Balance Sheet is as under:

Particulars	March 31, 2026	March 31, 2025	March 31, 2024	March 31, 2023	March 31, 2022
Shares issued pursuant to business combination (refer note 54)	**-**	13,327,589	-	-	-

(f) Equity shares of ₹ 10 each, held by promoters at the end of the year

Name of the shareholder	As at March 31, 2026		As at March 31, 2025		
	Number of shares	**% of total shares**	Number of shares	% of total shares	% change during the year
CAG Tech (Mauritius) Limited	**14,666,522**	**38.91**	12,785,363	33.92	4.99
Zest Investments Limited #	-	-	86	0.00	(0.00)
# Percentage below 0.01%					

Also refer Note 51 in respect of the Share Subscription Agreement dated February 29, 2024 entered into between the Zest Holding Investments Limited ('the Acquirer"), CAG-Tech (Mauritius) Limited and ConAgra Europe B.V.

(g) SHARE BASED PAYMENTS

("ATFOODS ESOP 2024" or "Scheme" or 'Plan')

The Company instituted ATFOODS ESOP 2024 Scheme in compliance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEBS Regulations"). The shareholders of the Company approved the Scheme on April 27, 2025 for issue of grants not exceeding 20,00,000 (Twenty Lakhs) Options to the Eligible Employees of the Company, Subsidiaries, or Associates.

Vested options can be exercised over a period of five years from the grant date. The Exercise Price is the fair value of the equity share as on the date of the grant or as decided by the Nomination and remuneration committee. The time and performance based options under Scheme 1 and 2 become vested as below: The time based options under Scheme 1 become eligible on an annual basis at 6%, 6%, 6%, 6% and 6% over a period of five years and performance based options becomes eligible at 23.3% on 3rd year and 46.7% at 5th year. The time based options under Scheme 2 become eligible on an annual basis at 20%, 20%, 20%, 20% and 20% over a period of five years and performance based options becomes eligible at 33.3% on 3rd year and 66.7% at 5th year.

The fair value of equity share options is estimated at the date of grant using Black- Scholes model, taking into account the terms and conditions upon which the share options were granted.

The Details of options granted under ESOP 2024 by the Board/Nomination and Remuneration committee are as below:

Grant*	Grant date	Number of options granted	Number of options outstanding	Exercise Price	Fair Value at grant date
1st Grant					
-Time Based	June 07, 2025	111,960	111,960	515	570.25
-Performance Based	June 07, 2025	261,240	261,240	515	570.25
-Time Based	June 07, 2025	273,288	263,538	809	416.86
-Performance Based	June 07, 2025	637,670	614,920	515	580.78
Total		**1,284,158**	**1,251,658**		
2nd Grant					
-Time Based	July 09, 2025	57,676	57,676	515	547.24
-Performance Based	July 09, 2025	134,577	134,577	515	547.24
-Time Based	July 09, 2025	1,200	1,200	809	396.52
-Performance Based	July 09, 2025	2,800	2,800	515	557.89
Total		**196,253**	**196,253**		
Grand Total		**1,480,411**	**1,447,911**		

* Above includes 788,437 options granted to Key Managerial Personnel (Time Based- 236,531, Performance Based 551,906)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

The movement of stock options during the year (in No's):

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Options outstanding at the beginning of the year	-	-
Options granted during the year	1,480,411	-
Options cancelled during the year	-	-
Options exercised during the year	-	-
Options forfeited during the year	32,500	-
Options outstanding at the end of the year	1,447,911	-

Disclosures as per Ind AS 102 for outstanding options

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Weighted average exercise price for outstanding options at year end (in INR)	613	-
Weighted average remaining contractual life for outstanding options at year end.	6.25 years	-
Range of exercise prices for outstanding options at year end (in INR)	515 to 809	-

The key assumption used to estimate the fair value of stock option as on grant date:

Grant	Grant date	Dividend Yield	Risk-free interets rate	Expected life of options granted in years	Expected volatility
1st Grant	June 07, 2025	0.34%	6.12%	6.43 years	38.22%
-Time Based	June 07, 2025	0.34%	6.02%	5.50 years	37.59%
-Performance Based	June 07, 2025	0.34%	6.17%	6.83 years	38.49%
2nd Grant	July 09, 2025	0.35%	6.33%	6.43 years	38.02%
-Time Based	July 09, 2025	0.35%	6.22%	5.50 years	37.40%
-Performance Based	July 09, 2025	0.35%	6.38%	6.83 years	38.29%

Expected volatility has been based on an evaluation of the historical volatility of the Company's share price, particularly over the historical period commensurate with the expected term. The expected term of the instruments has been based on historical experience and general option holder behaviour.

Effect of the employee option plan on the standalone Statement of Profit and Loss and on its financial position

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Total employee compensation cost pertaining to stock option plan*	13.62	-
Reserves-employee stock option plan outstanding as at the period end	19.25	-

*Does not include ₹ 5.64 (March 31, 2025: Nil) pertaining to ESOP granted to the employees of subsidiaries.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

Particulars	As at March 31, 2026	As at March 31, 2025
Note 17 - Other equity		
(a) General reserve		
Balance at the commencement of the year	**29.60**	29.60
Add: Changes during the year	**-**	-
	29.60	29.60
This reserve is created by an appropriation from one component of equity (generally retained earnings) to another, not being an item of Other Comprehensive Income. The same can be utilised by the Company in accordance with the provisions of the Companies Act, 2013.		
(b) Securities premium		
Balance at the commencement of the year	**1,115.34**	72.13
Add: Premium received on issue of equity shares (refer note 54)	**-**	1043.21
	1,115.34	1,115.34
This reserve represents the premium on issue of shares and can be utilised in accordance with the provisions of the Companies Act, 2013.		
(c) Retained earnings		
Balance at the commencement of the year	**249.03**	367.28
Add: Profit/(loss) for the year	**20.88**	(110.72)
Items of other comprehensive income directly recognised in retained earnings		
- Remeasurement of defined benefit (asset) / liability, net of tax	**0.10**	(0.22)
Amount available for appropriations	**270.01**	256.34
Final dividend on equity shares (FY 2024-25 ₹ nil per equity share of ₹ 10 each (For FY 2023-24 ₹ 3 per equity share of ₹ 10 each))	**-**	(7.31)
Total appropriations	**270.01**	249.03
Total retained earnings	**270.01**	249.03
Retained earnings represents the cumulative undistributed profits of the Company and can be utilised in accordance with the provisions of the Companies Act, 2013.		
(d) Share options outstanding amount		
Balance at the commencement of the year	**-**	-
Share based payment expense (refer note 16)	**19.25**	-
	19.25	-
Share option outstanding account relates to the share options granted by the Company to its employees under its employee share option plan.		
(e) Agro Tech ESOP Trust (ATET reserve)		
Balance at the commencement of the year	**5.75**	5.80
Profit/ Loss on sale of shares transferred by Trust	**-**	(0.05)
	5.75	5.75
The Company has established a trust called the Agro Tech ESOP Trust ("Trust") to implement the Agro Tech Employee Stock Option Plan ('Plan'). The above represents the profit/loss earned by the Agro Tech ESOP trust on exercise of the share options and on disposal of forfeited shares options.		
Total (a+b+c+d+e)	**1,439.95**	1,399.72

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

Particulars	As at March 31, 2026	As at March 31, 2025
Note 18 - Non-current lease liabilities		
Lease liabilities (Refer note 37)	**2.33**	4.20
Total	**2.33**	4.20
Note 19 - Non-current provisions		
Provision for employee benefits		
- Compensated absences	**3.04**	1.92
Total	**3.04**	1.92
Note 20 - Short-term borrowings		
Loans repayable on demand from banks- Working capital demand loans (secured)	**-**	-
	-	-

Note : The working capital demand loan has been secured by first charge on current assets of the Company. These loans carry an interest rate ranging from 7.30% to 7.40% p.a. The loan taken were repaid during the year and there is no loan outstanding as at March 31, 2026 and March 31, 2025.

Particulars	As at March 31, 2026	As at March 31, 2025
Note 21 - Trade payables		
Total outstanding dues of micro enterprises and small enterprises (Refer Note (i) below)	**7.51**	5.09
Total outstanding dues of creditors other than micro enterprises and small enterprises (Refer Note (ii) below)	**60.77**	68.84
Total	**68.28**	73.93

Notes:

(i) The disclosure in respect of the amounts payable to Micro and Small Enterprises as at reporting date has been made in the standalone financial statements based on information received and available with the Company.

(a) the principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year		
-Principal Amount	**7.51**	5.09
-Interest due on the above	**-**	-
(b) the amount of interest paid by the buyer in terms of Section 16 of the MSMED Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	**-**	-
(c) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this MSMED Act, 2006;	**-**	-
(d) the amount of interest accrued and remaining unpaid at the end of the each accounting year; and	**-**	-
(e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under Section 23 of the MSMED Act, 2006.	**-**	-

(ii) Includes payables to related parties as disclosed under Note 43A and 43B.

(iii) Information about Company's exposure to currency and liquidity risks related to the trade payables are included in Note 48.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

(iv) Trade payables ageing schedule:

Particulars	Unbilled dues	Not Due	As at March 31, 2026				
			Outstanding for following periods from due date of payment				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Micro and Small Enterprises	-	7.51	-	-	-	-	7.51
(ii) Others	31.27	22.18	6.46	0.05	0.07	0.74	60.77
(iii) Disputed Dues - M & SE	-	-	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-	-	-
Total	**31.27**	**29.69**	**6.46**	**0.05**	**0.07**	**0.74**	**68.28**

Particulars	Unbilled dues	Not Due	As at March 31, 2025				
			Outstanding for following periods from due date of payment				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Micro and Small Enterprises	-	4.81	0.28	-	-	-	5.09
(ii) Others	34.32	20.43	13.26	0.07	0.09	0.67	68.84
(iii) Disputed Dues - M & SE	-	-	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-	-	-
Total	34.32	25.24	13.54	0.07	0.09	0.67	73.93

Particulars	As at March 31, 2026	As at March 31, 2025
Note 22 - Lease liabilities		
Lease liabilities (Refer note 37)	**2.57**	2.24
Total	**2.57**	2.24
Note 23 - Other financial liabilities		
Payables for purchase of property, plant and equipment	**0.74**	0.57
Unclaimed dividends	**0.32**	0.37
Employee benefits payable	**6.62**	3.76
Other liabilities (includes outstanding liabilities for trade schemes etc.)	**12.69**	8.14
Refund liabilities (refer note (ii) below)	**8.73**	7.98
Total	**29.10**	20.82

Note:

(i) Information about Company's exposure to currency and liquidity risks related to the above financial liabilities are included in Note 48.

(ii) Based on the management experience in the previous year related to sales returns on account of damage and expiry and considering current market situation, the management undertook a detailed review of its accounting estimate for refund liability which resulted in a change in the measurement of estimate for refund liability. As a result, sales returns for which refund liability is being accrued in the books of account as at the year-end are expected to increase, the effect of which has resulted in higher provision for refund liability by ₹ 7.43 as at March 31, 2025 and lower profit after tax by ₹ 5.56 for the year ended March 31, 2025.

Particulars	As at March 31, 2026	As at March 31, 2025
Note 24 - Other current liabilities		
Advance from customers (refer note 26)	**3.19**	2.95
Statutory liabilities (including GST, provident fund, TDS etc.)	**2.66**	3.05
Total	**5.85**	6.00

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

Particulars	As at March 31, 2026	As at March 31, 2025
Note 25 -Provisions		
Provision for employee benefits:		
Gratuity (Refer note 47)	1.50	1.35
Compensated absences	1.10	0.54
Others:		
Provision for litigations (Refer note below)	5.02	3.69
Total	7.62	5.58
Note:		
Movement of provision for litigations:		
Opening balance	3.69	2.03
Provision created	1.35	1.68
Less : Provision utilised / reversed	0.02	0.02
Closing balance	5.02	3.69

i) The above provision majorly includes:
- Differential Goods and service tax payable on Bakes and Nachos under GST Act 2017.
- Provision for interest on demand paid pertaining to sales tax levied by authorities denying offset of Input Tax Credit.
- Demand pertaining to Entry tax levied by the authorities.

ii) These provisions have not been discounted as it is not practicable for the Company to estimate the timing of the provision utilisation and cash outflows, if any, pending resolution.

iii) Pending resolution of the respective proceedings, it is not practicable for the Company to estimate the timing of cash outflows, if any in respect of the above as it is determinable only on receipt of judgement/ decisions pending with various forms/ authorities.

iv) Contingent liabilities where applicable are disclosed under note 36.

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Note 26 - Revenue from operations		
Sale of products	880.88	791.37
Other operating revenues (includes scrap sales and royalty income)	1.29	1.58
Total	882.17	792.95

Notes:

(i) The Company disaggregates revenue from contracts with customers by geography. Disaggregation of revenue by geography is not an operating segment as disclosed in Note 42.

Location		
India	880.53	789.25
Outside India	0.35	2.12
Total	880.88	791.37

Geographical revenue is allocated based on the location of customers.

(ii) Timing of revenue recognition

Products transferred at a point in time	880.88	791.37
Products and services transferred over time	-	-
Total	880.88	791.37

(All amounts are in ₹ crores, except share data and where otherwise stated)

Notes :

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
(iii) Reconciliation of revenue from sale of products recognised with contract price		
Gross revenue (as per contracted price)	**949.00**	856.93
Less : Trade allowances, rebates, damage & leakage, expiry related returns*	**68.12**	65.56
Net revenue recognised during the year	**880.88**	791.37

* Also refer note 23

During the year ended 31 March 2026, the Company has reassessed the classification of certain promotional expenses. Based on such assessment, the Company has netted off such expenses of ₹ 3.47 in the Standalone Financial Statements , payable to customers towards promotional activities from revenue. The Company has not reclassified amount for comparative period, considering these are not material.

(iv) Contract balances

The following table provides information about receivables and contract liabilities from contracts with customers.		
Receivables, which are included in 'trade receivables'	**68.99**	63.73
Contract liabilities	**3.19**	2.95

- Trade receivables are the amounts receivable by the Company from Revenue from Contracts with customers and other operating revenues.
- The contract liabilities primarily relate to the advance consideration received from customers for sale of goods. The amount of ₹ 2.25 included in contract liabilities at 31 March 2025 has been recognised as revenue during the year ended 31 March 2026 (31 March 2025: ₹1.52). Contract liabilities are recognised as revenue as (or when) the Company perform under contract which is expected to occur over the next year.

The Company has availed exemption in relation to remaining performance obligations at 31 March 2026 or at 31 March 2025 that have an original expected duration of one year or less, as allowed by Ind AS 115.

Note 27 - Other income

Management support fee	**2.41**	0.43
Gain on disposal of mutual funds units	**0.53**	0.80
Interest income under the effective interest method		
- on rental deposits	**0.17**	0.15
- on deposits with banks and others	**0.15**	0.46
Total	**3.26**	1.84

Note 28 - Cost of materials consumed

Opening stock		
Raw materials (including material-in-transit)	**58.73**	89.85
Packing materials (including material-in-transit)	**12.62**	15.57
Add: Purchases		
Raw materials	**465.98**	384.62
Packing materials	**73.94**	80.58
Less: Closing stock		
Raw materials (including material-in-transit)	**57.38**	58.73
Packing materials (including material-in-transit)	**9.51**	12.62
Total	544.38	499.27

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Note 29 - Purchase of stock-in-trade		
Stock-in-trade	8.34	0.79
Total	8.34	0.79
Note 30 - Changes in inventories of finished goods and stock-in-trade		
Finished goods (including material-in-transit)		
Opening stock	38.09	39.05
Closing stock	40.80	38.09
(Increase) / Decrease in finished goods	(2.71)	0.96
Stock-in-trade		
Opening stock	0.22	0.21
Closing stock	2.76	0.22
(Increase) / Decrease in stock-in-trade	(2.54)	(0.01)
Increase / (Decrease) in finished goods and stock-in-trade	(5.25)	0.95
Note 31 - Employee benefits expense		
Salaries, wages and bonus	60.47	49.73
Contribution to provident and other funds (Refer note 47)	5.28	4.20
Employee share based payment expense (Refer note 16 (g))	13.62	-
Staff welfare expenses	2.25	2.31
Total	81.62	56.24
Note 32 - Finance costs		
Interest on working capital loan measured at amortised cost	0.48	0.99
Interest on lease liability (Refer note 37)	0.51	0.61
Total	0.99	1.60
Note 33 - Depreciation and amortisation expense		
Depreciation of property, plant and equipment (Refer note 4)	11.86	19.21
Amortisation of intangible assets (Refer note 6)	0.64	0.67
Depreciation on Right-of-use asset (Refer note 5)	2.17	2.17
Total	14.67	22.05
Note 34 - Other expenses		
Consumption of stores and spares	2.07	4.18
Power and fuel	10.69	12.35
Processing charges	31.69	34.01
Rent	7.42	7.46
Rates and taxes	2.49	3.61
Repairs and maintenance:		
- Machinery	0.32	0.27
- Others	3.75	2.56
Insurance	2.74	2.51
Printing and stationery	0.36	0.37

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Software expenses	**5.32**	4.98
Communication expenses	**0.82**	0.78
Travelling expenses	**8.01**	6.96
Outward freight	**46.99**	46.36
Brokerage/ commission	**3.52**	3.26
Distribution expenses	**16.82**	20.86
Legal and professional charges (refer note 40)	**10.41**	4.19
Advertisement and sales promotion	**39.23**	35.05
Royalty	**10.94**	9.48
Bad debts written off	**-**	3.31
Loss allowance reversed	**0.18**	(3.32)
(Reversal) / Provision for doubtful advances (refer note 8)	**(1.75)**	-
Loss on sale/ retirement of property, plant and equipment (net)	**0.07**	0.09
Provision for impairment in value of investment in subsidiary	**-**	0.56
Loss on foreign currency transactions (net)	**0.17**	0.03
Bank charges	**0.12**	0.04
Director sitting fees and commission	**0.89**	0.55
Expenditure on corporate social responsibility (refer note 44)	**0.24**	0.45
Miscellaneous expenses	**9.59**	12.11
Total	**213.10**	213.06

Note 35 - Income-tax

(a) Amounts recognised in the statement of profit and loss

Tax expense / Income for the year		
Current tax	**-**	-
Deferred tax	**6.70**	(35.20)
Total	**6.70**	(35.20)

(b) Amounts recognised in other comprehensive income

Deferred tax income on remeasurements of defined benefit plans	**0.03**	(0.08)
Total	**0.03**	(0.08)

(c) The income tax expense for the year can be reconciled to the accounting profit as follows:

Profit before tax	**27.58**	(145.92)
Tax using the Company's domestic tax rate @ 25.168%	**6.94**	(36.72)
Tax effect of:		
Tax effects of amounts which are not deductible in determining taxable profit	**(0.24)**	1.52
Income tax expense / (credit) recognised in standalone statement of profit and loss	**6.70**	(35.20)

(All amounts are in ₹ crores, except share data and where otherwise stated)

(d) The major components of deferred tax liabilities/ assets arising on account of timing differences are as follows:

2025-26

Deferred tax (liabilities) / assets in relation to :	Opening balance	Recognised in Statement of Profit and Loss	Recognised in other comprehensive income	Closing balance
Deferred tax assets				
On provision for doubtful debts and advances	2.56	(0.39)	-	2.17
On expenditure allowed on payment basis	1.99	0.60	(0.03)	2.56
Business Loss and unabsorbed depreciation	3.95	(3.02)	-	0.93
Lease liabilities	1.62	(0.39)	-	1.23
Total deferred tax assets (A)	10.12	(3.20)	(0.03)	6.89
Deferred tax liabilities				
Property, plant and equipment	9.16	(3.78)	-	5.38
Right of use assets	(1.23)	0.28	-	(0.95)
Total deferred tax liabilities (B)	7.93	(3.50)	-	4.43
Net deferred tax asset/ (liability) (A-B)	18.05	(6.70)	(0.03)	11.32

2024-25

Deferred tax (liabilities) / assets in relation to :	Opening balance	Recognised in Statement of Profit and Loss	Recognised in other comprehensive income	Closing balance
Deferred tax assets				
On provision for doubtful debts and advances	2.00	0.56	-	2.56
On expenditure allowed on payment basis	1.80	0.11	0.08	1.99
Business Loss and unabsorbed depreciation	-	3.95	-	3.95
Lease liabilities	2.15	(0.53)	-	1.62
Total deferred tax assets (A)	5.95	4.09	0.08	10.12
Deferred tax liabilities				
Property, plant and equipment	(21.46)	30.62	-	9.16
Right of use assets	(1.72)	0.49	-	(1.23)
Total deferred tax liabilities (B)	(23.18)	31.11	-	7.93
Net deferred tax asset/ (liability) (A-B)	(17.23)	35.20	0.08	18.05

During the previous year ended March 31, 2025, the Company has incurred a tax loss of ₹ 15.69 (includes unabsorbed depreciation of ₹ 13.83). The Company has based on an overall evaluation and in accordance with provision of para 35 of Ind AS 12 – Income taxes decided to recognize deferred tax assets to the extent there is reasonable certainty supported by convincing other evidence (based on Board approved projections, indefinite carry forward for unabsorbed depreciation and tax loss which expires in FY 2032-33) that sufficient taxable profit will be available against which the temporary difference can be utilised by the Company.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

Note 36 - Contingent liabilities and commitments :

Particulars	As at March 31, 2026	As at March 31, 2025
(i) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advances)	**2.13**	1.08
(ii) Contingent liabilities (to the extent not provided for):		
Claims against the Company not acknowledged as debts in respect of :		
- Indirect tax and direct tax matters, under dispute	**11.19**	15.06
- Other matters, under dispute	**1.34**	0.22

Note:

The Company is subject to legal proceedings and claims, which have arisen in the ordinary course of business including litigation before various tax authorities and Industrial Tribunal. The amounts included above represent the best possible estimates arrived at on the basis of available information. The uncertainties and possible reimbursements are dependent on the outcome of the different legal processes which have been invoked by the Company or the claimants as the case may be and therefore cannot be predicted accurately. The Company engages reputed professional advisors to protect its interests and has been advised that it has strong legal positions against such dispute. The Company's Management does not reasonably expect that these legal actions, when ultimately concluded and determined, will have a material and adverse effect on the Company's results of operations or financial conditions. The Company has accrued appropriate provision wherever required.

The above majorly includes the following:

- Demand raised by customs authorities on account of misclassification of imported machinery under customs tariff heading amounting to ₹ 1.31
- Demand pertaining to Entry tax levied by the authorities on crude oil entered into state of Rajasthan amounting to ₹ 4.15
- Demands raised by Goods & Services Taxes (GST) Authorities for irregular availment of Input Tax Credit (ITC), Input Service Distribution Credit (ISD), differences between GSTR 3B and GSTR 2A filed by the company amounting to ₹1.83
- Income-tax demand comprises of demand from the Indian tax authorities upon completion of their assessment. The tax demands are mainly on account of disallowance of the benefit on research & development expenses, other expenses not allowed.
- As per agreement with seller of Del Monte Foods Private Limited, the Company is required to pass on certain gain to seller, if any, it derives in future in related to incremental tax benefits than recorded and available as of acquisition date. This amount is not ascertainable as of date, hence no provision are accured.

Note 37 - Leases

Particulars	As at March 31, 2026	As at March 31, 2025
(i) The following is the breakup of current and non current lease liabilities		
Current lease liabilities	**2.57**	2.24
Non-current lease liabilities	**2.33**	4.20
	4.90	6.44
(ii) The following is the movement of lease liabilities during the year		
Balance at the beginning	**6.44**	8.50
Additions	**0.83**	-
Finance cost accrued during the year	**0.51**	0.61
Payment of lease liabilities (including finance cost)	**(2.88)**	(2.67)
Balance at the end	**4.90**	6.44
(iii) Maturity analysis of lease liabilities		
Less than one year	**2.88**	2.68
One to five years	**2.45**	4.47
Total lease liabilities	**5.33**	7.15

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

Particulars	As at March 31, 2026	As at March 31, 2026

Note 38- Intangible assets - Trademarks

Trademarks represent the purchase consideration paid for brand "Sundrop". Sundrop brand has been assessed to have an indefinite useful life and therefore measured at cost and not subject to amortisation, but tested for impairment annually or more frequently if events or changes in circumstances indicate that it might be impaired. On the Balance Sheet date, the Management reassesses the value of brand through an independent valuer to ensure that the recoverable amount of the asset is not lower than its carrying amount. Valuation of the brand Sundrop ("Sundrop" or the "Brand") for Impairment Testing Purpose under Ind AS 36 carried out under Multi-Period Excess Earnings Method. Key assumptions used in the estimation of value-in-use are set out below:

Particulars	As at March 31, 2026	As at March 31, 2025
Annual average growth rate	**13.72%**	13.00%
Pre tax discount rate	**16.50%**	17.70%
Terminal growth rate	**4.00%**	4.00%

The Management believes that any reasonable possible change in the key assumptions that would not cause the carrying amount to exceed the recoverable amount of the asset.

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

Note 39 - Exceptional items

Provision for impairment (refer note 4(e))	-	136.04
Acquisition related costs (refer note a below)	-	5.16
Allowances for duty paid under protest for Custom Duty related litigation (refer note 9)	-	5.55
Total	-	146.75

During the previous year the Company has incurred rebranding and acquisition-related costs of ₹ 5.16 on legal, professional, due diligence costs and other fees for acquisition of Del Monte Foods Private Limited.

Note 40 - Auditor's remuneration (excluding GST):

To Statutory auditor		
Statutory audit fee	**0.36**	0.62
Tax audit fee	**0.03**	0.03
Limited review fee	**0.11**	0.11
Fees for certifications	**0.04**	0.06
Others	**0.07**	0.04
Reimbursement of expenses	**0.11**	0.04
Total	**0.72**	0.90

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Note 41 - Earnings per equity share ("EPS")		
(a) (i) Net profit / (loss) attributable to the equity shareholders (₹ in crores)	**20.88**	(110.72)
(ii) Weighted average number of equity shares outstanding during the year (No's)		
Basic outstanding shares	**37,696,853**	26,341,017
Less: Weighted average number of treasury shares	**-**	-
(b) Weighted average number of shares used for computing basic EPS (No's)	**37,696,853**	26,341,017
Add: Dilutive effect of stock options	**-**	-
(c) Weighted average number of shares used for computing diluted EPS (No's)	**37,696,853**	26,341,017
(d) Basic earnings per share (₹) (a/b)	**5.54**	(42.03)
(e) Diluted earnings per share (₹) (a/c)	**5.54**	(42.03)

Note 42 - Segmental information

The Chief Operating Decision Maker (CODM) evaluates the Company's performance and allocates resources based on analysis of various performance indicators by industry classes. The operating segment of the Company has been identified as "Foods" as the CODM reviews the business performance at an overall Company level as one segment.

Information about major customers

Revenue from specific customers exceeding 10% of total revenue

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
One customer		
Revenue from top customer	**136.21**	123.63
Percentage of total revenue	**14.35%**	14.43%

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

Note 43 Related Parties

Note 43A - Related parties

Relationships	Name of related parties
1. Ultimate Holding Company	Zest Holding Investments Limited (w.e.f. August 28 , 2024) Conagra Brands Inc.(Upto August 27, 2024)
2. Holding Company	CAG Tech (Mauritius) Limited
3. Wholly owned Subsidiary Companies	Sundrop Foods India Private Limited Agro Tech Foods (Bangladesh) Pvt. Ltd. Sundrop Foods Lanka (Private) Limited Del Monte Foods Private Limited (w.e.f. February 6, 2025)
4. Step-down subsidiary company	Del Monte Foods India (North) Private Limited (w.e.f. February 6, 2025)
5. Fellow Subsidiary Company	Conagra Foods RDM LLC (Upto August 27, 2024) (formerly known as Conagra Foods RDM, Inc.)
6. Key Management Personnel (KMP)	
(i) Group Managing Director	Mr. Nitish Bajaj (w.e.f. November 25, 2024)
(ii) Executive Director & Chief Executive Officer	Mr. Asheesh Kumar Sharma (w.e.f. November 25, 2024)# # He was a Managing Director (w.e.f. April 25, 2024 to November 24, 2024) Mr. Sachin Gopal, Managing Director (Upto April 24, 2024)
(iii) Chief Financial Officer	Mr. K P N Srinivas
(iv) Company Secretary	Ms. Kavita (w.e.f. November 28, 2025) Ms. Jyoti Chawla (Upto November 27, 2025)
(v) Independent Directors	Mr. Rajesh Jain (w.e.f. July 17, 2024) Mr. Satish Premanand Rao (w.e.f. July 17, 2024) Ms. Richa Arora (w.e.f. July 17, 2024) Dr. Om Prakash Manchanda (from November 15, 2024 to February 27, 2026) Mr. Karamendra Daulat Singh (w.e.f. February 6, 2025) Mr. Madhavan Karunakaran Menon (w.e.f. September 24, 2025) Lt. Gen. D.B. Singh (Upto July 16, 2024) Mr. Sanjaya Kulkarni (Upto July 16, 2024) Mr. Arun Bewoor (Upto July 16, 2024) Mr. Narendra Ambwani (Upto July 16, 2024) Ms. Veena Vishindas Gidwani (Upto July 16, 2024)
7. Post-employment benefit trusts	Agro Tech Foods Management Staff Gratuity Fund Agro Tech Foods Non-Management Staff Gratuity Fund Agro Tech Foods Provident Fund Agro Tech Foods Superannuation Fund

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

(a) Related party transactions during the year

Particulars	Relationship	For the year ended March 31, 2026	For the year ended March 31, 2025
Sundrop Foods India Private Limited	Wholly owned Subsidiary Companies		
Recovery of expenses		-	0.03
Distribution services received		13.32	16.88
Management support fee		0.39	0.42
Rental Income		0.01	-
Purchase of Assets		0.42	-
Agro Tech Foods (Bangladesh) Pvt. Ltd.	Wholly owned Subsidiary Companies		
Purchase of Goods		2.89	0.75
Del Monte Foods Private Limited	Wholly owned Subsidiary Companies		
Management support fee		1.96	-
Rental Income		0.03	0.01
Deemed Investment (Refer note 16)		5.64	-
Purchase of Goods		0.95	-
Sale of Goods		0.10	-
Del Monte Foods India (North) Private Limited	Fellow Subsidiary Company		
Rental Income		0.01	0.00
Conagra Brands Inc.	Ultimate Holding Company (Upto August 27, 2024)		
Reimbursement of expenses		-	12.81
Recovery of expenses		-	0.01
Conagra Foods RDM LLC (formerly known as Conagra Foods RDM, Inc.)	Fellow Subsidiary Company (Upto August 27, 2024)		
Royalty*		-	3.80
CAG Tech (Mauritius) Limited	Holding Company		
Dividend paid		-	3.78
Zest Investments Limited	Ultimate Holding Company (w.e.f August 28, 2024)		
Dividend paid (amount below ₹ thousand)		-	0.00
Key Managerial Personnel Compensation	Key Management Personnel		
Short-term employee benefits		7.12	4.91
Post-employment defined benefits		0.31	0.20
Sitting fees and commission to independent directors		0.89	0.55
Dividend paid		-	0.00
Gratuity**		1.22	2.01
Compensated absences**		0.34	0.27
Agro Tech Foods Management Staff Gratuity Fund	Post-employment benefit trusts		
Contribution during the year		1.38	0.94
Agro Tech Foods Provident Fund	Post-employment benefit trusts		
Contribution during the year		4.15	3.61
Agro Tech Foods Superannuation Fund	Post-employment benefit trusts		
Contribution during the year		0.51	0.51

*Conagra Foods RDM, LLC. has authorised Conagra Brands Inc. to collect the amount of royalty on its behalf.

**It includes gratuity of ₹ 0.09 (PY ₹ 0.96) and leave encashment of ₹ 0.02 (PY ₹ 0.07) to one of the KMPs who resigned during respective years.

(All amounts are in ₹ crores, except share data and where otherwise stated)

During the previous year the Company has received amount of ₹ 12.81 from Conagra Brands Inc. (erstwhile Ultimate Holding Company) as reimbursement towards one time retention incentive/ severance payment to certain employees, KMPs and to erstwhile CEO which is excluded above.

On 6 February 2025, the Company acquired 100% equity shares of Del Monte Foods Private Limited as detailed in Note 54. Accordingly, transactions of the Company with the entities which became Company's related party as a result of acquisition of Del Monte Foods Private Limited have been disclosed as related party transaction post Company acquired control in Del Monte Foods Private Limited.

The Company deducted and paid TDS on the capital gain earned by DMPL India Limited which was reimbursed by the said entity to the Company in the previous year. This transaction has not been disclosed above as DMPL India Limited was not a related party of the Company as at the date of the transaction under the applicable Ind AS.

(b) Balances receivable from/payable to related parties

Particulars	Nature of Transactions	As at March 31, 2026	As at March 31, 2025
Receivable from related parties			
Sundrop Foods India Private Limited	Other contractual receivable	-	0.14
Del Monte Foods Private Limited	Other contractual receivable	2.05	0.01
Del Monte Foods India (North) Private Limited	Other contractual receivable	-	0.00
Payable to related parties			
Agro Tech Foods Management Staff Gratuity Fund	Provision for employee benefits	1.18	1.38
Agro Tech Foods Provident Fund	Employee benefits payable	0.34	0.32
Agro Tech Foods Superannuation Fund	Employee benefits payable	0.04	0.04
Sundrop Foods India Private Limited	Trade payable	5.15	9.31
Del Monte Foods Private Limited	Trade payable	0.29	-
Key Managerial Personnel Compensation	Employee benefits payable	1.82	0.47
Key Managerial Personnel Compensation	Provision for employee benefits	1.13	2.01
Key Managerial Personnel Compensation	Employee benefits payable	0.32	0.27
Independent Directors	Trade payable	0.42	0.20

43B: During the previous year the Company paid ₹ 0.25 to Mediaedge Cia India Private Limited towards rebranding related services. The relative of one of the director is holding senior position in this company. While this is not a related party under applicable Ind AS, however, the Company has taken necessary audit committee approval on good governance basis.

Note 44 - Corporate social responsibility

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. Accordingly, the gross amount required to be spent during the year is ₹ 0.24 (March 31, 2025: ₹ 0.45).The Company has before the year end, contributed the entire amount of its current year obligation of ₹ 0.24 (PY ₹ 0.45) to the Prime Minister's National Relief Fund, which is a fund prescribed under Schedule VII of the Act.

(All amounts are in ₹ crores, except share data and where otherwise stated)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
a. Amount required to be spent by Company during the year	0.24	0.45
b. Amount approved by the Board to be spent during the year	0.24	0.45
c. Amount spent during the year	-	-
i. Construction/ acquisition of any asset	-	-
ii. On purposes other than (i) above	0.24	0.45
d. Details of related party transactions	-	-
e. Shortfall /(excess) at the end of the year	-	-
f. Movements in provision of liability created	-	-
Nature of activities	Contributed to Prime Minister's National Relief Fund	

Note 45 - Research and development expenses

Revenue expenditure on research and development is expensed as incurred. Capital expenditure incurred on research and development ('R&D') is capitalised as property, plant and equipment and depreciated in accordance with the depreciation policy of the Company. The details are as below:

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Capital expenditure	0.66	1.01
Revenue expenditure	1.81	1.69
Total	2.47	2.70

Note 46 - Capital management

The Company's policy is to maintain a stable and strong capital structure with focus on total equity so as to maintain investors, creditors and market confidence and to sustain future development and growth of its business. In order to maintain the capital structure, the Company monitors the return on capital, as well as the level of dividends of equity share holders. The Company aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to all its shareholders. The Company monitors capital using a gearing ratio, which is net debt divided by adjusted equity. Company's capital includes issued capital and all other equity reserves and debt includes long-term borrowings and short-term working capital demand loan excluding lease liabilities.

The Company monitors capital on the basis of the following gearing ratio

Particulars	As at March 31, 2026	As at March 31, 2025
Total Debt (excluding lease liabilities) (refer note 20)	-	-
Total Equity	1,477.65	1,437.42
Debt to equity ratio	-	-

(All amounts are in ₹ crores, except share data and where otherwise stated)

Note 47 - Employee Benefits

a) The employee benefit schemes are as under:

i. Provident fund :

All employees of the Company receive benefits under the Provident Fund which is a defined benefit plan wherein the Company provides the guarantee of a specified return on contribution. The contribution is made both by the employee and the Company equal to 12% of the employees' salary. These contributions are made to the fund administered and managed by the Company's own Trust. (Refer Note 43A). Amount of contribution charged to statement of profit and loss ₹ 2.48 (Previous year ₹ 2.06).

ii. Superannuation fund:

The Company has a defined contribution scheme to provide pension to its eligible employees. The Company makes monthly contributions equal to a specified percentage of the covered employees' salary. These contributions are administered by Company's own Trust which has subscribed to "Group Superannuation Policy" of ICICI Prudential Life Insurance Company Limited. The Company's monthly contributions are charged to the Statement of Profit and Loss. (Refer Note 43A). Amount of contribution charged to statement of profit and loss ₹ 0.51 (Previous year ₹ 0.51)

iii. Compensated absences :

The accrual for unutilised leave is determined for the entire available leave balance standing to the credit of the employees at the year end. The value of such leave balances that are eligible for carry forward, is determined by an actuarial valuation as at the end of the year and is charged to the Statement of Profit and Loss. Amount of contribution charged to statement of profit and loss ₹ 2.29 (Previous year ₹ 0.75)

iv. Gratuity :

In accordance with Indian law, the Company operate a scheme of gratuity which is a defined benefit plan. The gratuity plan provides for a lump sum payment to vested employees at retirement, "death while in employment or on termination of employment in accordance with the provisions under the Code on Social Security, 2020 or as per the Company Scheme, as applicable. Vesting occurs upon completion of contractual period of continuous years of service as defined in the Code on Social Security, 2020. Liabilities with regard to such gratuity plan are determined by an actuarial valuation as at the end of the year. The gratuity plan is a funded plan administered by Company's own Trust which has subscribed to "Group Gratuity Scheme" of ICICI Prudential Life Insurance Company Limited. Amount of contribution charged to statement of profit and loss ₹ 1.63 (Previous year ₹ 1.05)

Risk Management:

Investment risk - The probability or likelihood of occurrence of losses related to the expected return on any particular investment.

Interest rate risk - The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability.

Longevity risk - The present value of defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk - The present value of the defined benefit plan is calculated with reference to the future salaries of participants under the plan. Increase in salary due to adverse inflationary pressures might lead to higher liabilities.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

b) The following table sets out the particulars of the employee benefits as required under the Ind AS 19 "Employee Benefits"

i) The amounts recognised in the Balance Sheet and the movement in the defined benefit obligation for Gratuity is as follows:

Particulars	March 31, 2026			March 31, 2025		
	Present value of obligation	Fair value of plan assets	Net Liability/ (asset)	Present value of obligation	Fair value of plan assets	Net Liability/ (asset)
Opening balance (A)	11.18	9.83	1.35	10.85	9.91	0.94
Current service cost	1.22	-	1.22	0.98	-	0.98
Interest cost	0.68	-	0.68	0.68	-	0.68
Expected returns	-	0.59	(0.59)	-	0.62	(0.62)
Total amount recognised in the statement of profit and loss (B)	1.90	0.59	1.31	1.66	0.62	1.04
Remeasurements						
Loss/ (gain) from change in financial assumptions	(0.44)	-	(0.44)	0.37	-	0.37
Experience losses - experience	0.02	-	0.02	0.16	-	0.16
Return on plan assets, greater/ less than discount rate	-	(0.28)	0.28	-	0.22	(0.22)
Total amount recognised in other comprehensive income (C)	(0.42)	(0.28)	(0.14)	0.53	0.22	0.31
Contributions (D)	-	1.38	(1.38)	-	0.94	(0.94)
Benefit paid (E)	(1.69)	(1.69)	-	(1.86)	(1.86)	-
Closing Balance (A+B+C+D+E)	10.97	9.83	1.14	11.18	9.83	1.35

Expected contributions to the plan for the next annual reporting period

The Company expects to contribute a sum of ₹ 1.54 to the plan for the next annual reporting period (31 March 2025: ₹ 1.29)

ii) The amounts recognised in the Balance Sheet and the movement in the defined benefit obligation for Provident Fund is as follows:

Particulars	March 31, 2026			March 31, 2025		
	Present value of obligation	Fair value of plan assets	Net Liability/ (asset)	Present value of obligation	Fair value of plan assets	Net Liability/ (asset)
Opening balance (A)	38.05	39.57	(1.52)	42.55	44.20	(1.65)
Current service cost	1.32	-	1.32	1.11	-	1.11
Interest cost	2.93	-	2.93	3.12	-	3.12
Expected returns	-	3.26	(3.26)	-	3.43	(3.43)
Total amount recognised in the statement of profit and loss (B)	4.25	3.26	0.99	4.23	3.43	0.80
Remeasurements						
Actuarial loss / (gain)	1.74	-	1.74	(2.30)	-	(2.30)
Return on plan assets	-	0.70	(0.70)	-	(2.74)	2.74
Total amount recognised in other comprehensive income (C)	1.74	0.70	1.04	(2.30)	(2.74)	0.44
Contributions (D)	2.83	4.15	(1.32)	2.50	3.61	(1.11)
Transfer in (E)	0.68	0.68	-	0.15	0.15	-
Interest allocations (F)	-	-	-	-	-	-
Benefits paid (G)	(5.00)	(5.00)	-	(9.08)	(9.08)	-
Closing Balance (A+B+C+D+E+F+G)*	42.55	43.36	(0.81)	38.05	39.57	(1.52)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

* The Company has not recognised an asset amounting to ₹ 0.81 (March 31, 2025: ₹ 1.52) as there are no future economic benefits available to the Company in the form of reduction in future contribution or a cash refund.

ii) Significant estimates: Actuarial assumptions

The significant actuarial assumptions for defined benefit obligation are as follows:

Particulars	Provident fund		Gratuity	
	As at March 31, 2026	As at March 31, 2025	**As at March 31, 2026**	As at March 31, 2025
Discount rate	**7.27%**	6.78%	**7.27%**	6.78%
Expected rate of return on plan assets	**8.25%**	8.25%	**7.27%**	7.21%
Salary escalation rate	**7.00%**	7.00%	**7.00%**	7.00%

Discount rate : The discount rate is based on the prevailing market yields of Indian Government securities as at the balance sheet date for the estimated term of the obligations.

Expected rate of return on plan assets : This is based on the expectation of the average long-term rate of return expected on investments of the fund during the estimated term of the obligations.

Salary escalation rate : The estimates of future salary increase considered in the actuarial valuation takes into account factors like inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

iii) Details of plan assets

Particulars	Provident fund		Gratuity	
	As at March 31, 2026	As at March 31, 2025	**As at March 31, 2026**	As at March 31, 2025
Government of India securities	**59.23%**	56.50%	**-**	-
Public Sector Undertakings and Private Companies	**29.25%**	32.24%	**-**	-
Mutual Funds	**11.52%**	11.26%	**-**	-
Fund managed by ICICI Prudential Life Insurance Company Limited*	**-**	-	**100%**	100%
Total	**100%**	100%	**100%**	100%

*The Company makes annual contribution to the ICICI Prudential Life Insurance Company Limited.

iv) Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is as follows:

Particulars	Provident fund		Gratuity	
	As at March 31, 2026	As at March 31, 2025	**As at March 31, 2026**	As at March 31, 2025
A. Discount rate				
a. Discount rate - 100 basis points	**45.43**	40.87	**11.88**	12.13
b. Discount rate +100 basis points	**40.89**	36.35	**10.15**	10.36
B. Salary increase rate				
a. Rate - 100 basis points	**40.92**	36.39	**10.12**	10.34
b. Rate +100 basis points	**45.18**	40.61	**11.90**	12.13

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions maybe correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as and when calculating the defined benefit liability recognised in the Balance Sheet.

(All amounts are in ₹ crores, except share data and where otherwise stated)

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous year.

v) Maturity profile of defined benefit obligation :

Particulars	Provident fund		Gratuity	
	As at March 31, 2026	As at March 31, 2025	**As at March 31, 2026**	As at March 31, 2025
Year 1	**5.63**	5.19	**1.82**	2.20
Year 2	**8.33**	7.70	**1.39**	0.86
Year 3	**4.53**	4.19	**1.25**	1.29
Year 4	**3.75**	3.47	**0.34**	1.15
Year 5	**9.47**	8.77	**0.32**	0.30
Year 6 to 10	**25.06**	23.18	**2.44**	2.15

Note 48 - Financial instruments

The Company’s principal financial liabilities comprise borrowings, trade payables and other liabilities. The Company’s principal financial assets include loans, investments, trade and other receivables, and cash and cash equivalents that are derived directly from its operations. The Company's activities expose it to a variety of financial risks viz. market risk, credit risk and liquidity risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimise potential adverse effects on its financial performance. The primary market risk to the Company is foreign exchange risk. The Company uses forward contracts to mitigate foreign exchange related risk exposures. The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers. All derivative activities for risk management purposes are carried out by specialist teams that have the appropriate skills, experience and supervision. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors review and agree policies for managing each of these risks, which are summarised below:

Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities as at March 31, 2026, including their levels in the fair value hierarchy.

Particulars	Note	Carrying amount					Fair value			
		FVTPL	FVOCI	Other financial assets - amortised cost	Other financial liabilities amortised cost	Total carrying amount	Level 1	Level 2	Level 3	Total
Financial assets										
Non current financial assets	8	-	-	4.40	-	4.40	-	-	-	-
Trade receivables	11	-	-	68.99	-	68.99	-	-	-	-
Cash and cash equivalents	12	-	-	24.59	-	24.59	-	-	-	-
Bank balances (other than cash and cash equivalents)	13	-	-	1.26	-	1.26	-	-	-	-
Other financial assets	14	-	-	2.59	-	2.59	-	-	-	-
		-	-	101.83	-	101.83	-	-	-	-
Financial liabilities										
Borrowings	20	-	-	-	-	-	-	-	-	-
Trade payables	21	-	-	-	68.28	68.28	-	-	-	-
Other financial liabilities	23	-	-	-	29.10	29.10	-	-	-	-
Lease liabilities	18,22	-	-	-	4.90	4.90	-	-	-	-
		-	-	-	102.28	102.28	-	-	-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

The following table shows the carrying amounts and fair values of financial assets and financial liabilities as at March 31, 2025, including their levels in the fair value hierarchy.

Particulars	Carrying amount						Fair value			
	Note	FVTPL	FVOCI	Other financial assets - amortised cost	Other financial liabilities amortised cost	Total carrying amount	Level 1	Level 2	Level 3	Total
Financial assets										
Non current financial assets	8	-	-	4.25	-	4.25	-	-	-	-
Trade Receivables	11	-	-	63.73	-	63.73	-	-	-	-
Cash and cash equivalents	12	-	-	22.01	-	22.01	-	-	-	-
Bank balances (other than cash and cash equivalents)	13	-	-	1.25	-	1.25	-	-	-	-
Other financial assets	14	-	-	0.87	-	0.87	-	-	-	-
		-	-	92.11	-	92.11	-	-	-	-
Financial liabilities										
Borrowings	20	-	-	-	-	-	-	-	-	-
Trade payables	21	-	-	-	73.93	73.93	-	-	-	-
Other financial liabilities	23	-	-	-	20.82	20.82	-	-	-	-
Lease liabilities	18,22	-	-	-	6.44	6.44	-	-	-	-
		-	-	-	101.19	101.19	-	-	-	-

The above table does not includes investment in subsidiaries carried at cost.

Fair value hierarchy

The fair value of financial instruments as referred to above have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identified assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements)

The following levels have been used for classification:

- Level 1: Quoted prices (unadjusted) for identical instruments in active market
- Level 2: Directly or indirectly observable market inputs, other than Level 1 inputs
- Level 3: Inputs which are not based on observable market data.

If one or more of the significant inputs is not based on observable market data, the fair value is determined using generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparty.

The fair value of trade receivables, cash and cash equivalents, Bank balances (other than cash and cash equivalents), borrowings, trade payables and other current financial assets and liabilities is considered to be equal to the carrying amounts of these items due to their short-term nature. With respect to non current financial assets and lease liabilities discount rate for fair valuation is not significantly different from discount rate at lease inception. Hence fair value approximates the carrying value. For all other amortised cost instruments, carrying value represents the best estimate of fair value. There were no transfers between Level 1 and Level 2 during the year.

Financial risk management

The Company has exposure to the following risks arising from financial instruments:

i. Liquidity Risk

ii. Market Risk

iii. Credit Risk

Risk Management framework:

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's risk management policy is set by the Risk Management Committee. The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk. The Company's primary focus is to

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

foresee the unpredictability of financial markets and seek to minimise potential adverse effects on its financial performance. A summary of the risks have been given below:

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or any other financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risk of damage to the Company's reputation.

The Company monitors the level of expected cash inflows on trade receivables and loans together with expected cash outflows on trade payables and other financial liabilities.

The table below provides details regarding the contractual maturities of significant financial liabilities as at March 31, 2026 and March 31, 2025:

Particulars	As at March 31, 2026			
	Carrying value	Less than 1 year	1-2 years	2 years and above
Non-derivative financial liabilities				
Borrowings	-	-	-	-
Trade payables	68.28	68.28	-	-
Other financial liabilities	29.10	29.10	-	-
Lease liabilities	4.90	2.88	2.00	0.45
	102.28	100.26	2.00	0.45

Particulars	As at March 31, 2025			
	Carrying value	Less than 1 year	1-2 years	2 years and above
Non-derivative financial liabilities				
Borrowings	-	-	-	-
Trade payables	73.93	73.93	-	-
Other financial liabilities	20.82	20.82	-	-
Lease liabilities	6.44	2.68	2.68	1.80
	101.19	97.43	2.68	1.80

Market risk

Market risk is the risk that changes in market prices - such as foreign exchange rates and interest rates - will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Since the Company has insignificant interest bearing borrowings, the exposure to risk of changes in market interest rates is minimal. The Company has not used any interest rate derivatives.

Currency risk

The Company is exposed to currency risk to the extent that there is mismatch between the currencies in which sales, purchase are denominated and the respective functional currencies of Company. The functional currency of the Company is INR and maximum sales transactions are denominated in INR itself. Foreign currency transactions are mainly denominated in USD.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

Exposure to currency risk

The following is the nominal value of outstanding derivative contracts entered into by the Company for hedging currency related risks as at:

Particulars	As at March 31, 2026		As at March 31, 2025	
	Foreign Currency (USD)	Amount in ₹ crores	Foreign Currency (USD)	Amount in ₹ crores
Forward foreign exchange contract -Trade payables	-	-	-	-

The particulars of un-hedged foreign exposure as at balance sheet date is as under

Particulars	As at March 31, 2026		As at March 31, 2025	
	Foreign Currency (USD)	Amount in ₹ crores	Foreign Currency (USD)	Amount in ₹ crores
Payables for purchase of property, plant and equipment	-	-	-	-
Trade receivables	-	-	35,233	0.30

Sensitivity Analysis:

The profit or loss is sensitive to foreign exchange gain/ (loss) as a result of changes in foreign exchange rates.

Particulars	Impact on profit for the year ended	
	March 31, 2026	March 31, 2025
Foreign exchange rate - Increases by 5%	-	0.15
Foreign exchange rate - Decreases by 5%	-	(0.15)

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and loans given. Credit risk arises from cash held with banks, as well as credit exposure to clients, including outstanding accounts receivables. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. In monitoring customer credit risk, customers are grouped according to their credit characteristics, including whether they are wholesale, retail or institutional customers, their industry, trading history with the Company and existence of previous financial difficulties. The default in collection as a percentage to total receivable is low.

An impairment analysis is performed at each reporting date on an individual basis. The calculation is based on historical data of credit losses. The following table provides information about the exposure to credit risk and expected credit loss (ECL) for trade receivables.

(All amounts are in ₹ crores, except share data and where otherwise stated)

As at 31 March 2026

Particulars	Weighted average loss rate	Gross carrying amount	Impairment loss allowance	Credit impaired
Less than 90 days	**0.19%**	**64.08**	**0.12**	**No**
90 - 180 days	**2.46%**	**3.88**	**0.09**	**No**
180 - 270 days	**9.23%**	**1.10**	**0.10**	**No**
270 - 360 days	**23.06%**	**0.28**	**0.06**	**No**
360 - 450 days	**53.28%**	**0.03**	**0.02**	**No**
450 - 540 days	**77.23%**	**0.05**	**0.04**	**No**
540 - 630 days	**89.21%**	**0.05**	**0.05**	**No**
More than 630 days	**100.00%**	**4.36**	**4.36**	**Yes**

As at 31 March 2025

Particulars	Weighted average loss rate	Gross carrying amount	Impairment loss allowance	Credit impaired
Less than 90 days	0.05%	61.56	0.03	No
90 - 180 days	0.74%	1.29	0.01	No
180 - 270 days	3.09%	0.71	0.05	No
270 - 360 days	9.52%	0.24	0.02	No
360 - 450 days	25.30%	0.04	0.01	No
450 - 540 days	36.10%	0.01	0.00	No
540 - 630 days	40.88%	0.00	0.00	No
More than 630 days	100.00%	4.54	4.54	Yes

The Company uses an allowance matrix to measure the ECL of trade receivables from individual customers, which comprise a very large number of small balances. Based on the industry practice and the business environment in which the entity operates, Management considers that the trade receivables are significant increase in credit risk if the payments are pending for more than 180 days for all customers other than Government related Customers. In the case of Government related customers, if the payments are pending for more than 365 days.

Loss rates are based on actual credit loss experience over the past 3 years.

Security deposits

Security deposits are primarily given to electricity authorities of states across India and rental deposits. Recoverability of these deposits is probable and no risk is expected.

Loans

Loan are interest free loans which are primarily given to employees and recovered from their monthly salary.

Cash and cash equivalents and other bank balances

The cash and cash equivalents and other bank balances are held with banks. Credit risk on cash and cash equivalents and deposits with banks and financial institutions are generally low as the said deposits have been made with the banks and financial institutions who have been assigned high credit rating by international and domestic credit rating agencies.

General Risk Assessment

The Company, to the extent possible, has considered the risks that may result from the uncertainty relating to ongoing geopolitical uncertainties and its impact on the overall financial performance of the Company. Based on the Company's analysis of the current indicators of the future economic condition on its business and the estimates used in its financial statements, the Company does not foresee any material impact in the recoverability of the carrying value of the assets and its financial performance. The risk assessment is a continuous process and the Company will continue to monitor the impact of the changes in future economic conditions on its business.

Note 49 - During the year ended March 31, 2026 and March 31, 2025 no material foreseeable loss was incurred for any long-term contract including derivative contracts.

Note 50 - On November 21, 2025, the Government of India notified the four Labour Codes – the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and Working Conditions Code, 2020 – consolidating 29 existing labour laws. The Ministry of Labour & Employment published draft Central Rules and FAQs to enable assessment of the financial impact due to changes in regulations. The Company has considered restructured compensation of its employees with effect from June 1, 2026, and assessed the impact of the changes, consistent with the Labour Codes, draft rules, FAQs and legal opinion. The Company has presented such incremental impact under the Employee Benefits expenses line item in the standalone statement of profit and loss for the year ended March 31, 2026. The Company continues to monitor the finalisation of Central / State Rules and clarifications from the Government on other aspects of the Labour Code and would provide appropriate accounting effect on the basis of such developments as needed.

Note 51- Change in Ultimate Holding Company

Pursuant to previously submitted Public Announcement of Open Offer made on the February 29, 2024 and a copy of Detailed Public Statement made on March 7, 2024, the change in control of Sundrop Brands Limited (formerly known as Agro Tech Foods Limited) ("the Company") has occurred through the indirect acquisition of the Company by Zest Holding Investments Limited by way of acquisition of shares from CAG-Tech (Mauritius) Limited (Holding Company/ Promoter of the Company). Post this transaction Zest Holding Investments Limited holds 100% of the issued and paid-up share capital of CAG-Tech (Mauritius) Limited, i.e. w.e.f August 28, 2024. Considering this CAG-Tech (Mauritius) Limited is continued to be disclosed as Holding Company of the Company.

On February 6, 2025, the Company acquired 100% equity shares of Del Monte Foods Private Limited ("DMF") as detailed in Note 54. Del Monte Foods India (North) Private Limited, subsidiary of DMF also became the step-down subsidiary of the Company from the same date.

Note 52 - As per the proviso to Rule 3(1) of Companies (Accounts) Rules, 2014, for the financial year commencing on or after the 1st day of April 2023, every company which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

The Company used Oracle E-Business as its primary accounting software for recording all the accounting transactions viz., sales, purchases, production/costing, fixed assets, other expenses, cash and bank transactions, journal entries and all other general ledger accounting transactions for the year ended March 31, 2026. Oracle E-Business has a feature of recording audit trail (edit log) facility which log was enabled throughout the period for all relevant transactions recorded in the software.

In respect of accounting software used by the Company for maintaining the books of account relating to payroll processing records, which is operated by a third-party software service provider, has a feature of recording audit trail (edit log) facility which log was enabled for the period from 01 April 2025 to 30 September 2025. The Service Provider has not provided independent service auditor's report from 01 October 2025 to 31 March 2026 in relation to controls at a service organization.

In respect of accounting software used by the Company for maintaining the books of account relating to payroll masters, which is operated by a third-party software service provider, has a feature of recording audit trail (edit log) facility which log was enabled for the period from 01 April 2025 to 31 December 2025. The Service Provider has not provided independent service auditor's report from 01 January 2026 to 31 March 2026 in relation to controls at a service organization.

Further, where audit trail (edit log) facility was enabled and operated throughout the year, there was no instances of audit trail feature being tampered with. Additionally, the audit trail in relation to previous year has been preserved by the Company as per the statutory requirements for record retention to the extent applicable. Additionally, except where audit trail was not enabled in the previous year, the audit trail has been preserved by the respective Company as per the statutory requirements for record retention.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

Note 53 Additional Regulatory Information

Ratios :

The following are analytical ratios for the year ended March 31, 2026 and March 31, 2025

Srl. No.	Particulars	Numerator	Denominator	March 31, 2026	March 31, 2025	Change %	Reasons for Variance
a.	Current Ratio	Current assets	Current liabilities	2.40	2.10	14.29%	
b.	Debt -Equity Ratio	Debt consisting of borrowings and lease liabilities	Total equity	-	-	NA	
c.	Debt Service Coverage Ratio	Earning for Debt service #	Debt Service : Interest and Lease payments	10.74	13.20	(18.64%)	
d.	Return on Equity (in %)	Profit/(Loss) after tax	Average Shareholder's equity	1.43%	(11.43%)	(112.51%)	Return on Net Worth of current year improved, due to positive profitability driven by sales and operational efficiency despite a higher equity base. Previous period significant loss due to exceptional items.The exceptional item as disclosed in note 39.
e.	Inventory Turnover Ratio	Cost of Goods Sold	Average Inventory	4.97	3.94	26.14%	Lower inventory and higher consumption (cost of good sold) results in improvement in inventory turnover ratio.
f.	Trade receivables Turnover Ratio	Revenue from operations	Average trade receivables	13.29	12.13	9.56%	
g.	Trade payables Turnover Ratio	Net credit purchases (excluding other expenses)	Average trade payables	7.71	6.54	17.89%	
h.	Net capital turnover ratio	Revenue from operations	Working capital	5.48	6.52	(15.95%)	
i.	Net profit ratio (in %)	Profit/(Loss) after tax	Revenue from operations	2.37%	(13.96%)	(116.98%)	Net profit ratio of current year improved, due to positive profitability driven by sales and operational efficiency. Previous period significant loss due to exceptional items.The exceptional item as disclosed in note 39.
j.	Return on capital employed (in %)	Profit/(Loss) before interest and tax	Capital employed ##	1.94%	(10.09%)	(119.23%)	Return on capital employed of current year improved, due to positive profitability driven by sales and operational efficiency. Previous period significant loss due to exceptional items. The exceptional item as disclosed in note 39.
k.	Return on investment (in %)	Net Cash flow from investment	Average investment	-	-	NA	

\# Net profit after tax + Interest + non cash operating expenses

\## Net worth+ lease liabilities + total debt + deferred tax liability

* Reason for variance is given for ratios having % change more than 25%

Note 54 Business combination

Acquisition during the year ended 31 March 2025

A. Acquisition of Del Monte Foods Private Limited

During the previous year, the Company had entered into Share Purchase Agreements and Share Subscription Agreements on 11 November 2024 with the shareholders of Del Monte Foods Private Limited (DMFPL) for acquisition of 100% equity shares of DMFPL.

Post obtaining relevant regulatory approvals, the Company acquired 100% equity shares and voting interest of DMFPL on 06 February 2025, being acquisition date. The Company allotted its 1,33,27,589 equity shares to the

(All amounts are in ₹ crores, except share data and where otherwise stated)

shareholders of DMFPL towards purchase consideration.

DMFPL is also primarily engaged in the business of manufacturing and trading of food products. The acquisition is expected to achieve synergy by integrating acquired assets into the Company's existing business and help in exploring untapped geographies and product categories in food business. The Company also expects to reduce costs through economies of scale.

B Purchase Consideration transferred

The total consideration paid was ₹ 1,056.54 crores which comprised of equity shares of the Company, valued based on the share price of the Company on the acquisition date. Refer to details below:

Total number of DMFPL shares outstanding	511,029,382
Total number of company's shares issued to DMFPL shareholders	13,327,589
Value of the Company share (closing price of the Company on NSE share as on 06 February 2025)	792.75
Total consideration paid to acquire DMFPL (₹ in Crores)	**1,056.54**

a) The preferential price per equity share, as per SEBI (Substantial Acquisition of Shares and Takeovers) regulations, 2011 issued by Security Exchange Board of India, was ₹ 975.5 per equity share. However, for the purpose of accounting of business combination, the Company has considered fair value ₹ 792.75 per equity share at the date of the acquisition i.e. 6 Feb 2025, in compliance with the applicable Ind AS.

b) The Company has incurred acquisition-related-costs of ₹ 5.16 on legal and professional, due diligence costs and other fees. Considering these are non-recurring and material expenses, there are included under exceptional items in the consolidated Statement of Profit and Loss in the previous year.

Note 55 Satisfaction of Charges

The Company is in the process of filing satisfaction of the charges listed below with the Registrar of Companies. However, due to the longstanding nature of these charges, the Company is still in the process of retrieving the necessary documents, which is causing a delay. There is no change in list compared to previous year. Additionally, as of 31 March 2026, the Company has no outstanding loans.

Sr. No	SRN	Charge Id	Charge Holder Name	Date of Creation	Date of Modification	Amount
1	Y10211538	90118733	State Bank of Hyderabad	14-Oct-97	09-Dec-02	360.00
2	Y10207998	90115193	The Industrial Finance Corporation	01-Sep-95	-	126.50
3	Y10209751	90116946	American Express Bank Limited	12-May-94	06-Mar-96	10.00
4	Y10211251	90118446	State Bank of Hyderabad	07-Apr-93	09-Dec-95	3.70
5	Y10207774	90114969	Common Wealth Development Corporation	14-Sep-92	-	1.00
6	Y10209586	90116781	State Bank of India	11-Jun-90	23-Jul-90	4.10
7	Y10211118	90118313	State Bank of Hyderabad	02-May-90	21-Oct-98	360.00
8	Y10211111	90118306	State Bank of India	24-Mar-90	24-Sep-96	48.00
9	Y10212337	90119532	State Bank of India	31-Aug-89	-	1.04

Note 56 Other Legal and Regulatory Matters

a) There are no proceeding initiated or pending against the Company as at 31 March 2026 and 31 March 2025, under Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016).

b) The Company is not declared a wilful defaulter by any bank or financial Institution or other lender.

(All amounts are in ₹ crores, except share data and where otherwise stated)

c) The Company has no such transaction which is not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other provisions of the Income Tax Act, 1961).

d) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

   a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

   b. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

e) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

   a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

   b. provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

f) There are no loans or advances in the nature of loans are granted to promoters, directors, KMP's and the related parties (as defined under the Companies Act, 2013) either severally or jointly with any other person, that are :

   a) repayable on demand; or

   b) without specifying any terms or period of repayment

g) The Company has complied with number of layers of companies prescribed under clause (87) of Section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.

h) The Company has not entered into any transactions with the companies struck-off as per Section 248 or Section 560 of the companies act 2013.

i) The Company has not entered into any scheme of arrangement which has an accounting impact on current and previous financial year.

j) The Company has not traded or invested in Crypto currency or Virtual Currency during the current financial year and previous financial year.

k) All quarterly returns or statements of current assets are filed by the Company with banks or financial institutions and are in agreement with the books of accounts.

Note 57 - The financial statements are approved for issue by the Audit Committee and Board of Directors at their meetings held on May 7, 2026.

As per our Report of even date attached
For B S R and Co
Chartered Accountants
ICAI Firm Registration Number: 128510W

Arpan Jain
Partner
Membership No.125710

Place: Gurugram
Date: May 7, 2026

For and on behalf of the Board of Directors of
Sundrop Brands Limited
(Formerly Known as Agro Tech Foods Limited)

Nitish Bajaj
Group Managing Director
DIN 10835891

Asheesh Kumar Sharma
Executive Director & CEO
DIN 10602319

K P N Srinivas
Chief Financial Officer

Kavita
Company Secretary
A-27174

Place: Gurugram
Date: May 7, 2026

Consolidated Financial Statements

TO THE MEMBERS OF SUNDROP BRANDS LIMITED (FORMERLY KNOWN AS AGRO TECH FOODS LIMITED)

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Sundrop Brands Limited (formerly known as Agro Tech Foods Limited) (hereinafter referred to as the "Holding Company"), its employee welfare trust and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated balance sheet as at 31 March 2026, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate financial statements of such subsidiaries as were audited by the other auditors, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2026, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of reports of the other auditors referred to in paragraph (a) of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment and based on the consideration of reports of other auditors on separate financial statements of components audited by them, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue Recognition

See Note 3(h) and Note 26 to consolidated financial statements

The key audit matter	How the matter was addressed in our audit
Revenue from sale of goods is recognised when control of the products being sold is transferred to the customer, which is mainly upon delivery of goods to customer and when there are no longer any unfulfilled obligations. The amount of revenue to be recognized is based on the consideration expected to be received in exchange for goods, excluding trade discounts, volume discounts, sales returns and taxes.	Our audit procedures included the following: • Comparing the Group's revenue recognition policies with the applicable accounting standards; • Evaluating the design and implementation and testing the operating effectiveness of the relevant key internal controls over revenue recognition, including general IT controls and key IT application controls;

We have identified the existence of revenue recognition from sale of goods as a key audit matter because revenue is a key performance indicator for the Group and external stakeholders. Therefore, there is a risk of revenue being overstated on account of recognition before transfer of control particularly due to pressures for achieving the performance targets for the year.	• Performing substantive testing by selecting samples using statistical sampling for revenue transactions recorded during the year. For the samples selected, verifying the underlying documents such as sales invoices and dispatch/ acknowledged delivery receipts/ shipping documents to assess whether criteria for revenue recognition are met; • Testing samples of revenue transactions recorded closer to the year end and subsequent to the year end, selected using statistical sampling. For samples selected, we verified the underlying documents such as sales invoices and dispatch/ acknowledged delivery receipts/ shipping documents. Further, we examined the credit notes issued after the year-end to test whether related revenue was recognised in correct financial year; • Comparing revenue with historical trends and for deviations, conducted further enquiries and testing; • Assessing manual journal entries posted to revenue, selected based on specified risk-based criteria to identify unusual items and testing unusual items, if any; • Evaluating the adequacy of disclosures in the consolidated financial statements in accordance with the requirements of the applicable accounting standards.

Impairment of Goodwill and Brand with indefinite useful life

See Note 6(b) to consolidated financial statements

The key audit matter	How the matter was addressed in our audit
The Holding Company performs impairment assessment of Goodwill and Brand with indefinite useful life under Ind AS 36 "Impairment of Assets" on an annual basis and whenever there is an indication of impairment. The aforesaid assets arose on acquisition of Del Monte Foods Private Limited. The Holding Company has assessed the useful life of the Brand also as indefinite. In performing the impairment test, the Holding Company has made several key assumptions, such as growth rates, discount rates and forecasted cash flows relating to the aforesaid acquired business. We identified impairment of Goodwill and Brand with indefinite useful life as a key audit matter because these estimates involve significant judgement, and the underlying assumptions are inherently uncertain.	Our audit procedures include the following: • Evaluating the design and implementation of key internal financial controls of the Holding Company with respect to the impairment assessment of Goodwill and Brand with indefinite useful life and test operating effectiveness of such control. • Test budgeting procedures upon which the cash flow forecasts were based. We will also compare the actual past performances with the budgeted figures; • Comparing the projections used in the impairment model with the Board approved forecasts; • Involving internal valuation specialists to assist us in evaluating the key assumptions and methodology used by the Holding Company, in particular those relating to the forecast of the

	revenue growth, profit margins and discount rate. Internal valuation specialists also compared the assumptions to externally derived data in relation to key inputs such as projected economic growth, competition, inflation and discount rates; • Performing sensitivity analysis to evaluate impact on recoverable amount due to changes in key assumptions like future revenue growth rates, terminal growth rate, and discount rate applied in the valuation; • Evaluating adequacy of disclosures in the consolidated financial statements in accordance with the requirements of the applicable accounting standards.

Other Information

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the financial statements and auditor's report thereon. The Holding Company's annual reportis expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

Management's and Board of Directors'/Board of Trustees Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/ loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the Companies/ Board of Trustees of the Trust included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each Company/Trust and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the Companies/ Board of Trustees of the Trust included in the Group are responsible for assessing the ability of each Company/Trust to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors/Board of Trustees either intends to liquidate the Company/Trust or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Companies/ Board of Trustees of the Trust included in the Group are responsible for overseeing the financial reporting process of each Company/Trust.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal 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 with reference to financial statements 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 the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial statements of such entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in paragraph (a) of the section titled "Other Matters" in this audit report.

We communicate with those charged with governance of the Holding Company and such other entity included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current 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.

Other Matter

a. We did not audit the financial statements of two subsidiaries, whose financial statements reflects total assets (before consolidation adjustments) of ₹ 14.63 crores as at 31 March 2026, total revenues (before consolidation adjustments) of ₹ 3.11 crores and net cash flows (before consolidation adjustments) amounting to ₹ (1.65) crores for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of this matter with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2A. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements of such subsidiaries, as were audited by other auditors, as noted in the "Other Matters" paragraph, we report, to the extent applicable, 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 of the aforesaid consolidated financial statements.

b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books, except in respect of payroll processing records which are operated by a third party service provider in the Holding Company, in the absence of an independent auditor's report from 01 October 2025 to 31 March 2026 respectively, in relation to controls at a service organisation, we are unable to comment whether the back-up has been kept on servers physically located in India on daily basis and for the matter stated in the paragraph 2(B)(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

c. The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

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

e. On the basis of the written representations received from the directors of the Holding Company as on 01 April 2026 taken on record by the Board of Directors of the Holding Company and its subsidiary companies/ step down subsidiary company incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31 March 2026 from being appointed as a director in terms of Section 164(2) of the Act.

f. the qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2(A)(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2B(f) below on reporting under Rule

11(g) of the Companies (Audit and Auditors) Rules, 2014.

g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary / step down subsidiary company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries, as noted in the "Other Matters" paragraph:

a. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2026 on the consolidated financial position of the Group. Refer Note 9, 25 and 36 to the consolidated financial statements.

b. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2026.

c. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company during the year ended 31 March 2026. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by its subsidiary companies/ step down subsidiary company incorporated in India during the year ended 31 March 2026.

d(i) The management of the Holding Company and its subsidiary companies/ step down subsidiary company incorporated in India whose financial statements have been audited under the Act have represented to us that, to the best of their knowledge and belief, as disclosed in the Note 57 (d) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiary companies/ step down subsidiary company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiary companies/ step down subsidiary company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) The management of the Holding Company and its subsidiary companies/ step down subsidiary company incorporated in India whose financial statements have been audited under the Act have represented to us that, to the best of their knowledge and belief, as disclosed in the Note 57 (e) to the consolidated financial statements, no funds have been received by the Holding Company or any of such subsidiary companies/ step down subsidiary company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiary companies/ step down subsidiary company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

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

e. The Holding Company and its subsidiary companies/step down subsidiary company incorporated in India have neither declared nor paid any dividend during the year.

f. Based on our examination which included test checks except for the instances mentioned below, the Holding Company and one subsidiary company incorporated in India have used accounting softwares for maintaining the books of account which have a feature of audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the respective softwares:

i. In the absence of an independent service auditor's report from 01 January 2026 to 31 March 2026 in relation to controls at a service organisation for an accounting software used for maintaining payroll masters, which is operated by a third-party software service provider, we are unable to comment whether audit trail feature for the said software was enabled and operated from 01 January 2026 to 31 March 2026 for all relevant transactions recorded in the software. Further, the audit trail was enabled at the database level to log any direct data changes only from 03 April 2025.

ii. In the absence of an independent service auditor's report from 01 October 2025 to 31 March 2026 in relation to controls at a service organisation for an accounting software used for maintaining the books of account relating to payroll processing records, which is operated by a third-party software service provider, we are unable to comment whether audit trail feature for the said software was enabled and operated from 01 October 2025 to 31 March 2026 for all relevant transactions recorded in the software.

Further, where audit trail (edit log) facility was enabled and operated throughout the year, we did not come across any instances of audit trail feature being tampered with. Additionally, except where audit trail was not enabled in the previous years, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

In case of one subsidiary company and one step down subsidiary company incorporated in India, have used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility that has been enabled from 21 April 2025 onwards except that audit trail was not enabled at the database level to log any direct data changes. Except for the period from 1 April 2025 to 20 April 2025, the audit trail facility has been operating effectively throughout the year for all relevant transactions recorded in the software and we did not come across any instance of audit trail feature being tampered with during the course of our audit. Additionally, except where audit trail was not enabled in the previous years, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid/ payable during the current year by the Holding Company and its subsidiary companies/ step down subsidiary company incorporated in India to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid/ payable to any director by the Holding Company and its subsidiary companies/ step down subsidiary company incorporated in India is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R and Co**
Chartered Accountants
Firm's Registration No.:128510W

Arpan Jain
Partner
Membership No.: 125710
ICAI UDIN:26125710DWMLRR8874

Place: Gurugram
Date: 07 May 2026

INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

Annexure A to the Independent Auditor's Report on the Consolidated Financial Statements of Sundrop Brands Limited (formerly known as Agro Tech Foods Limited) for the year ended 31 March 2026

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(xxi) In our opinion and according to the information and explanations given to us, following companies incorporated in India and included in the consolidated financial statements, have unfavourable remarks, qualification or adverse remarks given by its respective auditors in their reports under the Companies (Auditor's Report) Order, 2020 (CARO):

Sr. No.	Name of the entities	CIN	Holding Company/ Subsidiary/ Step down subsidiary	Clause number of the CARO report which is unfavourable or qualified or adverse
1	Del Monte Foods Private Limited	U15133HR2004PTC041215	Subsidiary Company	Clause (i)(c)
2	Sundrop Brands Limited (formerly known as Agro Tech Foods Limited)	L15142TG1986PLC006957	Holding Company	Clause (i)(c)

For **B S R and Co**
Chartered Accountants
Firm's Registration No.:128510W

Arpan Jain
Partner
Membership No.: 125710
ICAI UDIN:26125710DWMLRR8874

Place: Gurugram
Date : 07 May 2026

INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

Annexure B to the Independent Auditor's Report on the consolidated financial statements of Sundrop Brands Limited (formerly known as Agro Tech Foods Limited) for the year ended 31 March 2026

Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(g) under `Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

In conjunction with our audit of the consolidated financial statements of **Sundrop Brands Limited** (formerly known as Agro Tech Foods Limited) (hereinafter referred to as "the Holding Company") as of and for the year ended 31 March 2026, we have audited the internal financial controls with reference to financial statements of the Holding Company and such companies incorporated in India under the Act which are its subsidiary company/ step down subsidiary company, as of that date.

In our opinion, the Holding Company and such companies incorporated in India which are its subsidiary company/ step down subsidiary company, have, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2026, based on the internal financial controls with reference to financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The respective Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

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

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

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

For **B S R and Co**
Chartered Accountants
Firm's Registration No.:128510W

Arpan Jain
Partner
Membership No.: 125710
ICAI UDIN:26125710DWMLRR8874

Place: Gurugram
Date: 07 May 2026

CIN: L15142TG1986PLC006957

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2026

(All amounts are in ₹ crores, except share data and where otherwise stated)

Particulars	Note	As at March 31, 2026	As at March 31, 2025
I Assets			
Non-current assets			
Property, plant and equipment	4	**369.12**	378.05
Capital work-in-progress	4	**2.10**	1.55
Right-of-use assets	5	**22.63**	23.65
Goodwill	6b	**581.84**	581.99
Intangible assets	6a	**311.93**	315.01
Financial assets			
(i) Investments	7	**0.12**	0.11
(ii) Other financial assets	8	**7.73**	4.99
Deferred tax assets (net)	35(d)	**62.92**	70.22
Other tax assets (net)		**14.43**	12.96
Other non-current assets	9	**13.37**	4.67
Total non-current assets		**1,386.19**	1,393.20
Current assets			
Inventories	10	**190.77**	194.62
Financial assets			
(i) Investments	10a	**17.92**	-
(ii) Trade receivables	11	**106.28**	97.98
(iii) Cash and cash equivalents	12	**31.36**	47.07
(iv) Bank balances other than (ii) above	13	**8.68**	1.25
(v) Other financial assets	14	**1.89**	2.10
Other current assets	15	**88.40**	50.98
Total current assets		**445.30**	394.00
Total assets		**1,831.49**	1,787.20
II Equity and liabilities			
Equity			
Equity share capital	16	**37.70**	37.70
Other equity	17	**1,440.78**	1,400.68
Total equity attributable to owners of the Company		**1,478.48**	1,438.38
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Lease liabilities	18	**9.28**	11.17
Provisions	19	**8.19**	9.08
Deferred tax liabilities (net)	35(d)	**94.61**	95.10
Total non-current liabilities		**112.08**	115.35
Current liabilities			
Financial liabilities			
(i) Borrowings	20	**-**	-
(ii) Lease liabilities	22	**4.16**	3.15
(iii) Trade payables	21		
- Total outstanding dues of micro enterprises and small enterprises		**15.06**	10.07
- Total outstanding dues of creditors other than micro enterprises and small enterprises		**136.65**	167.99
(iv) Other financial liabilities	23	**54.84**	32.76
Other current liabilities	24	**12.89**	11.41
Provisions	25	**15.54**	6.30
Current tax liabilities (net)		**1.79**	1.79
Total current liabilities		**240.93**	233.47
Total equity and liabilities		**1,831.49**	1,787.20
Summary of material accounting policies	3		

The accompanying notes are an integral part of the consolidated financial statements

As per our Report of even date attached
For B S R and Co
Chartered Accountants
ICAI Firm Registration Number: 128510W
Arpan Jain
Partner
Membership No.125710
Place: Gurugram
Date: May 7, 2026

For and on behalf of the Board of Directors of
Sundrop Brands Limited (Formerly Known as Agro Tech Foods Limited)

Nitish Bajaj
Group Managing Director
DIN 10835891

Asheesh Kumar Sharma
Executive Director & CEO
DIN 10602319

K P N Srinivas
Chief Financial Officer
Place: Gurugram
Date: May 7, 2026

Kavita
Company Secretary
A-27174

CIN: L15142TG1986PLC006957

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2026

(All amounts are in ₹ crores, except share data and where otherwise stated)

	Particulars	Note	For the year ended March 31, 2026	For the year ended March 31, 2025
I	Revenue from operations	26	**1,549.44**	898.87
II	Other income	27	**2.81**	2.32
III	Total income (I+II)		**1,552.25**	901.19
IV	Expenses			
	Cost of materials consumed	28	**840.99**	546.00
	Purchases of stock-in-trade	29	**149.70**	18.95
	Changes in inventories of finished goods and stock-in-trade	30	**(1.83)**	5.80
	Employee benefits expense	31	**170.67**	80.89
	Finance costs	32	**1.83**	1.73
	Depreciation and amortisation expense	33	**32.89**	25.75
	Other expenses	34	**330.81**	220.95
	Total expenses		**1,525.06**	900.07
V	Profit before exceptional items and tax (III-IV)		**27.19**	1.12
VI	Exceptional items	39	**-**	(146.75)
VII	Profit /(Loss) before tax (V+VI)		**27.19**	(145.63)
VIII	Tax expense	35(a)		
	Current tax		**0.16**	0.22
	Deferred tax		**6.90**	(35.95)
	Total tax expense		**7.06**	(35.73)
IX	Profit / (Loss) for the year (VII-VIII)		**20.13**	(109.90)
X	Other comprehensive income/ (loss)			
	Items that will not be reclassified to profit or loss			
	(i) Remeasurement of the net defined benefit plans		**(0.31)**	(0.22)
	(ii) Income-tax relating to above	35(b)	**0.09**	0.06
	Items that will be reclassified subsequently to the statement of profit or loss			
	(i) Exchange differences in translating the financial statements of foreign subsidiaries		**0.94**	(1.00)
	Total Other comprehensive income/ (loss)		**0.72**	(1.16)
XI	Total comprehensive income / (loss) for the year (IX+X)*		**20.85**	(111.06)
	*Attributable to owners of the Company			
	Earnings per share (of ₹ 10 each)	41		
	Basic (in ₹)		**5.34**	(41.72)
	Diluted (in ₹)		**5.34**	(41.72)
	Summary of material accounting policies	3		

The accompanying notes are an integral part of the consolidated financial statements

As per our Report of even date attached
For B S R and Co
Chartered Accountants
ICAI Firm Registration Number: 128510W

Arpan Jain
Partner
Membership No.125710

Place: Gurugram
Date: May 7, 2026

For and on behalf of the Board of Directors of Sundrop Brands Limited
(Formerly Known as Agro Tech Foods Limited)

Nitish Bajaj
Group Managing Director
DIN 10835891

Asheesh Kumar Sharma
Executive Director & CEO
DIN 10602319

K P N Srinivas
Chief Financial Officer

Kavita
Company Secretary
A-27174

Place: Gurugram
Date: May 7, 2026

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2026

(All amounts are in ₹ crores, except share data and where otherwise stated)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
A. Cash flow from operating activities		
Profit / (Loss) before tax	**27.19**	(145.63)
Adjustments for:		
Depreciation and amortisation expense	**32.89**	25.75
Loss on sale/ retirement of property, plant and equipment (net)	**0.06**	0.09
Gain on disposal of investments in mutual funds units	**(0.76)**	(0.80)
Fair value gain on financial assets mandatorily measured at fair value through profit and loss	**0.07**	(0.44)
Interest income	**(0.65)**	(0.76)
Finance costs	**1.84**	1.73
Exceptional items (Refer Note 39)	**-**	141.60
Liabilities no longer required written back	**(0.00)**	0.51
Unrealised loss in foreign exchange	**(0.02)**	(0.41)
Share based payment expenses	**19.25**	-
Provision for doubtful debts (net)	**0.18**	-
Bad debts wrtten off	**-**	3.31
Reversal of loss allowance	**-**	(3.32)
Operating profit before working capital changes	**80.05**	21.63
Movement in working capital		
Adjustments for (increase) / decrease in assets		
Trade receivables	**(8.12)**	(0.33)
Inventories	**3.83**	32.69
Other financial assets	**(4.67)**	2.15
Other assets	**(45.49)**	(10.30)
Adjustments for increase / (decrease) in operating liabilitites		
Trade payables and Other financial liabilities	**(2.78)**	32.55
Provisions	**8.04**	2.05
Other liabilities	**1.49**	(0.53)
Cash generated from operations	**32.35**	79.91
Income taxes (paid) / refund (net)	**(1.60)**	4.51
Net cash generated from operating activities (A)	**30.75**	84.42
B. Cash flows from investing activities		
Purchase of property, plant and equipment	**(18.34)**	(21.09)
Proceeds from sale of property, plant and equipment including grant.	**1.08**	0.02
Interest received	**0.34**	0.58
Purchase of investments in mutual funds	**(215.69)**	(199.40)
Proceeds from sale of investments in mutual funds	**198.53**	200.20
Proceeds from Investments	**0.15**	-
Investment in bank balance	**(7.49)**	(0.10)
Net cash used in investing activities (B)	**(41.42)**	(19.79)

CONSOLIDATED CASH FLOW STATEMENT (Continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
C. Cash flows from financing activities		
Repayment of working capital demand loans (net)	-	(33.50)
Dividend paid	-	(7.31)
Finance costs (including in relation to lease liabilities)	(0.99)	(1.60)
Repayment of lease liabilities	(4.42)	(2.34)
Net cash (used in) / generated from financing activities (C)	(5.41)	(44.75)
Net increase in cash and cash equivalents (A+B+C)	(16.08)	19.88
Cash and cash equivalents at the beginning of the year	47.07	12.98
Cash acquired as part of business acquisition (refer Note 54)	-	14.67
Exchange differences on translation of foreign currency	0.37	(0.46)
Cash and cash equivalents at end of the year (Refer Note 12)	31.36	47.07

Notes :

1. The above Consolidated Cash Flow Statement has been prepared under the "Indirect Method" as set out in Ind AS - 7 "Statement of Cash Flows".
2. Reconciliation of liabilities from financing activities

Particulars	As at March 31, 2025	Cash inflow/ (outflow)	Interest Cost	As at March 31, 2026
Borrowings -current	-	(0.48)	0.48	-
Lease liabilities (refer note 37)	14.32	(2.23)	1.35	13.44

Particulars	As at March 31, 2024	Cash inflow/ (outflow)	Interest Cost	As at March 31, 2025
Borrowings -current	33.50	(34.48)	0.98	-
Lease liabilities (refer note 37)	8.50	(2.67)	8.49	14.32

Summary of material accounting policies (refer note 3)

The accompanying notes are an integral part of the consolidated financial statements

As per our Report of even date attached
For B S R and Co
Chartered Accountants
ICAI Firm Registration Number: 128510W

Arpan Jain
Partner
Membership No.125710

Place: Gurugram
Date: May 7, 2026

For and on behalf of the Board of Directors of Sundrop Brands Limited
(Formerly Known as Agro Tech Foods Limited)

Nitish Bajaj
Group Managing Director
DIN 10835891

Asheesh Kumar Sharma
Executive Director & CEO
DIN 10602319

K P N Srinivas
Chief Financial Officer

Kavita
Company Secretary
A-27174

Place: Gurugram
Date: May 7, 2026

Consolidated Statement of changes in equity for the year ended March 31, 2026

CIN: L15142TG1986PLC006957

Equity share capital

(All amounts are in ₹ crores, except share data and where otherwise stated)

Particulars	As at March 31, 2026	As at March 31, 2025
Balance as at beginning of the year	**37.70**	24.37
Changes in equity share capital due to prior period errors	-	-
Restated balance at beginning of the year	**37.70**	24.37
Changes in equity share capital during the year	-	13.33
Balance as at end of the year	**37.70**	37.70

Particulars	Reserves and surplus					Items of OCI	Total equity attributable to equity holders of the Company	Total
	General Reserve	Securities premium	Retained earnings	Share options outstanding account	Agro Tech ESOP Trust (ATET) reserve	Foreign currency translation reserve		
Balance at April 1, 2025	**29.60**	**1,115.34**	**251.95**	-	**5.76**	**(1.97)**	**1,400.68**	**1,400.68**
Total comprehensive income for the year ended 31 March 2026								
Profit for the year	-	-	**20.13**	-	-	-	**20.13**	**20.13**
Other comprehensive income, net of tax effect	-	-	**(0.22)**	-	-	-	**(0.22)**	**(0.22)**
Exchange differences in translating the financial statements of foreign subsidiaries	-	-	-	-	-	**0.94**	**0.94**	**0.94**
Total comprehensive income for the year	-	-	**19.91**	-	-	**0.94**	**20.85**	**20.85**
Transactions with owners of the Company								
Employee share based payment (Refer Note 16(g))	-	-	-	**19.25**	-	-	**19.25**	**19.25**
Balance as at March 31, 2026	**29.60**	**1,115.34**	**271.86**	**19.25**	**5.76**	**(1.03)**	**1,440.78**	**1,440.78**
Balance at April 1, 2024	29.60	72.13	369.32	-	5.80	(0.97)	475.88	475.88
Total comprehensive income for the year ended 31 March 2025								
Profit for the year	-	-	(109.90)	-	-	-	(109.90)	(109.90)
Other comprehensive income, net of tax effect	-	-	(0.16)	-	-	-	(0.16)	(0.16)
Exchange differences in translating the financial statements of foreign subsidiaries	-	-	-	-	-	(1.00)	(1.00)	(1.00)
Total comprehensive income for the year	-	-	(110.06)	-	-	(1.00)	(111.06)	(111.06)
Transactions with owners of the Company								
Dividends (Refer Note below)	-	-	(7.31)	-	-	-	(7.31)	(7.31)
Issue of equity shares	-	1,043.21	-	-	-	-	1,043.21	1,043.21
Income Tax related to ESOP trust	-	-	-	-	(0.04)	-	(0.04)	(0.04)
Balance as at March 31, 2025	29.60	1,115.34	251.95	-	5.76	(1.97)	1,400.68	1,400.68

Consolidated Statement of changes in equity for the year ended March 31, 2026

(All amounts are in ₹ crores, except share data and where otherwise stated)

Note

Dividend on equity shares paid during the year	2025-26	2024-25
Final dividend for FY 2024-25 ₹ nill per equity share of ₹ 10 each (For FY 2023-24 ₹ 3 per equity of ₹ 10 each)	-	7.31
Total	-	7.31

Summary of material accounting policies (refer note 3)

The accompanying notes are an integral part of the consolidated financial statements

As per our Report of even date attached
For B S R and Co
Chartered Accountants
ICAI Firm Registration Number: 128510W

Arpan Jain
Partner
Membership No.125710

Place: Gurugram
Date: May 7, 2026

For and on behalf of the Board of Directors of Sundrop Brands Limited
(Formerly Known as Agro Tech Foods Limited)

Nitish Bajaj
Group Managing Director
DIN 10835891

Asheesh Kumar Sharma
Executive Director & CEO
DIN 10602319

K P N Srinivas
Chief Financial Officer

Kavita
Company Secretary
A-27174

Place: Gurugram
Date: May 7, 2026

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts are in ₹ crores, except share data and where otherwise stated)

1 Group information

Sundrop Brands Limited (formerly known as Agro Tech Foods Limited) ('the Parent 'or 'the Company') is a company domiciled in India, with its registered office situated at 31, Sarojini Devi Road, Secunderabad, Telangana - 500 003, India. The Company has been incorporated under the provisions of Indian Companies Act and its equity shares are listed on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) in India.

The Consolidated Financial Statements of the Company for the year ended March 31, 2026 comprise the Company (Sundrop Brands Limited (formerly known as Agro Tech Foods Limited)) and its wholly owned subsidiaries - Sundrop Foods India Private Limited, Del Monte Foods Private Limited, Del Monte Foods India (North) Private Limited (incorporated in India), Agro Tech Foods (Bangladesh) Pvt. Ltd. (incorporated in Bangladesh) and Sundrop Foods Lanka (Private) Limited (incorporated in Srilanka). These entities have together been referred to as the 'Group'. During the year, Group had acquired Del Monte Foods Private Limited (refer Note 54). The Group Company is primarily engaged in the business of manufacturing and trading of edible oils and food products.

2 Basis of preparation

A. Statement of compliance

The consolidated financial statements which comprise the Balance sheet, Statement of Profit and Loss, Cash Flow Statement and Statement of changes in equity ("consolidated financial statements") have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of Companies Act, 2013 (the 'Act') read together with the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other relevant provisions of the Act. The consolidated financial statements have also been prepared in accordance with the relevant presentation requirements of the Act.

B. Functional and presentation currency

These consolidated financial statements are presented in Indian Rupees (₹), which is also the Company's functional currency. All amounts have been rounded-off to two decimal places to the nearest crores unless otherwise indicated.

C. Basis of preparation and presentation

These consolidated financial statements have been prepared on historical cost convention and on an accrual basis except for the following:

- certain financial instruments that are measured at fair value
- net defined benefit assets/(liability) are measured at fair value of plan assets, less present value of defined benefit obligations;
- share-based payments liability measured at fair value and
- assets held for sale measured at lower of cost or fair value less cost to sell;

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received from sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1,2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

For changes that have occurred between levels in the hierarchy during the year the Group re-assesses categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

D. Operating Cycle

All assets have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in the Schedule III to the Act and Ind AS 1 – Presentation of Financial Statements, based on the nature of the products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents. Based on the nature of the products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

E. Use of estimates and judgements

In preparing these consolidated financial statements, Management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the consolidated financial statements is included in the following notes:

- Note 3(e) - whether an agreement contains a lease;

- Note 3 (t) - presentation of exceptional items

Assumptions and estimation uncertainities

Information about assumptions and estimation uncertainties at the reporting date that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year are included in the following:

i) Useful life of Property, plant and equipment

The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and expected residual value at the end of its life. The useful lives and residual values of Group's assets are determined by Management at the time the asset is acquired and is reviewed at the end of each reporting period. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology. Revision to accounting estimates on such reassessment are recognised in the period in which the estimate is revised if that revision effects only that period or in the period of the revision and future periods if the revision effects both current and future periods.

ii) Provision for employee benefits

The determination of Group's liability towards defined benefit obligation to employees is made through independent actuarial valuation including determination of amounts to be recognised in the Consolidated Statement of Profit and Loss and in other comprehensive income. Such valuation depend upon assumptions determined after taking into account inflation, seniority, promotion and other relevant factors. Information about such valuation is provided in the notes to the consolidated financial statements.

iii) Impairment of intangible assets having indefinite useful life

Intangible assets with indefinite life are tested for impairment on an annual basis and investments in subsidiaries are tested, whenever there is an indication that the recoverable amount of a cash generating unit is less than its carrying amount based on a number of factors including operating results, business plans, future cash flows and economic conditions. The recoverable amount of cash generating units is determined based on higher of value-in-use and fair value less cost to sell.

Market related information and estimates are used to determine the recoverable amount. Key assumptions on which management has based its determination of recoverable amount include estimated long term growth rates, weighted average cost of capital and estimated operating margins. Cash flow projections take into account past experience and represent management's best estimate about future developments.

iv) Claims, provisions and contingent liabilities (refer note 3(k))

If any ongoing litigations against the Group with various regulatory authorities and third parties, where an outflow of funds is believed to be probable and a reliable estimate of the outcome of the dispute can be made based on management's assessment of specific circumstances of each dispute and relevant external advice, management provides for its best estimate of the liability. Such accruals are by nature complex and can take number of years to resolve and can involve estimation uncertainty.

(All amounts are in ₹ crores, except share data and where otherwise stated)

v) Refund Liability

The Group accepts sales returns as per the policy. Accruals for estimated product returns, which are based on historical experience of actual sales returns and adjustment on account of current market scenario is considered by Company to be reliable estimate of future sales returns.

vi) Measurement of Expected credit loss (ECL) allowance for trade receivables and other financial assets

The Group uses practical expedient when measuring expected credit losses, which is based on a provision matrix that takes into account historical credit loss experience and is adjusted for current estimates.

vii) Business Combination and assumption used in discounted cash flow (DCF) projection

The estimated value of investment or business is based on future cashflow projection. The DCF projections assumes that the value of its future cash flows, which are discounted at an appropriate discount rate to reflect the time value of money and the risk associated with the investment. The Group determines the fair value of the identifiable assets in the business combination using DCF model.

3. Material accounting policies

(a) Basis of consolidation

i. Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group.

The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Inter Company transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

ii. Subsidiaries considered in the consolidated financial statements:

Name of the Company	Country of Incorporation	Ownership interest (in %)	
		As at March 31, 2026	As at March 31, 2025
Subsidiary companies:			
Sundrop Foods India Private Limited	India	100	100
Agro Tech Foods (Bangladesh) Pvt. Ltd	Bangladesh	100	100
Sundrop Foods Lanka (Private) Limited	Srilanka	100	100
Del Monte Foods Private Limited*	India	100	100
Step down subsidiary:			
Del Monte Foods India (North) Private Limited*	India	100	100

* Company has acquired 100% equity shares and voting interest of DMFPL on 06 February 2025, being acquisition date. Refer Note 54.

iii. Principles of consolidation

These Consolidated Financial Statements have been prepared by consolidation of the financial statements of the Company and its subsidiaries on a line-by-line basis after fully eliminating the inter-company transactions.

(b) Property, plant and equipment

i. Recognition and measurement

The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

Items of property, plant and equipment including capital-work-in-progress, are measured at cost less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment includes its purchase price, duties, taxes (other than those subsequently recoverable from the tax authorities), after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its intended use, including relevant borrowing costs for qualifying assets and any expected costs of decommissioning.

(All amounts are in ₹ crores, except share data and where otherwise stated)

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials, direct labour and any other costs directly attributable to bringing the item to its intended working condition and estimated costs of dismantling, removing and restoring the site on which it is located, wherever applicable.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in the statement of profit and loss.

The cost property, plant and equipment as at 1 April 2016, the Group's date of transition to Ind AS, was determined with reference to the carrying value recognised as per the previous GAAP (deemed cost), as at the date of transition to Ind AS.

Compensation from third parties for items of property, plant and equipment that were impaired, lost or given up (including receivable from insurance companies after the impairment or loss of items of property, plant and equipment due to fire, natural disasters, theft etc.,) are included in profit or loss when the compensation becomes receivable.

Capital work-in-progress

Cost of assets not ready for intended use, as on the balance sheet date, is shown as capital work-in-progress. Advances given towards acquisition of fixed assets outstanding at each balance sheet date are disclosed as other non-current assets.

ii. Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group and the cost of the asset can be measured reliably. All other expenditure is recognised in profit or loss as incurred.

iii. Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual value using straight line method over the useful life of assets estimated by internal assessment and technical valuation carried out wherever necessary, and is recognised in the statement of profit and loss. Depreciation for assets purchased/ sold during the period is proportionately charged.

The range of estimated useful lives of items of property, plant and equipment are as follows:

Asset	Useful life as per the Company	Useful life as per Schedule II
Buildings		
Buildings (other than factory buildings) other than RCC frame structure	30 years	30 years
Factory buildings*	30 years to 40 years	30 years
Fences, wells, tube-wells	5 years	5 years
Roads		
Carpeted Roads - RCC	10 years	10 years
Plant and Equipment		
Plant and Machinery other than continuous process plant*	15 years to 20 years	15 years
Furniture and fixtures	10 years	10 years
Office equipment	5 years	5 years
Computers and data processing units servers and networks		
End-user devices such as desktops, laptops etc.*	2 to 5 years	3 years
Servers and networks*	5 years	6 years
Handsets*	2 years	3 years
Laboratory Equipment	10 years	10 years
Electrical installations and equipment	10 years	10 years

*The Group believes the useful lives as given above best represent the useful life of these assets based on internal assessment and technical evaluation carried out where necessary, which is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act, 2013.

Freehold land is not depreciated.

Leasehold improvements are amortised over a period of the lease or useful life of asset whichever is lower. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year-end. If as a result of this reassessment, there is a change from previous estimate, such change is accounted for as a change in an accounting estimate and adjusted prospectively, if appropriate.

(c) Intangible assets

Intangible assets that the Group controls and from which it expects future economic benefits are capitalised upon acquisition and measured initially for separately acquired assets, at cost comprising of the purchase price (including import duties and non-refundable taxes) and directly attributable costs to prepare the assets for its intended use. The useful life of an intangible asset is considered finite where there is a likelihood of technical and technological obsolescence.

Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group and the cost of the asset can be measured reliably. All other expenditure is recognised in profit or loss as incurred.

Useful life and Amortisation

Amortisation of intangible assets having finite useful lives is recognised on a straight-line basis over the useful lives of the asset from the date of capitalisation as below:

Asset	Useful life
Computer software	5 to 10 years

The estimated useful life is reviewed at the end of each reporting period and the effect of any changes in estimate is accounted for prospectively.

Indefinite-life intangible assets comprises of trademarks and brands, for which there is no foreseeable limit to the period over which they are expected to generate net cash inflows. Intangible assets that have an indefinite useful life are not subjected to amortisation and are tested for impairment annually or more frequently if events or changes in circumstances indicate that it might be impaired.

Transition to Ind AS

The cost of Intangible assets as at 1 April 2016, the Group's date of transition to Ind AS, was determined with reference to the carrying value recognised as per the previous GAAP (deemed cost), as at the date of transition to Ind AS.

(d) Impairment of non-financial assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs. If such assets are considered to be impaired, the impairment to be recognised in the statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss for an asset/CGU (other than goodwill) is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years. An impairment loss recognised for goodwill is not reversed in a subsequent period.

(e) Leases

The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether, (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right-of-use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Consolidated Balance Sheet and lease payments have been classified as financing cash flows.

(f) Inventories

Inventories are valued at the lower of weighted average cost (including direct cost, non recoverable taxes / duties and other overheads incurred in bringing the inventories to their present location and condition) and estimated net realisable value, after providing for obsolescence, where appropriate. The comparison of cost and net realisable value is made on an item-by-item basis. The net realisable value of materials in process is determined with reference to the selling prices of related finished goods. Raw materials, packing materials and other supplies held for use in production of inventories are not written down below cost except in cases where material prices have declined, and it is estimated that the cost of the finished products will exceed their net realisable value. The provision for inventory obsolescence is assessed regularly based on estimated usage and shelf life of products.

Raw materials, packing materials and stores and spares are valued at cost computed on moving weighted average basis. The cost includes purchase price, inward freight and other incidental expenses net of refundable duties, levies and taxes, where applicable.

Work-in-progress is valued at input material cost plus conversion cost as applicable.

Stock-in-trade is valued at the lower of net realisable value and cost (including direct cost and other overheads incurred in bringing the inventories to their present location and condition), computed on a moving weighted average basis.

Finished goods are valued at lower of net realisable value and cost (including direct cost, duties and other overheads incurred in bringing the inventories to their present location and condition).

Goods-in-transit/ with third parties and at godowns are valued at cost which represents the costs incurred upto the stage at which the goods are in transit with third parties and at godowns.

Compensation from third parties for items of inventories that were written off , lost or given up (including receivable from insurance companies after the loss of items of inventories due to fire, natural disasters, theft etc.,) are included in profit or loss when the compensation becomes receivable.

(g) Financial instruments

i. Recognition and initial measurement

The Group initially recognises financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are measured at fair value on initial recognition except for trade receivables that do not contain a significant financing component which are measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through Statement of Profit and Loss (FVTPL)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit and loss are recognised immediately in Consolidated Statement of Profit and Loss.

ii. Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at

- amortised cost;

- fair value through other comprehensive income (FVOCI) - equity investment; or

- fair value through profit and loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets in which case all affected financial assets are re-classified on first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and

- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI or at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Subsequent measurement and gains and losses

Financial assets carried at amortised cost

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Financial assets at fair value through other comprehensive income

These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

Financial assets at fair value through profit or loss

These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Financial liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Contract liabilities against payment have been considered as other financial liabilities. Any gain or loss on derecognition is also recognised in profit or loss.

iii. Derecognition

Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which either substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Group also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and a new financial liability with modified terms is recognised in the statement of profit and loss.

iv. Impairment

The Group recognises loss allowances for expected credit losses on:

- financial assets measured at amortised cost.

At each reporting date, the Group assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

The Group measures loss allowances at an amount equal to lifetime expected credit losses. In case of loss allowance of trade receivables, the Group follows a simplified approach wherein an amount equal to lifetime ECL is measured and recognised as loss allowance. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months). "In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Group is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 180 days past due.

The Group considers a financial asset to be in default when:

- the debtor is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or

- the financial asset is more than 365 days past due.

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Presentation of allowance for expected credit losses in the balance sheet

The gross carrying amount of a financial asset is written off when the Group has no reasonable expectations of recovering the financial asset in its entirety or a portion thereof. A write-off constitutes a derecognition event.

v. Offsetting

Financial assets and financial liabilities are offset and the net amount is presented in the consolidated balance sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or realise the asset and settle the liability simultaneously.

(h) Revenue from operations

Revenue from contract with customers:

Revenue from sale of goods is recognised at the point in time when control of the products being sold is transferred to the customer, which is mainly upon delivery of goods to customers and when there are no longer any unfulfilled obligations.

Revenue is measured at the transaction price that the Group receives or expects to receive as consideration for sale of goods/services, net of returns and trade discounts/allowances/volume rebates to customers. Revenue excludes amounts collected on behalf of third parties, such as goods and services tax (GST). Returns, trade discounts, allowances and rebates are estimated using judgement based on historical experience and the specific terms of the arrangement with the customers.

For contracts that permit the customer to return an item, revenue is recognised to the extent that is highly probable that a significant reversal in the amount of cumulative revenue recognsied will not occur. Therefore, the amount of revenue recognised is adjusted for expected returns, which are estimated based on the historical data related to sales returns. In these circumstances, a refund liability is recognised. The refund liability is included in other financial liability as the refunds are adjusted against the receivable balance. The Group reviews its estimate of expected returns at each reporting date and updates the amount of the liability accordingly.

Contract balances

The Group classifies the right to consideration in exchange for sale of goods as trade receivables, advance consideration as contract liability against payment.

Recognition of dividend income, interest income or expense

Dividend income on investments is recognised when the right to receive dividend is established.

Interest income or expense is recognized using the effective interest rate (EIR) method.

The "effective interest rate" is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

a. the gross carrying amount of financial asset; or

b. the amortised cost of financial liability

(i) Foreign currency transactions and translations

Transactions in foreign currencies are initially recorded by the Group at their functional currency spot rates at the date of the transaction. The date of transaction for the purpose of determining the exchange rate on initial recognition of the related asset, expense or income (part of it) is the date on which the entity initially recognises the non-monetary asset or non-monetary liability arising from payment or receipt of advance consideration. Monetary assets and liabilities denominated in foreign currency are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Group's monetary items at the closing rates are recognised as income or expenses in the period in which they arise. Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rates at the date of transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

<u>Translation of financial statements of foreign entities</u>

On consolidation, the assets and liabilities of foreign operations are translated into ` (Indian Rupees) at the exchange rate prevailing at the reporting date and their statements of profit and loss are translated at exchange rates prevailing at the dates of the transactions. For practical reasons, the group uses an average rate to translate income and expense items, if the average rate approximates the exchange rates at the dates of the transactions. The exchange differences arising on translation for consolidation are recognised in consolidated statement of Other Comprehensive Income ('OCI'). On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is reclassified to the Consolidated Statement of Profit and Loss.

(j) Income-tax

Income-tax comprises current tax and deferred tax. It is recognised in the statement of profit and loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

i. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Income tax assets and current tax liabilities are offset only if there is a legally enforceable right to set-off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

ii. Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reverals of existing temporary differences, are considered based on the business plans of the Group. Deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax assets recognised or unrecognised are reviewed at each reporting date and are recognised / reduced to the extent that it is probable / no longer probable respectively that the related tax benefit will be realised

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and the relate to income tax levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

(k) Provisions, contingent liabilities and contingent assets

i. General

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, the expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

ii. Contingent liabilities

Contingent liabilities are disclosed for (i) possible obligations which will be confirmed only by future events not wholly within the control of the Group or (ii) present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made. Contingent assets are not recognised in the financial statements but are disclosed where an inflow of economic benefits is probable.

iii. Onerous Contracts

Provision for onerous contracts i.e. contracts where the expected unavoidable cost of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognised when it is probable that an outflow of resources embodying economic benefits will be recognised to settle a present obligation as a result of an obligating event based on the reliable estimate of such an obligation.

(l) Employee benefits

i. Short-term employee benefits

All employee benefits falling due wholly within twelve months of rendering the services are classified as short-term employee benefits, which include benefits like salaries, wages, short-term compensated absences and performance incentives and are recognised as expenses in the period in which the employee renders the related service.

ii. Post-employment benefits

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in the statement of profit and loss in the periods during which the related services are rendered by employees.

Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in OCI. The Group determines the net interest expense/ (income) on the net defined benefit liability/ (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability/ (asset), taking into account any changes in the net defined benefit liability/ (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in the statement of profit and loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in the statement of profit and loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

iii. Other long-term employee benefits

All employee benefits (other than post-employment benefits and termination benefits) which do not fall due wholly within twelve months after the end of the period in which the employees render the related services are determined based on actuarial valuation or discounted present value method carried out at each balance sheet date. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary as at 31st March every year using projected unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognised in the period in which the absences occur.

iv. Voluntary retirement scheme benefits

Voluntary retirement scheme benefits are recognised as an expense in the year they are incurred.

(m) Share-based payments

Employees (including senior executives) of the Company receive remuneration in the form of share-based payment transactions, whereby employees render services as consideration for equity instruments.

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognised, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest.

The standalone statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense. The amount of expenses pertaining to options granted to employees of the Company's subsidiaries are treated as Deemed Investments in respective subsidiaries to which employees belong and are recognised at each reporting period date until the vesting date, with corresponding impact in Share-based payment reserve.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions. No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognised is the expense had the terms had not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through statement of profit and loss.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share, unless its anti-dilutive to Company's earnings in nature.

(n) Cash and cash equivalents

For the purpose of presentation in the cash flow statement , cash and cash equivalents include cash on hand, in banks, demand deposit with bank and other short-term, highly liquid investments with original maturities of three months or less, that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

(o) Earnings per share

Basic Earnings Per Share ('EPS') is computed by dividing the net profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for treasury shares. Diluted earnings per share is computed by dividing the net profit by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year, unless issued at a later date. In computing diluted earnings per share, only potential equity shares that are dilutive and that either reduces earnings per share or increases loss per share are included.

(p) Borrowing costs

Borrowing costs consist of interest and other ancillary costs that the Group incurs in connection with the borrowing of funds. Other borrowing costs are recognised using the effective interest rate (EIR) method.

(q) Treasury shares

The Parent Company has created an Employee Welfare Trust – Agro Tech ESOP Trust (`ATET') for implementation of the schemes that are notified or may be notified from time to time by the Parent Company under the plan, providing share based payment to its employees. ATET purchases shares of the Parent Company out of funds borrowed from the Parent Company. The Parent Company treats ATET as its extension and shares held by ATET are treated as treasury shares. Own equity instruments (treasury shares) are recognised at cost and deducted from equity. Profit on sale of treasury shares by ATET is recognised in ATET reserve.

(r) Events after reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the consolidated financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

(s) Business Combination

In accordance with Ind AS 103, Business Combination, the Group accounts for business combinations using the acquisition method when the acquired set of activities and assets meets the definition of a business and control is transferred to the Group. In determining whether a particular set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive process and whether the acquired set has the ability to produce outputs.

The consideration transferred for the business combination is generally measured at fair value as at the date the control is acquired (acquisition date), as are the net identifiable assets acquired. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in other comprehensive income ("OCI") and accumulated in equity as capital reserve if there exists clear evidence of the underlying reasons for classifying the business combination as resulting in a bargain purchase; otherwise the gain is recognised directly in equity as capital reserve. Transaction costs are expensed as incurred, except to the extent related to the issue of debt or equity securities. Items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries are combined like to like basis.

(t) Exceptional items

Exceptional items refer to items of income or expense within the statement of profit and loss from ordinary activities which are non-recurring and are of such size, nature or incidence that their separate disclosure is considered necessary to explain the performance of the Group.

(u) Recent pronouncements

Ministry of Corporate Affairs (“MCA”) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended 31 March 2026, MCA has notified amendment to Ind AS 21 - The Effects of Changes in Foreign Exchange Rates, Ind AS 1 - Presentation of Financial Statements, Ind AS 7 - Statement of Cash Flows, Ind AS 107 - Financial Instruments, Ind AS 12 -Income Taxes, applicable to the Company w.e.f. April 1, 2025. The Company has reviewed the amendments and based on its evaluation has determined that these amendments will not have any significant impact in its consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

Note 4 - Property, plant and equipment and capital work-in-progress

(All amounts are in ₹ crores, except share data and where otherwise stated)

Description	Gross carrying amount						Accumulated depreciation							Net carrying amount
	As at 1 April 2025	Acquisition on account of Business Combintion	Exchange differences	Additions	Disposals/ Adjustments*	As at March 31, 2026	As at April 1, 2025	Acquisition on account of Business Combintion	Exchange differences	Depreciation for the year	Impairment Loss (refer note 4 (g))	Disposals/ Adjustment*	As at March 31, 2026	As at March 31, 2026
Freehold land	78.30	-	0.25	-	-	78.55	2.12	-	-	-	-	-	2.12	76.43
Buildings	203.27	-	0.40	0.39	0.56	203.50	83.37	-	0.17	5.24	-	-	88.78	114.72
Roads	4.45	-	-	-	-	4.45	4.37	-	-	0.04	-	-	4.41	0.04
Plant and equipment	379.01	-	0.26	13.70	6.05	386.92	207.08	-	0.17	17.89	-	5.50	219.64	167.28
Laboratory equipment	5.61	-	-	0.62	0.01	6.22	5.22	-	-	0.06	-	0.01	5.27	0.95
Furniture and fixtures	15.20	-	-	0.40	-	15.60	13.27	-	-	0.33	-	-	13.60	2.00
Office equipment	7.40	-	-	0.31	0.09	7.62	6.00	-	-	0.42	-	0.08	6.34	1.28
Electrical installations and equipment	16.85	-	-	0.12	0.03	16.94	14.10	-	-	0.40	-	0.03	14.47	2.47
Computer and data processing equipment	11.63	-	-	1.85	0.63	12.85	8.33	-	-	1.34	-	0.59	9.08	3.77
Leasehold improvements - Buildings	1.52	-	-	0.04	-	1.56	1.36	-	-	0.04	-	-	1.40	0.16
Leasehold improvements - Electrical equipment	0.41	-	-	-	-	0.41	0.40	-	-	-	-	-	0.40	0.01
Leasehold improvements - Furniture and fixtures	0.86	-	-	-	-	0.86	0.84	-	-	0.01	-	-	0.85	0.01
Total	**724.51**	-	**0.91**	**17.43**	**7.37**	**735.48**	**346.46**	-	**0.34**	**25.77**	-	**6.21**	**366.36**	**369.12**
Add: Capital work-in-progress [Refer Note (f) below]														2.10
Grand Total														**371.22**

* Adjustments include subsidy received of ₹ 1.04 under AP Food Processing Policy 2018-19, New Food Processing Scheme for setting up of snacks making unit-Nachoz (Tortilla chips) in Chittoor District in Andhra Pradesh.

Description	Gross carrying amount						Accumulated depreciation							Net carrying amount
	As at 1 April 2024	Acquisition on account of Business Combintion*	Exchange differences	Additions	Disposals	As atMarch 31, 2025	As at April 1, 2024	Acquisition on account of Business Combintion*	Exchange differences	Depreciation for the year	Impairment Provision (refer note 4 (g))	Disposals	As at March 31, 2025	As at March 31, 2025
Freehold land	14.55	64.00	(0.25)	-	-	78.30	-	-	-	-	2.12	-	2.12	76.18
Buildings	120.31	65.47	(0.40)	17.89	-	203.27	19.85	10.83	(0.14)	3.63	49.20	-	83.37	119.90
Roads	4.45	-	-	-	-	4.45	3.56	-	-	0.27	0.54	-	4.37	0.08
Plant and equipment	214.19	139.38	(0.28)	25.93	0.21	379.01	54.12	68.95	(0.24)	13.80	70.58	0.13	207.08	171.93
Laboratory equipment	4.96	-	-	0.65	-	5.61	2.56	-	-	0.37	2.29	-	5.22	0.39
Furniture and fixtures	14.47	0.23	-	0.53	0.03	15.20	8.43	0.10	-	1.08	3.69	0.03	13.27	1.93
Office equipment	5.38	0.88	-	1.20	0.06	7.40	4.09	0.51	-	0.63	0.82	0.05	6.00	1.40
Electrical installations and equipment	14.01	-	-	2.88	0.04	16.85	9.35	-	-	1.02	3.76	0.03	14.10	2.75
Computer and data processing equipment	7.17	2.50	-	1.96	-	11.63	5.48	1.55	-	0.98	0.32	-	8.33	3.30
Leasehold improvements - Buildings	0.95	0.57	-	-	-	1.52	0.76	0.56	-	0.04	-	-	1.36	0.16
Leasehold improvements - Electrical equipment	0.41	-	-	-	-	0.41	0.40	-	-	-	-	-	0.40	0.01
Leasehold improvements - Furniture and fixtures	0.86	-	-	-	-	0.86	0.83	-	-	0.01	-	-	0.84	0.02
Total	401.71	273.03	(0.93)	51.04	0.34	724.51	109.43	82.50	(0.38)	21.83	133.32	0.24	346.46	378.05
Add: Capital work-in-progress [Refer Note (f) below]														1.55
Grand Total														379.60

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

Note 4 - Property, plant and equipment and capital work-in-progress (continued)

Notes:

(a) Refer Note 36 (i) for disclosure of contractual commitments for acquisitions of property, plant and equipment.

(b) The Company has not revalued any property, plant and equipment after initial recognition during the year ended March 31, 2026 and March 31, 2025.

(c) Details of immovable property (other than properties where the Company is the lessee and the lease arrangements are duly executed in facour of the lesseee) whose title deeds are not held in the existing name of the Company:

Description of item of property	Gross carrying value	Title deeds held in the name of	Property held since which date	Reason for not being held in the name of the Company
Land and Building	144.17	Agro Tech Foods Limited	2002-2025	These Properties and lease agreements are held in the name of Agro Tech Foods Limited. The name of the Company was changed to Sundrop Brands Limited from Agro Tech Foods Limited in FY 24-25. The Company is yet to initiate process for change of name for these title deeds.
Right-of Use-assets	22.34	Agro Tech Foods Limited	2021-2025	
Freehold Land	13.90	Bharti Del Monte India Private Limited	2008-25	The title deed is in the name of M/s. Bharti Del Monte India Private Limited,erstwhile name of the Company which was changed to Del Monte Foods Private Limited. Fresh certificate of incorporation consequent to change of name dated 10 November 2021 was issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana.

(d) Agro Tech Foods (Bangladesh) Pvt. Ltd (ATBD) - wholly owned subsidiary of the Parent Company purchased a piece of land measuring 64 decimal in 2012, which was registered in ATBD's name (Carrying amount as of March 31, 2026 ₹ 1.63 (Previous year ₹1.63). The purchased land was mutated properly in name of ATBD on February 02, 2013 and Factory structured was constructed on the land wherein productions has been going on since then. (ATBD constructed a factory structure on such land). An application was made for claiming the title through succession before the Assistant Commissioner of Land at Kaliakoir, Gazipur for cancellation of mutation of small part (4.80 decimal) of land, however the claim was not supported by any deed of title. ATBD appeared before various authorities and currently, the case is under adjudication in the office of Assistant Deputy Commission (Rev), Gazipur, Bangladesh.

(e) Capital work-in-progress for the previous year March 31 , 2025 also includes of ₹ 0.17 intangibles under development.

(f) Capital work-in-progress ageing schedule:

Particulars	As at March 31, 2026					As at March 31, 2026				
	As at April 1, 2025	Acquisition on account of Business Combintion*	Additions	Capitalisation	As at March 31, 2026	Amount in CWIP for a period of				
						Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	1.55	-	20.45	19.90	2.10	1.86	0.06	0.18	-	2.10
Total	1.55	-	20.45	19.90	2.10	1.86	0.06	0.18	-	2.10

Particulars	As at March 31, 2025					As at March 31, 2025				
	As at April 1, 2024	Acquisition on account of Business Combintion*	Additions	Capitalisation	As at March 31, 2025	Amount in CWIP for a period of				
						Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	29.66	0.42	23.02	51.55	1.55	1.24	0.18	-	0.13	1.55
Total	29.66	0.42	23.02	51.55	1.55	1.24	0.18	-	0.13	1.55

There is no capital work-in-progress project whose completion is overdue or exceeded its cost compared to original plan as at March 31, 2026 and as at March 31, 2025.

* Refer Note 54

(All amounts are in ₹ crores, except share data and where otherwise stated)

Note 4 - Property, plant and equipment and capital work-in-progress (continued)

(g) Impairment loss:

i. Impairment loss in relation to property, plant and equipment relating to products discontinued/ not launched

During the previous year, the Parent Company undertook strategic review of its business plan and decided not to have focus on business of certain products (French Fries, Wafer and Chocolate) due to their failure and scalability in the market. Consequent to the above, the Company has recognized impairment loss of ₹ 65.46 in respect of the related property, plant and equipments (including buildings of ₹ 22.77) (specified assets) during the previous year.

The recoverable amount of the specified assets is estimated to be ₹ 9.41, which is its recoverable value if sold in the market. The fair value of the specified assets is determined basis consideration of orderly liquidation scenario mainly using depreciated replacement cost method and applying discount to this depreciated replacement cost which the Parent Company may expect to derive on disposal of these assets. Depreciated replacement cost and discount applied to determine recoverable value reflects adjustments for physical deterioration as well as functional, economic obsolescence and interest of buyers in the market to buy these assets.

Provision for the impairment is excess of carrying value over its recoverable value on disposal of the specified assets, which is included in the exceptional item in the statement of profit and loss for the previous year. Subsequent to year end, the Company has also decided to initiate process to dispose these specified assets (excluding building).

ii. Impairment testing for CGUs not containing goodwill

Following the Company's strategic review of its business plan and the consideration of its revised strategy, current economic conditions, and expected capacity utilization, an assessment of asset impairment has been conducted as required by Ind AS 36. Based on this assessment, the Parent Company has recognized impairment losses for the previous year, with the necessary disclosures provided below.

a. The Parent Company has six manufacturing plants and the same are identified as independent CGUs as they are capable of generating cash flows independently. There has been no change in the identification of the Cash generating unit compared to the previous financial year.

The Parent Company has not identified any indicators of impairment at the Kashipur and Kothur plants, as they are being utilized optimally and which has been assessed as part of IPC business.

The recoverable amount of a CGU (or an individual asset) is value in use arrived based on the discounting of the future cash flows.

Value in use is based on the estimated future cash flows, discounted at Weighted average cost of capital. The Value in use is then compared with net book value of CGU to test for impairment. The net book value of CGU includes Property, plant and equipment, right of use assets and other intangible assets.

b. The Parent Company has performed impairment assessment of identified CGU and the impairment loss/ (headroom) identified as below as at March 31, 2025.

CGU 1 - Jhagadia Plant

Company manufactures Chocolate, Peanut butter, Pasta, Sweet corn, Masala oats, Choco spreads etc. at Jhagadia Plant.

Particulars	31-Mar-25
Value in use	53.08
Carrying value	104.66
Impairment loss	51.58

CGU 2 - Mangaldoi Plant

Company manufactures Bakes, Instant Popcorn, Breakfast cereals, Snackos etc at Mangaldoi Plant.

Particulars	31-Mar-25
Value in use	30.66
Carrying value	24.36
Impairment loss / (Headroom) *	(6.30)

*The Company has performed sensitivity analysis around the base assumptions and has concluded that no reasonable change in key assumptions would result in the recoverable amount of the CGU at (Managldoi Plant) to be less than the carrying value.

CGU 3 - Chittoor Plant

Company manufactures RTE popcorn, Nachos, Snackos etc at Chittoor Plant

Particulars	31-Mar-25
Value in use	11.02
Carrying value	23.69
Impairment loss	12.67

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

CGU 4 - Unnao Plant

Company manufactures RTE Pop corn, Bakes, Nachos, Peanuts, Breakfast cereals etc at Unnao Plant

Particulars	31-Mar-25
Value in use	30.92
Carrying value	37.25
Impairment loss	6.33

c. The key assumptions used in the estimation of the recoverable amount as set out below:

Particulars	31-Mar-25
Average Annual growth rate	10%-30%
Weighted Average Cost of Capital (WACC)	13.30%
Terminal Growth Rate	5.00%

d. The projections cover a period of five years, as the Company believes this to be the most appropriate time scale over which to review and consider annual performances before applying a fixed terminal value multiple to the final year cash flows. The growth rates used to estimate future performance are based on the estimates from past performance. Weighted Average Cost of Capital % (WACC) = Risk free return + (Market risk premium x Beta for the Company) + Company specific risk premium.

e. During the year ended 31 March 2026, the Parent Company has carried out impairment assessment to identify if any impairment indicators exists for the identified CGUs. Based on its assessment, there are no indicators identified which requires further adjustment to the carrying value of CGUs..

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

Note 5 - Right-of-use assets

(All amounts are in ₹ crores, except share data and where otherwise stated)

Description	Gross carrying amount					Accumulated depreciation						Net Carrying amount
	As at April 1, 2025	Acquisition on account of Business Combintion	Addi tions	Dis posals	As at March 31, 2026	As at April 1, 2025	Acquisition on account of Business Combintion	Depre- ciation for the year	Impairment provision (refer note 4 (g))	Dis- posals	As at March 31, 2026	As at March 31, 2026
Leasehold land (Refer Note (i) below)	15.10	-	-	-	15.10	3.59	-	0.12	-	-	3.71	11.39
Buildings	24.61	-	2.79	0.18	27.22	12.47	-	3.70	-	0.18	15.99	11.24
Total	**39.71**	-	**2.79**	**0.18**	**42.32**	**16.06**	-	**3.82**	-	**0.18**	**19.70**	**22.63**

Description	Gross carrying amount					Accumulated depreciation						Net Carrying amount
	As at April 1, 2024	Acquisition on account of Business Combintion*	Addi tions	Dis posals	As at March 31, 2025	As at April 1, 2024	Acquisition on account of Business Combintion*	Depre- ciation for the year	Impairment provision (refer note 4 (g))	Dis- posals	As at March 31,2025	As at March 31, 2025
Leasehold land (Refer Note (i) below)	6.42	8.68	-	-	15.10	0.34	0.45	0.09	2.71	-	3.59	11.51
Buildings	15.04	9.57	-	-	24.61	7.66	2.50	2.31	-	-	12.47	12.14
Total	21.46	18.25	-	-	39.71	8.00	2.95	2.40	2.71	-	16.06	23.65

* Refer Note 54

Notes :

(i) Gujarat Industrial Development Corporation (GIDC) has allotted through lease hold for plot bearing no. Plot no. 902/2, GIDC, Jhagadia admeasuring 1,00,000 Sq Meter vide allotment letter dated 23rd February 2011 for a period of 99 years. However, through Corrigendum Order dated 6th July 2011, the area of said plot is reduced to 99,933.90 Sq. Meter, and it was further communicated to Company that the area of 3,420 Sq. Meter is not in the possession of GIDC and will be handed over as and when GIDC will receive the possession.

(ii) Also Refer Note 37

Note 6 - Intangible assets

(a)

Description	Gross carrying amount					Accumulated Amortisation						Net Carrying amount
	As at April 1, 2025	Acquisition on account of Business Combintion*	Addi tions	Dis posals	As at March 31, 2026	As at April 1, 2025	Acquisition on account of Business Combintion	Amortisa- tion for the year	Impairment loss (refer note 4 (e)(ii))	Dis- posals	As at March 31,2026	As at March 31, 2026
Trademarks (Refer Note below 1)	12.22		-	-	12.22	-		-		-	-	12.22
Computer software	21.41		0.27	1.98	19.70	19.83		0.73	-	1.93	18.63	1.07
Customer relationship (Refer Note below 2)	49.35		-	-	49.35	0.43		2.57	-	-	3.00	46.35
Favourable Contract (Refer Note below 3)	252.29		-	-	252.29	-		-	-	-	-	252.29
Total	**335.27**	-	**0.27**	**1.98**	**333.56**	**20.26**	-	**3.30**	-	**1.93**	**21.63**	**311.93**

* Refer Note 54

(All amounts are in ₹ crores, except share data and where otherwise stated)

Description	Gross carrying amount					Accumulated Amortisation						Net Carrying amount
	As at April 1, 2024	Acquisition on account of Business Combintion*	Addi tions	Dis posals	As at March 31, 2025	As at April 1, 2024	Acquisition on account of Business Combintion*	Amortisation for the year	Impairment provision (refer note 4 (e)(ii))	Dis-posals	As at March 31, 2025	As at March 31, 2025
Trademarks (Refer Note below 1)	12.22	-	-	-	12.22	-	-	-	-	-	-	12.22
Computer software	20.18	0.73	0.50	-	21.41	18.47	0.67	0.68	0.01	-	19.83	1.58
Customer relationship (Refer Note below 2)	-	49.35	-	-	49.35	-	0.43	-	-	-	0.43	48.92
Favourable Contract (Refer Note below 3)	-	252.29	-	-	252.29	-	-	-	-	-	-	252.29
Total	32.40	302.37	0.50	-	335.27	18.47	1.10	0.68	0.01	-	20.26	315.01

* Refer Note 54

(b) Goodwill

Description	**As at April 1, 2025**	**Acquisition on account of Business Combintion***	**Addi tions**	**Dis posals**	**As at March 31, 2026**
Goodwill	**581.99**	**-**	**(0.15)**	**-**	**581.84**

Description	As at April 1, 2024	Acquisition on account of Business Combintion*	Addi tions	Dis posals	As at March 31, 2025
Goodwill	-	581.99	-	-	581.99

* Refer Note 54 and 55

Notes:

1. Trademarks represent the purchase consideration paid for the brand 'Sundrop'. As estimated by the Management, this trademark has an indefinite useful life and hence the same is not amortised. However, it is tested for impairment annually as per Ind AS 36 "Impairment of Assets". Also refer Note 38.
2. Favorables contracts represents rights to use Del Monte Brand with lower rate of royalty to ba paid, identified as part of business acquisition of Del Monte Foods Private Limited. As estimated by the Management, this trademark has an indefinite useful life and hence the same is not amortised. However, it is tested for impairment annually as per Ind AS 36 "Impairment of Assets". Also refer Note 52 and note 55
3. Customer relationship represent intangible assets identified as part of business acquisition of Del Monte Foods Private Limited. As estimated by the Management, this assets has an definite useful life of 230 month.
4. The Group has not revalued any intangible assets after initial recognition during the year ended March 31, 2026 and March 31, 2025.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

Particulars	As at March 31, 2026	As at March 31, 2025
Note 7 - Non-current investments		
Unquoted investments (fully paid)		
Other Investment (unquoted, recognised at FVTOCI), non-current		
Sakthi Murugan Wind Farms (P Ltd.)		
1,10,000 fully paid up equity shares of ₹ 10 each in Sakthi Murugan Wind Farms (P Ltd.)	0.11	0.11
5,586 fully paid up equity shares of ₹ 10 each in Sastikumar Farms & Foods Pvt Ltd.	0.01	-
Total	0.12	0.11
Aggregate book value of unquoted non-current investments	0.12	0.11
Aggregate amount of impairment in value of investments	-	-
Note 8 - Other non-current financial assets		
(Unsecured, considered good)		
Security deposits	5.21	4.91
Balances held as margin money for bank guarantees pledged with Govt. authorities.	2.52	0.06
Loans (loan to employees)	-	0.02
Total	7.73	4.99
Note 9 - Other non-current assets		
Unsecured Considered good:		
Capital advances	1.65	1.04
Advances other than capital advances		
- Advances with Government, public bodies and others	3.26	2.95
- Other advances (includes commercial advances and prepaid expenses)	8.46	0.68
Unsecured Considered doubtful:		
Advance to supplier	0.73	-
Less: Allowance for advance to supplier	(0.73)	-
Custom duty paid under protest	4.53	5.55
Less: Allowance for custom duty*	(4.53)	(5.55)
Total	13.37	4.67

*During the previous year, the Parent Company has reassessed its ongoing dispute in relation to Customs duty under The Customs Act, 1962 and has provided for ₹ 5.55 as the time value of money is reducing since this matter has been pending for long time with judicial authorities. During the current year, the Parent Company has received refund of ₹ 1.75 while the balance amount continues to be contested before the Supreme Court and remains fully provided for in the books as at 31 March 2026. However, the Company continues to believe that it has strong case in its favour.

Particulars	As at March 31, 2026	As at March 31, 2025
Note 10 - Inventories		
(Valued at lower of cost or net reliasable value)		
Raw materials*	81.62	79.83
Raw materials-in-transit*	5.06	13.55
Packing materials	19.92	19.51
Packing materials-in-transit	0.69	0.08
Finished goods	51.13	54.04
Finished goods-in-transit	4.99	4.38
Stock-in-trade	27.36	23.23
Total	190.77	194.62

* Raw materials include stores and spares consumables.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

Notes

(i) The consumption of inventories recognised as an expense during the year has been disclosed in Notes 28, 29, and 30.

(ii) The consumption of inventories recognised as an expense/ (gain) includes ₹ 0.75 (during 2024-25: ₹ (0.12)) in respect of write-downs of inventory to net realisable value, and has been reduced by ₹ Nil (during 2024-25 : ₹ Nil) in respect of reversal of such write-downs.

(iii) Refer Note 20 for details of inventories pledged against borrowings.

(iv) Refer Note 3(f) for method of valuation for inventories.

Particulars	No of Units	As at March 31, 2026	As at March 31, 2025
Note 10a - Current investments			
Investments mandatorily measured at fair value through profit or loss (FVTPL)			
Investment in Mutual Fund		17.92	-
		17.92	-
Quoted investments in mutual funds			
List of Mutual Fund as at March 31, 2026	**No of Units**		
ABSL Liquid Fund - Reg - Growth	36,969	1.62	-
Tata Liquid Fund - Reg - Growth	3,689	1.58	-
Bandhan Liquid Fund - Reg - Growth	4,931	1.62	-
Kotak Overnight Fund - Reg - Growth	26,354	3.76	-
ICICI Pru Overnight Fund - Reg - Growth	26,165	3.78	-
Axis Overnight Fund - Reg - Growth	39,049	5.56	-
Total		17.92	-

Note 11 - Trade receivables

Trade receivables considered good - unsecured	**106.70**	98.32
Trade receivables - credit impaired	**4.84**	4.92
Less: Loss allowance	**(5.26)**	(5.26)
Total	**106.28**	97.98

Notes:

(i) The average credit period for the customers is in the range of 14 days to 60 days depending on customer groups.

(ii) Of the trade receivables balance ₹ 24.80 (as at March 31, 2025 : ₹ 26.44) is due from one of the Company's large customers. There are no other customers who represent more than 10% of the total balance of trade receivables.

(iii) The Group has used a practical expedient by computing the expected credit loss allowance for doubtful trade receivables based on a provisioning matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking estimates. The expected credit loss allowance is based on the ageing of the receivables which are due and the rates used in the provision matrix.

(iv) Movement in the expected credit loss allowance	For the year ended March 31, 2026	For the year ended March 31, 2025
Balance at the beginning of the year	**5.26**	7.98
Loss allowance (reversed)/ recognised	**0.37**	0.59
Amount written off during the year	**(0.37)**	(3.31)
Balance at the end of the year	**5.26**	5.26

(All amounts are in ₹ crores, except share data and where otherwise stated)

Trade receivables ageing schedule:

Particulars	As at March 31, 2026						
	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade receivables – considered good	66.26	38.90	1.38	0.14	0.02	-	106.70
(ii) Undisputed Trade receivables - credit impaired		-	0.07	0.04	0.06	0.80	0.97
(iii) Disputed trade receivables – credit impaired		-	-	-	0.09	3.78	3.87
Gross trade receivables	66.26	38.90	1.45	0.18	0.17	4.58	111.54
Less: Loss allowance							(5.26)
Trade receivables							106.28

Particulars	As at March 31, 2025						
	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade receivables – considered good	63.52	33.65	0.94	0.07	0.12	0.02	98.32
(ii) Undisputed Trade receivables - credit impaired	-	-	0.13	0.03	0.06	0.62	0.84
(iii) Disputed trade receivables – credit impaired	-	-	-	0.08	0.22	3.78	4.08
Gross trade receivables	63.52	33.65	1.07	0.18	0.40	4.42	103.24
Less: Loss allowance							(5.26)
Trade receivables							97.98

(v) There are no outstanding trade receivables from directors or other officers of the Group or from firms or private companies in which director is partner or member as at March 31, 2026 and as at March 31, 2025.
(vi) There were no unbilled receivables as at March 31, 2026 and as at March 31, 2025.
(vii) Refer Note 20 for details of trade receivables pledged against borrowings.
(viii) Information about Group's exposure to credit and market risks related to the trade receivables are included in Note 48.

Particulars	As at March 31, 2026	As at March 31, 2025
Note 12 - Cash and cash equivalents		
Balances with banks		
- in current accounts	**14.36**	16.66
- in deposit accounts (original maturity less than 3 months)	**17.00**	30.32
Cheques on hand	-	0.09
Total	**31.36**	47.07
Note 13 - Other bank balances		
Balances held as margin money against guarantees given	**0.94**	0.88
Fixed deposits with Banks (original maturity more than 3 months)	**7.42**	-
Unpaid dividend accounts	**0.32**	0.37
Total	**8.68**	1.25

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

Particulars	As at March 31, 2026	As at March 31, 2025
Note 14 - Other financial assets		
Others (including security deposits, advance to PF trust) (Also, Refer note 43 A)	1.85	2.05
Loans (loan to employees)	0.04	0.05
Total	1.89	2.10
Note 15 - Other current assets		
Balances with government authorities	44.46	26.48
Advances (includes commercial advances)	40.26	19.89
Prepayments (includes AMC and insurance etc.,)	3.68	4.61
Total	88.40	50.98
Note 16 - Share capital		
Authorised		
Equity shares 50,000,000 (March 31, 2025: 50,000,000), equity shares of ₹ 10 each	50.00	50.00
Issued		
Equity shares 37,699,728 (March 31, 2025: 37,699,728), equity shares of ₹ 10 each	37.70	37.70
Subscribed and fully paid-up		
Equity shares fully paid 37,696,853 (March 31, 2025: 37,696,853), equity shares of ₹ 10 each fully paid up	37.70	37.70

(a) Reconciliation of the number of equity shares outstanding at the beginning and at the end of the reporting year:

Particulars	As at March 31, 2026		As at March 31, 2025	
	Number of shares	Amount in ₹ crores	Number of shares	Amount in ₹ crores
Balance at the beginning of the reporting year	37,696,853	37.70	24,369,264	24.37
Shares issued pursuant to business combination (refer note 54)	-	-	13,327,589	13.33
Balance at the end of the reporting year	37,696,853	37.70	37,696,853	37.70

(b) Rights, preferences and restrictions attached to the equity shares:

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to their share of the paid-up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid. Failure to pay any amount called up on shares may lead to forfeiture of the shares. On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

(c) Shares in respect of equity in the Company held by its holding or ultimate holding company, including shares held by subsidiaries or associates of the holding company or the ultimate holding company in aggregate:

Particulars	As at March 31, 2026		As at March 31, 2025	
	Number of shares	Amount in ₹ crores	Number of shares	Amount in ₹ crores
Holding Company				
CAG Tech (Mauritius) Limited*	14,666,522	14.67	12,785,363	12.79
	14,666,522	14.67	12,785,363	12.79

*Refer Note 52

(d) Details of shareholders holding more than 5% of total number of equity shares:

Particulars	As at March 31, 2026		As at March 31, 2025	
	Number of shares	% of holding	Number of shares	% of holding
CAG Tech (Mauritius) Limited*	14,666,522	38.91	12,785,363	33.92
DMPL India Limited	2,996,077	7.95	5,425,096	14.39
Bharti (SBM) Holdings Private Limited**	-	-	3,066,167	8.13
Bharti (RBM) Holdings Private Limited**	-	-	1,916,355	5.08
Bharti (RM) Holdings Private Limited**	-	-	1,916,355	5.08
Bharti Overseas Private Limited**	6,898,877	18.30	-	-

* CAG Tech (Mauritius) Limited was an indirect subsidiary of Conagra Brands Inc. (the Ultimate Holding Company) upto August 27, 2024. Refer Note 52

**Intercompany share transfers owing to amalgamation arrangement between the entities

(e) Shares allotted as fully paid-up pursuant to contracts without payment being received in cash during the year of five years immediately preceding the date of the Balance Sheet is as under:

Particulars	March 31, 2026	March 31, 2025	March 31, 2024	March 31, 2023	March 31, 2022
Shares issued pursuant to business combination (refer note 54)	-	13,327,589	-	-	-

(f) Equity shares of 10 each, held by promoters at the end of the year

Shares held by promoters as at March 31, 2026 and March 31, 2025:

Name of the shareholder	As at March 31, 2026		As at March 31, 2025		
	Number of shares	% of total shares	Number of shares	% of total shares	% change during the year
CAG Tech (Mauritius) Limited	14,666,522	38.91	12,785,363	33.92	4.99
Zest Investments Limited #	-	-	86	0	-0.00

Percentage below 0.01%

Also refer Note 52 in respect of the Share Subscription Agreement dated February 29, 2024 entered into between the Zest Holding Investments Limited ('the Acquirer"), CAG-Tech (Mauritius) Limited and ConAgra Europe B.V.

(g) Share based payments

("ATFOODS ESOP 2024" or "Scheme" or 'Plan').

The Parent Company instituted ATFOODS ESOP 2024 Scheme in compliance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEBS Regulations"). The shareholders of the Company approved the Scheme on April 27, 2025 for issue of grants not exceeding 20,00,000 (Twenty Lakhs) Options to the Eligible Employees of the Company, Subsidiaries, or Associates.

(All amounts are in ₹ crores, except share data and where otherwise stated)

Vested options can be exercised over a period of five years from the grant date. The Exercise Price is the fair value of the equity share as on the date of the grant or as decided by the Nomination and remuneration committee. The time and performance based options under Scheme 1 and 2 become vested as below: The time based options under Scheme 1 become eligible on an annual basis at 6%, 6%, 6%, 6% and 6% over a period of five years and performance based options becomes eligible at 23.3% on 3rd year and 46.7% at 5th year. The time based options under Scheme 2 become eligible on an annual basis at 20%, 20%, 20%, 20% and 20% over a period of five years and performance based options becomes eligible at 33.3% on 3rd year and 66.7% at 5th year.

The fair value of equity share options is estimated at the date of grant using Black- Scholes model, taking into account the terms and conditions upon which the share options were granted.

The Details of options granted under ESOP 2024 by the Board/Nomination and Remuneration committee are as below:

Grant*	Grant date	Number of options granted	Number of options outstanding	Exercise Price	Fair Value at grant date
1st Grant					
-Time Based	June 07, 2025	111,960	111,960	515	570.25
-Performance Based	June 07, 2025	261,240	261,240	515	570.25
-Time Based	June 07, 2025	273,288	263,538	809	416.86
-Performance Based	June 07, 2025	637,670	614,920	515	580.78
Total		**1,284,158**	**1,251,658**		
2nd Grant					
-Time Based	July 09, 2025	57,676	57,676	515	547.24
-Performance Based	July 09, 2025	134,577	134,577	515	547.24
-Time Based	July 09, 2025	1,200	1,200	809	396.52
-Performance Based	July 09, 2025	2,800	2,800	515	557.89
Total		**196,253**	**196,253**		
Grand Total		**1,480,411**	**1,447,911**		

* Above includes 788,437 options granted to Key Managerial Personnel (Time Based- 236,531, Performance Based 551,906)

The movement of stock options during the year (in No's):

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Options outstanding at the beginning of the year	-	-
Options granted during the year	1,480,411	-
Options cancelled during the year	-	-
Options exercised during the year	-	-
Options forfeited during the year	32,500	-
Options outstanding at the end of the year	1,447,911	-

Disclosures as per Ind AS 102 for outstanding options

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Weighted average exercise price for outstanding options at year end (in INR)	613	-
Weighted average remaining contractual life for outstanding options at year end.	6.25 years	-
Range of exercise prices for outstanding options at year end (in INR)	515 to 809	-

(All amounts are in ₹ crores, except share data and where otherwise stated)

The key assumption used to estimate the fair value of stock option as on grant date:

Grant*	Grant date	Dividend Yield	Risk-free interets rate	Expected life of options granted in years	Expected volatility
1st Grant	June 07, 2025	0.34%	6.12%	6.43 years	38.22%
-Time Based	June 07, 2025	0.34%	6.02%	5.50 years	37.59%
-Performance Based	June 07, 2025	0.34%	6.17%	6.83 years	38.49%
2nd Grant	July 09, 2025	0.35%	6.33%	6.43 years	38.02%
-Time Based	July 09, 2025	0.35%	6.22%	5.50 years	37.40%
-Performance Based	July 09, 2025	0.35%	6.38%	6.83 years	38.29%

Expected volatility has been based on an evaluation of the historical volatility of the Parent Company's share price, particularly over the historical period commensurate with the expected term. The expected term of the instruments has been based on historical experience and general option holder behaviour.

Effect of the employee option plan on the standalone Statement of Profit and Loss and on its financial position

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Total employee compensation cost pertaining to stock option plan	**19.25**	-
Reserves- employee stock option plan outstanding as at the period end	**19.25**	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

Particulars	As at March 31, 2026	As at March 31, 2025
Note 17 - Other equity		
(a) General reserve		
Balance at the commencement of the year	**29.60**	29.60
Add: Changes during the year	**-**	-
	29.60	29.60
This reserve is created by an appropriation from one component of equity (generally retained earnings) to another, not being an item of Other Comprehensive Income. The same can be utilised by the Company in accordance with the provisions of the Companies Act, 2013.		
(b) Securities premium		
Balance at the commencement of the year	**1,115.34**	72.13
Add: Premium received on issue of equity shares (refer note 54)	**-**	1,043.21
	1,115.34	1,115.34
This reserve represents the premium on issue of shares and can be utilised in accordance with the provisions of the Companies Act, 2013.		
(c) Retained earnings		
Balance at the commencement of the year	**251.95**	369.32
Add: Profit / (Loss) for the year	**20.13**	(109.90)
Items of other comprehensive income directly recognised in retained earnings		
- Remeasurement of defined benefit (asset) / liability, net of tax	**(0.22)**	(0.16)
Amount available for appropriations	**271.86**	259.26
Final dividend on equity shares (FY 2024-25 ₹ nill per equity share of ₹ 10 each (For FY 2023-24 ₹ 3 per equity share of ₹ 10 each))	**-**	(7.31)
Total appropriations	**271.86**	251.95
Total retained earnings	**271.86**	251.95
Retained earnings represents the cumulative undistributed profits of the Company and can be utilised in accordance with the provisions of the Companies Act, 2013.		
(d) Share options outstanding amount		
Balance at the commencement of the year	**-**	-
Share based payment expense (refer note 16)	**19.25**	-
	19.25	-
Share option outstanding account relates to the share options granted by the Company to its employees under its employee share option plan.		
(e) Agro Tech ESOP Trust (ATET reserve)		
Balance at the commencement of the year	**5.76**	5.80
Charges for the year of trust	**-**	(0.04)
	5.76	5.76
The Group has established a trust called the Agro Tech ESOP Trust ("Trust") to implement the "Agro Tech Employee Stock Option Plan ('Plan'). The above represents the profit/loss earned by the Agro Tech ESOP trust on exercise of the share options and on disposal of forfeited shares options.		
(f) Foreign currency translation reserve		
Balance at the commencement of the year	**(1.97)**	(0.97)
Add: Changes during the year	**0.94**	(1.00)
	(1.03)	(1.97)
Total (a+b+c+d+e+f)	**1,440.78**	1,400.68

(All amounts are in ₹ crores, except share data and where otherwise stated)

Particulars	As at March 31, 2026	As at March 31, 2025

Foreign currency translation reserve contains balance of foreign exchange differences from translation of financial statements of the Group's foreign subsidiaries arising at time of consolidation of such subsidiaries. Exchange differences accounted in this reserve are reclassified to profit or loss on the disposal of the foreign subsidiaries.

Note 18 - Non-current lease liabilities

Lease liabilities (Refer note 37)	**9.28**	11.17
Total	**9.28**	11.17

Note 19 - Non-current provisions

Provision for employee benefits		
- Compensated absences	**3.05**	4.81
- Gratuity (Refer note 47)	**5.14**	4.27
Total	**8.19**	9.08

Note 20 -Short-term borrowings

Loans repayable on demand from banks	**-**	-
- Working capital demand loans (secured)		
Total	**-**	-

Note : The working capital demand loan has been secured by first charge on current assets of the Company. These loans carry an interest rate ranging from 7.30% to 7.40% p.a. The loan taken were repaid during the year and there is no loan outstanding as at March 31, 2026 and March 31, 2025.

Note 21 - Trade payables

Total outstanding dues of micro enterprises and small enterprises (Refer Note (i) below)	**15.06**	10.07
Total outstanding dues of creditors other than micro enterprises and small enterprises (Refer Note (ii) below)	**136.65**	167.99
Total	**151.71**	178.06

Notes:

(i) Based on and to the extent of information available with the Group under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), the relevant particulars as at reporting date are furnished below:

(a) the principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year		
-Principal Amount	**15.06**	10.07
-Interest due on the above	**-**	-
(b) the amount of interest paid by the buyer in terms of Section 16 of the MSMED Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	**-**	-
(c) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this MSMED Act, 2006	-	-
(d) the amount of interest accrued and remaining unpaid at the end of the each accounting year; and	**-**	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

Particulars	As at March 31, 2026	As at March 31, 2025
(e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under Section 23 of the MSMED Act, 2006.	-	-

(ii) Includes payables to related parties as disclosed under Note 43A.

(iii) Information about Company's exposure to currency and liquidity risks related to the trade payables are included in Note 48.

(iv) Trade payables ageing schedule:

Particulars	Unbilled dues	Not Due	As at March 31, 2026				
			Outstanding for following periods from due date of payment				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Micro and Small Enterprises (M & SE)	-	15.06	-	-	-	-	15.06
(ii) Others	66.45	45.29	23.98	0.09	0.07	0.77	136.65
(iii) Disputed Dues - M& S E	-	-	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-	-	-
Total	66.45	60.35	23.98	0.09	0.07	0.77	151.71

Particulars	Unbilled dues	Not Due	As at March 31, 2025				
			Outstanding for following periods from due date of payment				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Micro and Small Enterprises (M & SE)	-	9.79	0.28	-	-	-	10.07
(ii) Others	83.45	53.77	29.42	0.56	0.12	0.67	167.99
(iii) Disputed Dues - M& SE	-	-	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-	-	-
Total	83.45	63.56	29.70	0.56	0.12	0.67	178.06

Particulars	As at March 31, 2026	As at March 31, 2025
Note 22 - Lease liabilities		
Lease liabilities (Refer Note 37)	4.16	3.15
Total	4.16	3.15
Note 23 - Other financial liabilities		
Payables for purchase of property, plant and equipment	1.29	0.76
Unclaimed dividends	0.32	0.37
Employee benefits payable	13.17	14.90
Other liabilities (includes outstanding liabilities for trade schemes etc.)	24.95	8.75
Refund liabilities (refer note (ii) below)	15.11	7.98
Total	54.84	32.76

(i) Information about Group's exposure to currency and liquidity risks related to the above financial liabilities are included in Note 48.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

(ii) Based on the management experience in the previous year related to sales returns on account of damage and expiry and considering current market situation, the management undertook a detailed review of its accounting estimate for refund liability which resulted in a change in the measurement of estimate for refund liability. As a result, sales returns for which refund liability is being accrued in the books of account as at the year-end are expected to increase, the effect of which has resulted in higher provision for refund liability by ₹ 7.43 as at March 31, 2025 and lower profit after tax by ₹ 5.56 for the year ended March 31, 2025.

Particulars	As at March 31, 2026	As at March 31, 2025
Note 24 - Other current liabilities		
Advance from customers (refer note 26)	**7.27**	5.13
Statutory liabilities (including GST, provident fund, TDS etc.)	**5.62**	6.28
Total	**12.89**	11.41
Note 25 - Provisions		
Provision for employee benefits:		
Gratuity (Refer Note 47)	**2.32**	1.80
Compensated absences	**4.19**	0.81
Others:		
Provision for litigations (Refer Note below)	**9.03**	3.69
Total	**15.54**	6.30
Note:		
Movement of provision for litigations :		
Opening balance	**3.69**	2.03
Provision created/ adjusted	**5.36**	1.68
Less: Provision utlised/ reversed	**0.02**	0.02
Closing balance	**9.03**	3.69

i) The above provision majorly includes:

- Differential Goods and service tax payable on Bakes and Nachos under GST Act 2017.
- Provision for interest on demand paid pertaining to sales tax levied by authorities denying offset of Input Tax Credit.
- Demand pertaining to Entry tax levied by the authorities.
- GST and other matters.

ii) Pending resolution of the respective proceedings, it is not practicable for the Company to estimate the timing of cash outflows, if any in respect of the above as it is determinable only on receipt of judgement/ decisions pending with various forms/ authorities.

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Note 26 - Revenue from operations		
Sale of products	**1,520.53**	894.05
Sale of services - Job work income	**26.67**	3.09
Other operating revenues (includes scrap sales and royalty income)	**2.24**	1.73
Total	**1,549.44**	898.87

Note:

(i) The Company disaggregates revenue from contracts with customers by geography. Disaggregation of revenue by geography is not an operating segment as disclosed in Note 42.

(All amounts are in ₹ crores, except share data and where otherwise stated)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Revenue (Product)		
India	1,461.58	880.61
Outside India	58.95	13.44
Revenue (Services and Others)		
India	26.67	3.09
Total	1,547.20	897.14
(ii) Timing of revenue recognition		
Products transferred at a point in time	1,547.20	897.14
Products and services transferred over time	-	-
Total	1,547.20	897.14
(iii) Reconciliation of revenue from sale of products recognised with contract price		
Gross Revenue	1,645.04	966.33
Less : Trade allowances, rebates, damage & leakage, expiry related returns*	124.51	72.28
Net revenue recognised during the year	1,520.53	894.05

* Also refer note 23

During the year ended 31 March 2026, the Group has reassessed the classification of certain promotional expenses. Based on such assessment, the Group has netted off such expenses of ₹ 6.13 in the Consolidate Financial Statements , payable to customers towards promotional activities from revenue. The Group has not reclassified amount for comparative period, considering these are not material.

(iv) Contract balances

The following table provides information about receivables, contract liabilities from contracts with customers.

Receivables, which are included in 'trade receivables'	106.28	97.98
Contract liabilities	7.27	5.13

- Trade receivables are the amounts receivable by the Company from Revenue from Contracts with customers and other operating revenues.
- The contract liabilities primarily relate to the advance consideration received from customers for sale of goods. The amount of ₹ 3.32 included in contract liabilities at 31 March 2025 has been recognised as revenue during the year ended 31 March 2026 (31 March 2025: ₹ 3.31). Contract liabilities are recognised as revenue as (or when) the Company perform under contract which is expected to occur over the next year.

  The Group has availed exemption in relation to remaining performance obligations at 31 March 2026 or at 31 March 2025 that have an original expected duration of one year or less, as allowed by Ind AS 115.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Note 27 - Other income		
Gain on property, plant and equipment discarded/ sold (net)	0.01	-
Gain on disposal of mutual funds units	0.96	0.80
Fair value gain on financial assets mandatorily measured at fair value through profit and loss	-	0.44
Interest income under the effective interest method		
- on rental deposits	0.17	0.16
- on deposits with banks and others	0.52	0.58
Rent received	0.85	0.18
Miscellaneous Income	0.30	0.16
Total	2.81	2.32
Note 28 - Cost of materials consumed		
Opening stock		
Raw materials (including materials-in-transit)	92.19	90.38
Packing materials (including materials-in-transit)	19.59	15.93
Acquisition on account of Business Combintion	-	33.24
Add: Purchases		
Raw materials	677.45	423.97
Packing materials	159.05	94.26
Less: Closing stock		
Raw materials (including materials-in-transit)	86.68	92.19
Packing materials (including materials-in-transit)	20.61	19.59
Total	840.99	546.00
Note 29 - Purchase of stock-in-trade		
Stock-in-trade	149.70	0.04
Acquisition on account of Business Combintion	-	18.91
Total	149.70	18.95
Note 30 - Changes in inventories of finished goods and stock-in-trade		
Finished goods (including material-in-transit)		
Opening stock:	58.42	39.29
Acquisition on account of Business Combintion	-	20.68
Closing stock:	56.12	58.42
(Increase) / Decrease in finished goods	2.30	1.55
Stock-in-trade		
Opening stock	23.23	0.19
Acquisition on account of Business Combintion	-	27.29
Closing stock	27.36	23.23
(Increase) / Decrease in stock-in-trade	(4.13)	4.25
(Increase) / Decrease in finished goods and stock-in-trade	(1.83)	5.80

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Note 31 - Employee benefit expense		
Salaries, wages and bonus	134.37	70.68
Contribution to provident and other funds (Refer Note 47)	10.81	6.43
Employee share based payment expense (Refer note 16 (g))	19.25	-
Staff welfare expenses	6.24	3.78
Total	170.67	80.89
Note 32 - Finance costs		
Interest on working capital loan measured at amortised cost	0.48	0.98
Interest on lease liability (Refer Note 37)	1.35	0.75
Total	1.83	1.73
Note 33 - Depreciation and amortisation expense		
Depreciation of property, plant and equipment (Refer Note 4)	25.77	22.25
Amortisation of intangible assets (Refer Note 6)	3.30	1.11
Depreciation on Right-of-use asset (Refer Note 5)	3.82	2.39
Total	32.89	25.75
Note 34 - Other expenses		
Consumption of stores and spares	7.23	5.08
Power and fuel	14.00	12.94
Processing charges	31.69	34.01
Rent	12.09	8.25
Rates and taxes	3.43	4.11
Repairs and maintenance:		
- Machinery	2.53	0.71
- Buildings	1.12	0.20
- Others	4.55	2.69
Insurance	3.84	2.90
Printing and stationery	0.38	0.39
Software expenses	8.53	5.52
Communication expenses	1.62	0.98
Travelling expenses	20.17	11.82
Outward freight	81.45	52.11
Brokerage/ commission	4.23	3.26
Distribution expenses	4.74	4.50
Legal and professional charges (Refer note 40)	18.01	5.45
Advertisement and sales promotion	85.63	42.21
Royalty	15.72	10.28
Bad debts written off	-	3.31
Loss allowance reversed	0.18	(3.32)
Loss on sale/ retirement of property, plant and equipment (net)	0.07	0.09
Provision for doubtful advances reversed (refer note 8)	(1.75)	-
Loss / (Gain) on foreign currency transactions (net)	(0.16)	0.19
Fair value loss on derivative instruments	0.11	-
Bank charges	0.33	0.04
Director sitting fees and commission	0.89	0.55
Expenditure on corporate social responsibility (Refer Note 44)	0.24	0.45
Miscellaneous expenses	9.94	12.23
Total	330.81	220.95

(All amounts are in ₹ crores, except share data and where otherwise stated)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Note 35 - Income-tax		
(a) Amounts recognised in the statement of profit and loss		
Tax expense / (Income) for the year		
Current Tax	**0.16**	0.22
Deferred tax charge	**6.90**	(35.95)
Total	**7.06**	(35.73)
(b) Amounts recognised in other comprehensive income		
Deferred tax income on remeasurements of defined benefit plans	**(0.09)**	(0.06)
Total	**(0.09)**	(0.06)
(c) The income tax expense for the year can be reconciled to the accounting profit as follows:		
Profit/ (Loss) before tax	**27.19**	(145.64)
Tax using the Group's domestic tax rate	**8.71**	(37.02)
Tax effect of:		
Effect of available benefits	**-**	(0.09)
Tax effects of amounts which are not deductible in determining taxable profit	**(1.24)**	1.38
Total	**7.06**	(35.73)

(d) The major components of deferred tax liabilities/ assets arising on account of timing differences are as follows:

2025-26

Deferred tax (liabilities) / assets in relation to :	Opening balance	Acquisition on account of business combination (Refer Note 54)	Recognised in Statement of profit and loss	Recognised in other comprehensive income	Closing balance
Deferred tax assets					
On provision for doubtful debts and advances	3.01	-	(0.46)	-	2.55
On expenditure allowed on payment basis	4.40	-	1.22	0.09	5.71
MAT credit entitlement	0.38	-	0.52	-	0.90
Business Loss	3.95	-	(2.96)	-	0.99
Unabsorbed loss of Agro Tech Foods (Bangladesh) Pvt. Ltd.	1.37	-	0.31	-	1.68
Unabsorbed loss of Sundrop Foods Lanka (Private) Limited	0.31	-	(0.06)	-	0.25
Unabsorbed loss of Del Monte Foods Private Limited	49.26	-	(0.68)	-	48.58
Lease liabilities	4.07	-	(2.41)	-	1.66
Others	1.27	-	(1.29)	-	(0.02)
Property, plant and equipment	5.50	-	(4.88)	-	0.62
Total deferred tax assets (A)	**73.52**	**-**	**(10.69)**	**0.09**	**62.92**
Deferred tax liabilities					
Right of use assets	(3.37)	-	2.52	-	(0.85)
Purchase price allocation	(95.03)	-	1.27	-	(93.76)
Total deferred tax liabilities (B)	**(98.40)**	**-**	**3.79**	**-**	**(94.61)**
Net deferred tax liability (A-B)	**(24.88)**	**-**	**(6.90)**	**0.09**	**(31.69)**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

2024-25

Deferred tax (liabilities) / assets in relation to :	Opening balance	Acquisition on account of business combination (Refer Note 54)	Recognised in Statement of profit and loss	Recognised in other comprehensive income	Closing balance
Deferred tax assets					
On provision for doubtful debts and advances	2.01	0.49	0.51	-	3.01
On expenditure allowed on payment basis	2.11	2.15	0.08	0.06	4.40
MAT credit entitlement	0.38	-	-	-	0.38
Business Loss	-	-	3.95	-	3.95
Unabsorbed loss of Agro Tech Foods (Bangladesh) Pvt. Ltd.	1.30	-	0.07	-	1.37
Unabsorbed loss of Sundrop Foods Lanka (Private) Limited	0.50	-	(0.19)	-	0.31
Unabsorbed loss of Del Monte Foods Private Limited	-	48.49	0.77	-	49.26
Lease liabilities	2.14	0.29	1.64	-	4.07
Others	-	1.37	(0.10)	-	1.27
Total deferred tax assets (A)	**8.44**	**52.79**	**6.73**	**0.06**	**68.02**
Deferred tax liabilities					
Property, plant and equipment	(21.47)	(3.69)	30.66	-	5.50
Right of use assets	(1.72)	-	(1.65)	-	(3.37)
Purchase price allocation	-	(95.24)	0.21	-	(95.03)
Total deferred tax liabilities (B)	**(23.19)**	**(98.93)**	**29.22**	**-**	**(92.90)**
Net deferred tax liability (A-B)	**(14.75)**	**(46.14)**	**35.95**	**0.06**	**(24.88)**

During the year ended March 31, 2025, the Parent Company has incurred a tax loss of ₹ 15.67 (includes unabsorbed depreciation of ₹ 13.83). During the year ended March 31, 2025, Del Monte Foods Private Limited (subsidiary company) has carried forward unabsorbed depreciation of ₹ 49.26. The Parent Company and its subsidiary has based on an overall evaluation and in accordance with provision of para 35 of Ind AS 12 – Income taxes decided to recognize deferred tax assets to the extent there is reasonable certainty supported by convincing other evidence (based on Board approved projections, indefinite carry forward for unabsorbed depreciation and tax loss which expires in FY 2033) that sufficient taxable profit will be available against which the temporary difference can be utilised by the Parent Company and its subsidiary.

As per Indian tax laws, companies are liable for a Minimum Alternate Tax ("MAT" tax) when current tax, as computed under the provisions of the Income-tax Act, 1961 ("Tax Act"), is determined to be below the MAT tax computed under section 115JB of the Tax Act. The excess of MAT tax over current tax is eligible to be carried forward and set-off in the future against the current tax liabilities over a period of 15 years.

Sundrop Foods India Private Limited (subsidiary company) has MAT credit of ₹ 0.90 as at March 31,2026. During the current year, the Company has formulated and implemented business plans for distribution activities, which have been approved by the Board. Based on these plans, management is confident that adequate future taxable profits will be generated, enabling the Company to utilise the MAT credit, after considering the amendments relating to MAT credit utilisation under the applicable Finance Act, 2026, along with the benefits available from financial projections, business plans and the availability of sufficient taxable income. The above MAT credit expires at various dates ranging from Financial year 2033 through 2041.

(All amounts are in ₹ crores, except share data and where otherwise stated)

Note 36 - Contingent liabilities and commitments :

Particulars	As at March 31, 2026	As at March 31, 2025
(i) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advances)	**3.03**	2.76
(ii) Contingent liabilities (to the extent not provided for):		
Claims against the Group not acknowledged as debts in respect of :		
- Indirect tax and direct tax matters, under dispute	**11.20**	15.29
- Employee Provident Fund	**-**	0.36
- Other matters, under dispute	**1.46**	0.34

Note:

The Group is subject to legal proceedings and claims, which have arisen in the ordinary course of business including litigation before various tax authorities. The amounts included above represent the best possible estimates arrived at on the basis of available information. The uncertainties and possible reimbursements are dependent on the outcome of the different legal processes which have been invoked by the Group or the claimants as the case may be and therefore cannot be predicted accurately. The Group engages reputed professional advisors to protect its interests and has been advised that it has strong legal positions against such dispute. The Groups's Management does not reasonably expect that these legal actions, when ultimately concluded and determined, will have a material and adverse effect on the Group's results of operations or financial conditions. The Group has accrued appropriate provision wherever required.

The above majorly includes the following :

In respect of Holding Company:

- Demand raised by customs authorities on account of misclassification of imported machinery under customs tariff heading amounting to ₹ 1.31 crores
- Demand pertaining to Entry tax levied by the authorities on crude oil entered into state of Rajasthan amounting to ₹ 4.15 crores
- Demands raised by Goods & Services Taxes (GST) Authorities for irregular availment of Input Tax Credit (ITC), Input Service Distribution Credit (ISD), differences between GSTR 3B and GSTR 2A filed by the company amounting to ₹1.83 crores
- Income-tax demand comprises of demand from the Indian tax authorities upon completion of their assessment. The tax demands are mainly on account of disallowance of the benefit on research & development expenses, other expenses not allowed.
- As per agreement with seller of Del Monte Foods Private Limited, the Company is required to pass on certain gain to seller, if any, it derives in future in related to incremental tax benefits than recorded and available as of acquisition date. This amount is not ascertainable as of date, hence no provision are accured.

In respect of Subsidiary Company:

- Income tax on expenses disallowed by the tax authorities of ₹ 5.13 Crore for the assessment year 2017-18 may result in reducing the carry forward losses. The Company has filed appeals to Commissioner of Income Tax (CIT) for assessment year 2017-18 against the order of the assessing officer.
- The Assistant Director of Income tax (ADIT) has passed a rectification order for the addition of ₹ 0.45 Crore while computing the total income for AY 2021-22. The Company has filed appeal against the said order at Commissioner of Income tax (Appeals) which is pending for hearing.
- The Deputy Director of Income tax (DDIT) has passed a rectification order for the addition of ₹ 2.28 Crore while computing the total income for AY 2022-23. The Company has filed appeal against the said order at Commissioner of Income tax (Appeals) which is pending for hearing.
- AO has raised audit objection on ₹ 0.76 Crore as licenses & SAD written off while computing the total income for AY 2015-16. The Company is the process of filing an appeal against the said order at Commissioner of Income tax (Appeals).
- The group has obtained licenses under the Export Promotion of Capital Goods scheme (EPCG) for importing capital goods at a concessional rate of customs duty against submission of bank guarantee and bonds.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

- The export obligation is to be fulfilled within a year of 6 years from the date of issuance of license. Under this scheme, the group has to export goods of FOB value equivalent to or more than six/ eight times of the duty saved amount. Accordingly the group is required to export goods of FOB value of at least ₹ 23.36 Crore (31 March 2025: ₹ 20.08 Crore) which has been partially exported and Export Obligation Discharge Certificate is awaited from authority.
- The Group has obtained Advance licenses under the Duty Exemption scheme for importing input materials without payment of basic customs duty against submission of bonds.

  The export obligation is to be fulfilled within a period of 18/24/36 months from the date of issuance of license. Under this scheme the Company has to achieve both the quantity and FOB value of exports specified in the license. Accordingly, the Company is required to export goods of FOB value of at least ₹ 16.74 Crore (31 March 2025: ₹ 17.68 Crore) which has been partially exported and Export Obligation Discharge Certificate is awaited from authority.
- The Group has obtained licenses at a concessional rate for payment of customs duty under export promotion schemes, subject to fulfillment of export obligations within the stipulated period as per applicable regulations. The company has an outstanding export obligation as at 31st March 2026 for 2,60,063 kg and accordingly company has recognised Deferred revenue arising from Govt grant of ₹ 0.35 Crore (31 March 2025- ₹ 0.10 Crore)

Note 37 - Leases

Particulars	As at March 31, 2026	As at March 31, 2025
(i) The following is the breakup of current and non current lease liabilities		
Current lease liabilities	4.16	3.15
Non- current lease liabilities	9.28	11.17
Total	13.44	14.32
(ii) The following is the movement of lease liabilities during the year		
Balance at the beginning	14.32	18.11
Deletions	-	(0.63)
Additions	2.74	-
Finance cost accrued during the year	1.35	1.47
Payment of lease liabilities (including finance cost)	(4.97)	(4.63)
Balance at the end	13.44	14.32
(iii) Maturity analysis of lease liabilities		
Less than one year	5.26	4.32
One to five years	10.78	11.86
More than five years	-	1.44
Total lease liabilities	16.04	17.62

Note 38 - Intangible assets - Trademarks

Trademarks represent the purchase consideration paid for brand "Sundrop". Sundrop brand has been assessed to have an indefinite useful life and therefore measured at cost and not subject to amortisation, but tested for impairment annually or more frequently if events or changes in circumstances indicate that it might be impaired. On the Balance Sheet date, the Management reassesses the value of brand through an independent valuer to ensure that the recoverable amount of the asset is not lower than its carrying amount. Valuation of the brand Sundrop ("Sundrop" or the "Brand") for Impairment Testing Purpose under IND AS 36 carried out under Multi-Period Excess Earnings Method. Key assumptions used in the estimation of the recoverable amount are set out below:

Particulars	As at March 31, 2026	As at March 31, 2025
Annual average growth rate	13.72%	13.00%
Pre tax discount rate	16.50%	17.70%
Terminal growth rate	4.00%	4.00%

The Management believes that any reasonable possible change in the key assumptions that would not cause the carrying amount to exceed the recoverable amount of the asset.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

Note 39 - Exceptional items

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Provision for Impairment (refer note 4)	-	136.04
Acquisition related costs (refer note a below)	-	5.16
Allowances for duty paid under protest for Custom Duty related litigation (refer note 9)	-	5.55
Total	-	146.75

a. During the previous year the Parent Company has incurred acquisition-related costs of ₹ 5.16 on legal, professional, due diligence costs and other fees for acquisition of Del Monte Foods Private Limited.

Note 40 - Auditor's remuneration (excluding GST):

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025*
To Statutory auditor		
Statutory audit fee	**0.88**	0.75
Tax audit fee	**0.04**	0.04
Limited review fee	**0.22**	0.11
Fees for certifications	**0.04**	0.06
Others	**0.10**	0.08
Reimbursement of expenses	**0.23**	0.06
Total	**1.51**	1.10

*Above fees includes remuneration paid/payable to BSR Affiliates firm, auditors of Del Monte Foods Private Limited and its Subsidiary for two months period ended 31 March 2025.

Note 41 - Earnings per equity share ("EPS")

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
(a) (i) Net profit attributable to the equity shareholders (₹ in Crores)	**20.13**	(109.90)
(ii) Weighted average number of equity shares outstanding during the year (No's)		
Basic outstanding shares	**37,696,853**	26,341,017
Less: Weighted average number of treasury shares	**-**	-
(b) Weighted average number of shares used for computing basic EPS (No's)	**37,696,853**	26,341,017
Add: Dilutive effect of stock options	**-**	-
(c) Weighted average number of shares used for computing diluted EPS (No's)	**37,696,853**	26,341,017
(d) Basic earnings per share (₹) (a/b)	**5.34**	(41.72)
(e) Diluted earnings per share (₹) (a/c)	**5.34**	(41.72)

(All amounts are in ₹ crores, except share data and where otherwise stated)

Note 42 - Segmental information

The Chief Operating Decision Maker (CODM) evaluates the Group's performance and allocates resources based on analysis of various performance indicators by industry classes. The operating segment of the Group has been identified as "Foods" as the CODM reviews the business performance at an overall Group level as one segment.

Information about major customers

Revenue from specific customers exceeding 10% of total revenue

Particulars	**For the year ended March 31, 2026**	For the year ended March 31, 2025
One customer		
Revenue from top customer	**139.47**	124.00
Percentage of total revenue	**8.48%**	12.83%

Note 43 - Related parties

Note 43A - Related parties

Relationships	Name of related parties
1. Ultimate Holding Company	Zest Holding Investments Limited (w.e.f. August 28 , 2024) Conagra Brands Inc.(Upto August 27, 2024)
2. Holding Company	CAG Tech (Mauritius) Limited
3. Fellow Subsidiary Company	Conagra Foods RDM LLC (Upto August 27, 2024) (formerly known as Conagra Foods RDM, Inc.)
4. Key Management Personnel (KMP)	
(i) Group Managing Director	Mr. Nitish Bajaj (w.e.f. November 25, 2024)
(ii) Executive Director & Chief Executive Officer	Mr. Asheesh Kumar Sharma (w.e.f. November 25,2024)# # He was a Managing Director (w.e.f. April 25, 2024 to November 24, 2024)
	Mr. Sachin Gopal (Upto April 24, 2024)
(iii) Chief Financial Officer	Mr. K P N Srinivas
(iv) Company Secretary	Ms.Kavita (w.e.f. November 28, 2025)
	Ms. Jyoti Chawla (Upto November 27, 2025)
(v) Independent Directors	Mr. Rajesh Jain (w.e.f. July 17, 2024) Mr. Satish Premanand Rao (w.e.f. July 17, 2024) Ms. Richa Arora (w.e.f. July 17, 2024) Dr. Om Prakash Manchanda (from November 15, 2024 to February 27, 2026) Mr. Karamendra Daulat Singh (w.e.f. February 6, 2025) Mr. Madhavan Karunakaran Menon (W.e.f. September 24, 2025) Lt. Gen. D.B. Singh (Upto July 16, 2024) Mr. Sanjaya Kulkarni (Upto July 16, 2024) Mr. Arun Bewoor (Upto July 16, 2024) Mr. Narendra Ambwani (Upto July 16, 2024) Ms. Veena Vishindas Gidwani (Upto July 16, 2024)
5. Post-employment benefit trusts	Agro Tech Foods Management Staff Gratuity Fund Agro Tech Foods Non-Management Staff Gratuity Fund Agro Tech Foods Provident Fund Agro Tech Foods Superannuation Fund

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

(a) Related party transactions during the year

Particulars	Relationship	For the year ended March 31, 2026	For the year ended March 31, 2025
Conagra Foods RDM, Inc.	Fellow Subsidiary Company		
Royalty*		-	3.80
Conagra Brands Inc.	Ultimate Holding Company		
Reimbursement of expenses		-	12.81
Recovery of expenses		-	0.01
CAG Tech (Mauritius) Limited	Holding Company		
Dividend paid		-	3.78
Zest Holding Investments Limited	Ultimate Holding Company		
Dividend paid	(w.e.f August 28, 2024)	-	0.00
Key Managerial Personnel Compensation	Key Management Personnel		
Short-term employee benefits**		7.12	4.91
Post-employment defined benefits**		0.31	0.20
Sitting fees and commission to independent directors		0.89	0.55
Gratuity		1.22	2.01
Compensated absences		0.34	0.27
Agro Tech Foods Management Staff Gratuity Fund	Post-employment benefit trusts		
Contribution during the year		1.38	0.94
Agro Tech Foods Provident Fund	Post-employment benefit trusts		
Contribution during the year		4.15	3.61
Agro Tech Foods Superannuation Fund	Post-employment benefit trusts		
Contribution during the year		0.51	0.51

*Conagra Foods RDM, Inc. has authorised Conagra Brands Inc. to collect the amount of royalty on its behalf.

**It includes gratuity of ₹ 0.09 (PY ₹ 0.96) and leave encashment of ₹ 0.02 (PY ₹ 0.07) to one of the KMPs who resigned during respective years.

During the previous year the Parent Company has received amount of ₹ 12.81 from Conagra Brands Inc. (erstwhile Ultimate Holding Company) as reimbursement towards one time retention incentive/ severance payment to certain employees, KMPs and to erstwhile CEO which is excluded above.

On 6 February 2025, the Company acquired 100% equity shares of Del Monte Foods Private Limited as detailed in Note 54. Accordingly, transactions of the Company with the entities which became Company's related party as a result of acquisition of Del Monte Foods Private Limited have been disclosed as related party transaction post Company acquired control in Del Monte Foods Private Limited.

The Company deducted and paid TDS on the capital gain earned by DMPL India Limited which was reimbursed by the said entity to the Company. This transaction has not been disclosed above as DMPL India Limited was not a related party of the Company as at the date of the transaction under the applicable Ind AS.

(All amounts are in ₹ crores, except share data and where otherwise stated)

(b) Balances receivable from/payable to related parties

Particulars	Nature of Transaction	As at March 31, 2026	As at March 31, 2025
Payable to related parties			
Agro Tech Foods Management Staff Gratuity Fund	Provision for employee benefits	**1.18**	1.38
Agro Tech Foods Provident Fund	Employee benefits payable	**0.34**	0.32
Agro Tech Foods Superannuation Fund	Employee benefits payable	**0.04**	0.04
Key Managerial Personnel Compensation	Employee benefits payable	**1.82**	0.47
Key Managerial Personnel Compensation	Provision for employee benefits	**1.13**	2.01
Key Managerial Personnel Compensation	Employee benefits payable	**0.32**	0.27
Independent Directors	Trade payable	**0.42**	0.20

Note 43B : During the previous year Holding Company paid ₹ 0.25 to Mediaedge Cia India Private Limited towards rebranding related services. The relative of one of the director is holding senior position in this company. While this is not a related party under applicable Ind AS, however, the Holding Company has taken necessary audit committee approval on good governance basis.

Note: The above information has been determined to the extent of such parties have been identified on the basis of information available with the Group and relied upon by the auditors.

Note 44 - Corporate social responsibility

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. Accordingly, the gross amount required to be spent during the year is ₹ 0.24 (March 31, 2025: ₹ 0.45). The Parent Company has before the year end, contributed the entire amount of its current year obligation of ₹ 0.24 (March 31, 2025: ₹ 0.45) to the Prime Minister's National Relief Fund, which is a fund prescribed under Schedule VII of the Act.

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
a. Amount required to be spent by Company during the year	**0.24**	0.45
b. Amount appproved by the Board to be spent during the year	**0.24**	0.45
c. Amount spent during the year		
i. Construction/ acquisition of any asset		
ii. On purposes other than (i) above	**0.24**	0.45
d. Details of related party transactions		
e. Shortfall /(excess) at the end of the year		
f. Movements in provision of liability created		
Nature of activities	Contributed to Prime Minister's National Relief Fund	

(All amounts are in ₹ crores, except share data and where otherwise stated)

Note 45 - Research and development expenses

Revenue expenditure on research and development is expensed as incurred. Capital expenditure incurred on research and development ('R&D') is capitalised as property, plant and equipment and depreciated in accordance with the depreciation policy of the Group. The details are as below:

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Capital expenditure	0.66	1.01
Revenue expenditure	1.81	1.69
	2.47	2.70

Note 46 - Capital management

The Group's policy is to maintain a stable and strong capital structure with focus on total equity so as to maintain investors, creditors and market confidence and to sustain future development and growth of its business. In order to maintain the capital structure, the group monitors the return on capital, as well as the level of dividends of equity share holders. The Group aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to all its shareholders. The Group's monitors capital using a gearing ratio, which is net debt divided by adjusted equity. Group's capital includes issued capital and all other equity reserves and debt includes long-term borrowings and short-term working capital demand loan excluding lease liabilities.

The group monitors capital on the basis of the following gearing ratio

Particulars	As at March 31, 2026	As at March 31, 2025
Total Debt (excluding lease liabilities) (refer note 20)	-	-
Total Equity	1,478.48	1,438.38
Debt to equity ratio	-	-

Note 47 - Employee Benefits

a) The employee benefit schemes are as under:

i. Provident fund :

All employees of the Group receive benefits under the Provident Fund which is a defined benefit plan wherein the Group provides the guarantee of a specified return on contribution. The contribution is made both by the employee and the Group equal to 12% of the employees' salary. For the Parent Company, these contributions are made to the fund administered and managed by the Parent Company's own Trust. (Refer Note 43). Amount of contribution charged to statement of profit and loss ₹ 5.99 (Previous year ₹ 3.38).

ii. Superannuation fund:

The Parent Company has a defined contribution scheme to provide pension to its eligible employees. The Parent Company makes monthly contributions equal to a specified percentage of the covered employees' salary. These contributions are administered by Parent Company's own Trust which has subscribed to "Group Superannuation Policy" of ICICI Prudential Life Insurance Company Limited. The Parent Company's monthly contributions are charged to the Consolidated Statement of Profit and Loss. (Refer Note 43). Amount of contribution charged to statement of profit and loss ₹ 0.51 (Previous year ₹ 0.52).

iii. Compensated absences :

The accrual for unutilised leave is determined for the entire available leave balance standing to the credit of the employees at the year end. The value of such leave balances that are eligible for carry forward, is determined by an actuarial valuation as at the end of the year and is charged to the Consolidated Statement of Profit and Loss. Amount of contribution charged to statement of profit and loss ₹ 3.24 (Previous year ₹ 0.98)

iv. Gratuity :

In accordance with Indian law, the Company operate a scheme of gratuity which is a defined benefit plan.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

The gratuity plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment in accordance with the provisions under the Code on Social Security, 2020 or as per the Company Scheme, as applicable. Vesting occurs upon completion of contractual period of continuous years of service as defined in the Code on Social Security, 2020. Liabilities with regard to such gratuity plan are determined by an actuarial valuation as at the end of the year. The gratuity plan is a funded plan administered by Group's own Trust which has subscribed to "Group Gratuity Scheme" of ICICI Prudential Life Insurance Company Limited. Amount of contribution charged to statement of profit and loss ₹ 3.35 (Previous year ₹ 1.45).

Risk Management:

Investment risk - The probability or likelihood of occurrence of losses related to the expected return on any particular investment.

Interest rate risk - The plan exposes the Group to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability.

Longevity risk - The present value of defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk - The present value of the defined benefit plan is calculated with reference to the future salaries of participants under the plan. Increase in salary due to adverse inflationary pressures might lead to higher liabilities.

b) The following table sets out the particulars of the employee benefits as required under the Ind AS 19- "Employee Benefits".

i) The amounts recognised in the Balance Sheet and the movement in the defined benefit obligation for Gratuity is as follows:

Particulars	March 31, 2026			March 31, 2025		
	Present value of obligation	Fair value of plan assets	Net Liability/ (asset)	Present value of obligation	Fair value of plan assets	Net Liability/ (asset)
Opening balance (A)	**16.57**	**10.49**	**6.08**	11.77	10.53	1.24
Acquisition on account of Business Combintion (B)	-	-	-	4.45	-	4.45
Current service cost	**2.38**	-	**2.38**	1.34	-	1.34
Interest cost	**0.97**	-	**0.97**	0.77	-	0.77
Expected returns	-	**0.62**	**(0.62)**	-	0.66	(0.66)
Total amount recognised in the statement of profit and loss (C)	**3.35**	**0.62**	**2.73**	2.11	0.66	1.45
Remeasurements						
Loss/ (gain) from change in financial assumptions	**(0.64)**	-	**(0.64)**	0.45	-	0.45
Experience (gains)/ losses - experience	**0.72**	-	**0.72**	(0.01)	-	(0.01)
Return on plan assets, greater/ less than discount rate	-	**(0.28)**	**0.28**	-	0.23	(0.23)
Total amount recognised in other comprehensive income (D)	**0.08**	**(0.28)**	**0.36**	0.44	0.23	0.21
Contributions (E)	-	**1.55**	**(1.55)**	-	1.08	(1.08)
Benefit paid (F)	**(3.30)**	**(2.55)**	**(0.75)**	(2.20)	(2.01)	(0.19)
Closing Balance (A+B+C+D+E+F)	**16.70**	**9.84**	**6.87**	16.57	10.49	6.08

Expected contributions to the plan for the next annual reporting period

The Parent Company expects to contribute a sum of ₹ 2.07 to the plan for the next annual reporting period (31 March 2025: ₹ 2.98)

(All amounts are in ₹ crores, except share data and where otherwise stated)

ii) The amounts recognised in the Balance Sheet and the movement in the defined benefit obligation for Provident Fund is as follows:

Particulars	March 31, 2026			March 31, 2025		
	Present value of obligation	Fair value of plan assets	Net Liability/ (asset)	Present value of obligation	Fair value of plan assets	Net Liability/ (asset)
Opening balance (A)	38.05	39.57	(1.52)	42.55	44.20	(1.65)
Current service cost	1.32	-	1.32	1.11	-	1.11
Interest cost	2.93	-	2.93	3.12	-	3.12
Expected returns	-	3.26	(3.26)	-	3.43	(3.43)
Total amount to be recognised in statement of profit and loss (B)	4.25	3.26	0.99	4.23	3.43	0.80
Remeasurements						
Actuarial (gain)/ loss	1.74	-	1.74	(2.30)	-	(2.30)
Return on plan assets	-	0.70	(0.70)	-	(2.74)	2.74
Total amount recognised in other comprehensive income (C)	1.74	0.70	1.04	(2.30)	(2.74)	0.44
Contributions (D)	2.83	4.15	(1.32)	2.50	3.61	(1.11)
Transfer in (E)	0.68	0.68	-	0.15	0.15	-
Interest allocations (F)	-	-	-	-	-	-
Benefits paid (G)	(5.00)	(5.00)	-	(9.08)	(9.08)	-
Closing Balance (A+B+C+D+E+F+G)*	42.55	43.36	(0.81)	38.05	39.57	(1.52)

* The Parent Company has not recognised an asset amounting to ₹ 0.81 (March 31, 2025: ₹ 1.52) as there are no future economic benefits available to the Parent Company in the form of reduction in future contribution or a cash refund.

ii) Significant estimates: Actuarial assumptions

The significant actuarial assumptions for defined benefit obligation are as follows:

Particulars	Provident fund		Gratuity	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
Discount rate	7.27%	6.78%	7.27%- 7.50%	6.78%
Expected rate of return on plan assets	8.25%	8.25%	7.21%	7.21%
Salary escalation rate	7.00%	7.00%	7.00% - 8.50%	7.00% - 8.50%

Discount rate : The discount rate is based on the prevailing market yields of Indian Government securities as at the balance sheet date for the estimated term of the obligations.

Expected rate of return on plan assets : This is based on the expectation of the average long-term rate of return expected on investments of the fund during the estimated term of the obligations.

Salary escalation rate : The estimates of future salary increase considered in the actuarial valuation takes into account factors like inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

iii) Details of plan assets

Particulars	Provident fund		Gratuity	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
Government of India securities	59.23%	56.50%	-	-
Public Sector Undertakings and Private Companies	29.25%	32.24%	-	-
Mutual Funds	11.52%	11.26%	-	-
Fund managed by ICICI Prudential Life Insurance Company Limited*	-	-	100.00%	100.00%
Total	100.00%	100.00%	100.00%	100.00%

*The Group makes annual contribution to the ICICI Prudential Life Insurance Company Limited.

iv) Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is as follows:

Particulars	Provident fund		Gratuity	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
A. Discount rate				
a. Discount rate - 100 basis points	45.43	40.87	11.43	12.69
b. Discount rate +100 basis points	40.89	36.35	10.66	11.54
B. Salary increase rate				
a. Rate - 100 basis points	40.92	36.39	9.66	11.50
b. Rate +100 basis points	45.18	40.61	12.41	12.70

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions maybe corelated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected units credit method at the end of the reporting period) has been applied when calculating the defined benefit liability regrouped in the Balance Sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous year.

v) Maturity profile of defined benefit obligation:

Particulars	Provident fund		Gratuity	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
Year 1	5.63	5.19	2.35	2.48
Year 2	8.33	7.70	1.39	0.90
Year 3	4.53	4.19	1.60	1.74
Year 4	3.75	3.47	0.34	1.22
Year 5	9.47	8.77	0.79	0.61
Year 6 to 10	25.06	23.18	6.62	6.04

Note 48 - Financial instruments

The Group’s principal financial liabilities comprise borrowings, trade payables and other liabilities. The Group’s principal financial assets include loans, investments, trade and other receivables, and cash and cash equivalents that are derived directly from its operations. The Group's activities expose it to a variety of financial risks viz. market risk, credit risk and liquidity risk. The Group's primary focus is to foresee the unpredictability of financial markets and seek to minimise potential adverse effects on its financial performance. The primary market risk to the Group is foreign exchange risk. The Group uses forward contracts and derivative financial instruments to mitigate foreign exchange related risk exposures. The Group's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers. All derivative activities for risk management purposes are carried out by specialist teams that have the appropriate skills, experience and supervision. It is the Group's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors review and agree policies for managing each of these risks, which are summarised below:

(All amounts are in ₹ crores, except share data and where otherwise stated)

Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities as at March 31, 2026, including their levels in the fair value hierarchy.

Particulars	Carrying amount						Fair value			
	Note	FVTPL	FVOCI	Other financial assets - amortised cost	Other financial liabilities	Total carrying amount	Level 1	Level 2	Level 3	Total
Financial assets										
Non current financial assets	8	-	-	7.73	-	7.73	-	-	-	-
Non current investments	7	-	0.12	-	-	0.12	-	0.12	-	0.12
Investments in mutual funds	10a	17.92	-	-	-	17.92	17.92	-	-	17.92
Trade receivables	11	-	-	106.28	-	106.28	-	-	-	-
Cash and cash equivalents	12	-	-	31.36	-	31.36	-	-	-	-
Bank balances (other than cash and cash equivalents)	13	-	-	8.68	-	8.68	-	-	-	-
Other financial assets	14	-	-	1.89	-	1.89	-	-	-	-
		17.92	0.12	155.94	-	173.98	17.92	0.12	-	18.04
Financial liabilities										
Borrowings	20	-	-	-	-	-	-	-	-	-
Trade payables	21	-	-	-	151.71	151.71	-	-	-	-
Other financial liabilities	23	-	-	-	54.84	54.84	-	-	-	-
Lease liabilities	18, 22	-	-	-	13.44	13.44	-	-	-	-
		-	-	-	219.99	219.99	-	-	-	-

The following table shows the carrying amounts and fair values of financial assets and financial liabilities as at March 31, 2025, including their levels in the fair value hierarchy.

Particulars	Carrying amount						Fair value			
	Note	FVTPL	FVOCI	Other financial assets - amortised cost	Other financial liabilities	Total carrying amount	Level 1	Level 2	Level 3	Total
Financial assets										
Non current financial assets	8	-	-	4.99	-	4.99	-	-	-	-
Non current investments	7	-	0.11	-	-	0.11	-	0.11	-	0.11
Trade receivables	11	-	-	97.98	-	97.98	-	-	-	-
Cash and cash equivalents	12	-	-	47.07	-	47.07	-	-	-	-
Bank balances (other than cash and cash equivalents)	13	-	-	1.25	-	1.25	-	-	-	-
Other financial assets	14	-	-	2.10	-	2.10	-	-	-	-
		-	0.11	153.39	-	153.50	-	0.11	-	0.11
Financial liabilities										
Borrowings	20	-	-	-	-	-	-	-	-	-
Trade payables	21	-	-	-	178.06	178.06	-	-	-	-
Other financial liabilities	23	-	-	-	32.76	32.76	-	-	-	-
Lease liabilities	18, 22	-	-	-	14.32	14.32	-	-	-	-
		-	-	-	225.14	225.14	-	-	-	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

Fair value hierarchy

The fair value of financial instruments as referred to above have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identified assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements)

The following levels have been used for classification:

- Level 1: Quoted prices (unadjusted) for identical instruments in active market
- Level 2: Directly or indirectly observable market inputs, other than Level 1 inputs
- Level 3: Inputs which are not based on observable market data.

If one or more of the significant inputs is not based on observable market data, the fair value is determined using generally accepted pricing model based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparty.

The fair value of trade receivables, cash and cash equivalents, Bank balances (other than cash and cash equivalents), borrowings, trade payables and other current financial assets and liabilities is considered to be equal to the carrying amounts of these items due to their short-term nature. With respect to non current financial assets and lease liabilities discount rate for fair valuation is not" significantly different from discount rate at lease inception. Hence fair value approximates the carrying value. For all other amortised cost instruments, carrying value represents the best estimate of fair "value. There were no transfers between Level 1 and Level 2 during the year.

Financial risk management

The Group has exposure to the following risks arising from financial instruments:

i. Liquidity Risk

ii. Market Risk

iii. Credit Risk

Risk Management framework:

The Group's financial risk management is an integral part of how to plan and execute its business strategies. The Group's risk management policy is set by the Risk Management Committee. The Group's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk. The Group's primary focus is to foresee the unpredictability of financial markets and seek to minimise potential adverse effects on its financial performance. A summary of the risks have been given below:

Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or any other financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risk of damage to the Group's reputation.

The Group monitors the level of expected cash inflows on trade receivables and loans together with expected cash outflows on trade payables and other financial liabilities.

The table below provides details regarding the contractual maturities of significant financial liabilities as at March 31, 2026 and March 31, 2025:

Particulars	As at March 31, 2026			
	Carrying value	Less than 1 year	1-2 years	2 years and above
Non-derivative financial liabilities				
Borrowings	-	-	-	-
Trade payables	151.71	151.71	-	-
Other financial liabilities	54.84	54.84	-	-
Lease liabilities	13.44	5.26	10.33	0.45
	219.99	211.81	10.33	0.45

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

Particulars	As at March 31, 2025			
	Carrying value	Less than 1 year	1-2 years	2 years and above
Non-derivative financial liabilities				
Borrowings	-	-	-	-
Trade payables	178.06	178.06	-	-
Other financial liabilities	32.76	32.76	-	-
Lease liabilities	14.32	4.32	10.07	3.23
	225.14	215.14	10.07	3.23

Market risk

Market risk is the risk that changes in market prices - such as foreign exchange rates and interest rates - will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Since the Group has insignificant interest bearing borrowings, the exposure to risk of changes in market interest rates is minimal. The Group has not used any interest rate derivatives.

Currency risk

The Group is exposed to currency risk to the extent that there is mismatch between the currencies in which sales, purchase are denominated and the respective functional currencies of Group. The functional currency of the Group is INR and maximum sales transactions are denominated in INR itself. Foreign currency transactions are mainly denominated in USD.

Exposure to currency risk

The Group uses forward exchange contracts to hedge against its foreign currency exposures relating to the underlying transactions and firm commitments. The use of this foreign exchange forward contracts reduces the risk or cost to the group and the Group does not use the foreign exchange forward contracts for trading or speculation purposes.

Currency	As at March 31, 2026		As at March 31, 2025	
	Financial assets	Financial liabilities	Financial assets	Financial liabilities
United States Dollar (USD)	7.02	8.81	7.58	8.59
Singapore Dollar (SGD)	-	-	0.16	-
Euro (EUR)	1.83	6.50	0.02	5.72
Autralia Dollar (AUD)	-	2.53	0.24	0.46
Total	**8.85**	**17.84**	8.00	14.77
Less: Forward contracts				
United States Dollar (USD)	-	-	3.42	-
Euro (EUR)	-	-	-	5.72
Australian Dollar (AUD)	-	-	-	0.46
Net exposure	**8.85**	**17.84**	4.58	8.59

Sensitivity Analysis:

The profit or loss is sensitive to foreign exchange gain/ (loss) as a result of changes in foreign exchange rates.

Particulars	Impact on profit for the year ended	
	March 31, 2026	March 31, 2025
Foreign exchange rate - Increases by 5%	(0.45)	(0.20)
Foreign exchange rate - Decreases by 5%	0.45	0.20

(All amounts are in ₹ crores, except share data and where otherwise stated)

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and loans given. Credit risk arises from cash held with banks, as well as credit exposure to clients, including outstanding accounts receivables. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Group assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

Trade and other receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. In monitoring customer credit risk, customers are grouped according to their credit characteristics, including whether they are wholesale, retail or institutional customers, their industry, trading history with the Group and existence of previous financial difficulties. The default in collection as a percentage to total receivable is low.

An impairment analysis is performed at each reporting date on an individual basis. The calculation is based on historical data of credit losses. The following table provides information about the exposure to credit risk and expected credit loss (ECL) for trade receivables.

As at 31 March 2026

Particulars	Weighted average loss rate	Gross carrying amount	Impairment loss allowance	Credit impaired
In respect of Sundrop Brands Limited (formerly known as Agro Tech Foods Limited)				
Less than 90 days	0.19%	64.08	0.12	No
90 - 180 days	2.46%	3.88	0.09	No
180 - 270 days	9.23%	1.10	0.10	No
270 - 360 days	23.06%	0.28	0.06	No
360 - 450 days	53.28%	0.03	0.02	No
450 - 540 days	77.23%	0.05	0.04	No
540 - 630 days	89.21%	0.05	0.05	No
More than 630 days	100.00%	4.36	4.36	Yes
In respect of Del Monte Foods Private Limited and Del Monte Foods India (North) Private Limited				
Ageing				
Not due	0.00%	29.03	-	No
< 6 months	1.91%	8.41	-	No
6 months to 1 Year	100%	0.07	-	No
1-2 Years	100%	0.04	-	No
2-3 Years	100%	0.15	0.09	Yes
> 3 Years	100%	-	-	No

As at 31 March 2025

Particulars	Weighted average loss rate	Gross carrying amount	Impairment loss allowance	Credit impaired
In respect of Sundrop Brands Limited (formerly known as Agro Tech Foods Limited)				
Less than 90 days	0.05%	61.56	0.03	No
90 - 180 days	0.74%	1.29	0.01	No
180 - 270 days	3.09%	0.71	0.05	No
270 - 360 days	9.52%	0.24	0.02	No
360 - 450 days	25.30%	0.04	0.01	No
450 - 540 days	36.10%	0.01	0.00	No
540 - 630 days	40.88%	-	-	No
More than 630 days	100.00%	4.54	4.54	Yes

(All amounts are in ₹ crores, except share data and where otherwise stated)

In respect of Del Monte Foods Private Limited and Del Monte Foods India (North) Private Limited				
Ageing				
< 6 months	1.42%	34.31	0.08	No
6 months to 1 Year	99.05%	0.13	0.13	No
1-2 Years	100.00%	0.11	0.11	Yes
2-3 Years	100.00%	0.28	0.28	Yes
> 3 Years	100.00%	-	-	Yes

The Company uses an allowance matrix to measure the ECL of trade receivables from individual customers, which comprise a very large number of small balances. Based on the industry practice and the business environment in which the entity operates, Management considers that the trade receivables are in default if the payments are more than 180 days past due.

Loss rates are based on actual credit loss experience over the past 3 years.

Security deposits

Security deposits are primarily given to electricity authorities of states across India and rental deposits. Recoverability of these deposits is probable and no risk is expected.

Loans

Loan are interest free loans which are primarily given to employees and recovered from their monthly salary.

Cash and cash equivalents and other bank balances

The cash and cash equivalents and other bank balances are held with banks. Credit risk on cash and cash equivalents and deposits with banks and financial institutions are generally low as the said deposits have been made with the banks and financial institutions who have been assigned high credit rating by international and domestic credit rating agencies.

Note 49 - Additional information as required by paragraph 2 of general instructions for the preparation of consolidated financial statements to Schedule III to the Companies Act, 2013 :

(All amounts are in ₹ crores, except share data and where otherwise stated)

Name of the Entity	As at March 31, 2026							
	Net Assets		Share in profit or (loss)		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of consolidated net assets	Amount	As % of consolidated profit or (loss)	Amount	As % of consolidated Other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent								
Sundrop Brands Limited	99.94%	1,477.65	103.73%	20.88	13.90%	0.10	100.63%	20.98
Indian Subsidiaries								
Sundrop Foods India Private Limited	0.75%	11.14	4.67%	0.94	0.00%	-	4.51%	0.94
Del Monte Foods Private Limited	13.42%	198.46	(0.68%)	(0.14)	(31.26%)	(0.22)	(1.73%)	(0.36)
Step down Subsidiaries:								
Del Monte Foods India (North) Private Limited	4.67%	69.08	14.88%	3.00	(13.28%)	(0.10)	13.91%	2.90
Foreign Subsidiaries								
Agro Tech Foods (Bangladesh) Pvt. Ltd.	0.92%	13.53	(1.14%)	(0.23)	-	-	(1.10%)	(0.23)
Sundrop Foods Lanka (Private) Limited	0.02%	0.29	(0.30%)	(0.06)	-	-	(0.29%)	(0.06)
Adjustments arising out of consolidation	(19.73%)	(291.67)	(21.17%)	(4.26)	130.64%	0.94	(15.93%)	(3.32)
Total	100.00%	1,478.48	100.00%	20.13	100.00%	0.72	100.00%	20.85

Name of the Entity	As at March 31, 2025							
	Net Assets		Share in profit or (loss)		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of consolidated net assets	Amount	As % of consolidated profit or (loss)	Amount	As % of consolidated Other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent								
Sundrop Brands Limited	99.93%	1,437.42	100.75%	(110.72)	18.97%	(0.22)	99.89%	(110.94)
Indian Subsidiaries								
Sundrop Foods India Private Limited	0.71%	10.20	(0.73%)	0.80	(6.90%)	0.08	(0.79%)	0.88
Del Monte Foods Private Limited	13.44%	193.25	0.00%	-	0.86%	(0.01)	0.01%	(0.01)
Step-down subsidiary:								
Del Monte Foods India (North) Private Limited	4.60%	66.11	(0.94%)	1.03	0.00%	-	(0.93%)	1.03
Foreign Subsidiaries								
Agro Tech Foods (Bangladesh) Pvt. Ltd.	0.89%	12.82	0.42%	(0.46)	-	-	0.41%	(0.46)
Sundrop Foods Lanka (Private) Limited	0.02%	0.35	0.17%	(0.19)	-	-	0.17%	(0.19)
Adjustments arising out of consolidation	(19.59%)	(281.77)	0.33%	(0.36)	87.07%	(1.01)	1.23%	(1.37)
Total	100.00%	1,438.38	100.00%	(109.90)	100.00	(1.16)	100.00%	(111.06)

(All amounts are in ₹ crores, except share data and where otherwise stated)

Note 50 - During the year ended March 31, 2026 and March 31, 2025 no material foreseeable loss was incurred for any long-term contract including derivative contracts.

Note 51 - On November 21, 2025, the Government of India notified the four Labour Codes – the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and Working Conditions Code, 2020 – consolidating 29 existing labour laws. The Ministry of Labour & Employment published draft Central Rules and FAQs to enable assessment of the financial impact due to changes in regulations. The Group has considered restructured compensation of its employees with effect from June 1, 2026, and assessed the impact of the changes, consistent with the Labour Codes, draft rules, FAQs and legal opinion. The Group has presented such incremental impact under the Employee Benefits expenses line item in the consolidated statement of profit and loss for the year ended March 31, 2026. The Group continues to monitor the finalisation of Central / State Rules and clarifications from the Government on other aspects of the Labour Code and would provide appropriate accounting effect on the basis of such developments as needed.

Note 52- Change in Ultimate Holding Company

Pursuant to previously submitted Public Announcement of Open Offer made on the February 29, 2024 and a copy of Detailed Public Statement made on March 7, 2024, the change in control of Sundrop Brands Limited (formerly known as Agro Tech Foods Limited) ("the Company") has occurred through the indirect acquisition of the Company by Zest Holding Investments Limited by way of acquisition of shares from CAG-Tech (Mauritius) Limited (Holding Company/ Promoter of the Company). Post this transaction Zest Holding Investments Limited holds 100% of the issued and paid-up share capital of CAG-Tech (Mauritius) Limited, i.e. w.e.f August 28, 2024. Considering this CAG-Tech (Mauritius) Limited is continued to be disclosed as Holding Company of the Company.

On February 6, 2025, the Parent Company acquired 100% equity shares of Del Monte Foods Private Limited ("DMF") as detailed in Note 54. Del Monte Foods India (North) Private Limited, subsidiary of DMF also became the step-down subsidiary of the Company from the same date.

Note 53 - As per the proviso to Rule 3(1) of Companies (Accounts) Rules, 2014, for the financial year commencing on or after the 1st day of April 2023, every company which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

In respect of Holding Company and one subsidiary:

The Holding Company and one subsidiary company used Oracle E-Business as its primary accounting software for recording all the accounting transactions viz., sales, purchases, production/costing, fixed assets, other expenses, cash and bank transactions, journal entries and all other general ledger accounting transactions for the year ended March 31, 2026. Oracle E-Business has a feature of recording audit trail (edit log) facility which log was enabled throughout the period for all relevant transactions recorded in the software.

In respect of accounting software used by the Company for maintaining the books of account relating to payroll processing records, which is operated by a third-party software service provider, has a feature of recording audit trail (edit log) facility which log was enabled for the period from 01 April 2025 to 30 September 2025. The Service Provider has not provided independent service auditor's report from 01 October 2025 to 31 March 2026 in relation to controls at a service organization.

In respect of accounting software used by the Company for maintaining the books of account relating to payroll masters, which is operated by a third-party software service provider, has a feature of recording audit trail (edit log) facility which log was enabled for the period from 01 April 2025 to 31 December 2025. The Service Provider has not provided independent service auditor's report from 01 January 2026 to 31 March 2026 in relation to controls at a service organization.

Further, where audit trail (edit log) facility was enabled and operated throughout the year, there was no instances of audit trail feature being tampered with. Additionally, the audit trail in relation to previous year has been preserved by the Company as per the statutory requirements for record retention to the extent applicable. Additionally, except where audit trail was not enabled in the previous year, the audit trail has been preserved by the respective

Company as per the statutory requirements for record retention.

In respect of one subsidiary and one step-down subsidiary :

In case of one subsidiary company and one step down subsidiary company incorporated in India, have used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility that has been enabled from 21 April 2025 onwards except that audit trail was not enabled at the database level to log any direct data changes. Except for the period from 1 April 2025 to 20 April 2025, the audit trail facility has been operating effectively throughout the year for all relevant transactions recorded in the software and there was no instance of audit trail feature being tampered with during the course of our audit. Additionally, except where audit trail was not enabled in the previous years, the audit trail has been preserved by the respective companies as per the statutory requirements for record retention.

Note 54 Business combination

Acquisition during the year ended 31 March 2025

A) Acquisition of Del Monte Foods Private Limited

During the previous year, the Company had entered into Share Purchase Agreements and Share Subscription Agreements on 11 November 2024 with the shareholders of Del Monte Foods Private Limited (DMFPL) for acquisition of 100% equity shares of DMFPL.

Post obtaining relevant regulatory approvals, the Company acquired 100% equity shares and voting interest of DMFPL on 06 February 2025, being acquisition date. The Company allotted its 1,33,27,589 equity shares to the shareholder of DMFPL towards purchase consideration.

DMFPL is also primarily engaged in the business of manufacturing and trading of food products. The acquisition is expected to achieve synergy by integrating acquired assets into the Company's existing business and help in exploring untapped geographies and product categories in food business. The Company also expects to reduce costs through economies of scale.

For the two months ended 31 March 2025, DMFPL contributed revenue of ₹ 104.50 and profit/loss of ₹ 0.73 to the Company's results. If the acquisition had occurred on 1 April 2024, management estimates that consolidated revenue would have been increased by ₹ 511.61, and consolidated profit/loss for the year ended March 31, 2025 would have been increased by ₹ 5.48. In determining these amounts, management has assumed that the fair value adjustments, determined provisionally, that arose on the date of acquisition would have been the same if the acquisition had occurred on 1 April 2024.

B) Purchase Consideration transferred

The total consideration paid was ₹ 1,056.54 which comprised of equity shares of the Company, valued based on the share price of the Company on the acquisition date. Refer to details below:

Total number of DMFPL shares outstanding	51,10,29,382
Total number of company's shares issued to DMFPL shareholders	1,33,27,589
Value of the Company share (closing price of the Company on NSE share as on 06 February 2025)	792.75
Total consideration paid to acquire DMFPL (₹ in crores)	**1,056.54**

a) The preferential price per equity share, as per SEBI (Substantial Acquisition of Shares and Takeovers) regulations, 2011 issued by Security Exchange Board of India, was ₹ 975.5 per equity share. However, for the purpose of accounting of business combination, the Company has considered fair value ₹ 792.75 per equity share at the date of the acquisition i.e. 6 Feb 2025, in compliance with the applicable Ind AS.

b) The Company has incurred acquisition-related-costs of ₹ 5.16 on legal and professional, due diligence costs and other fees. Considering these are non-recurring and material expenses, there are included under exceptional items in the consolidated Statement of Profit and Loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

Identifiable assets acquired and liabilities assumed

The following table summarises the recognised amounts of assets acquired and liabilities assumed at the acquisition date

Particulars	Amount
Property, plant and equipment (including CWIP and intangibles under development)	191.33
Right to use asset (ROU)	15.29
Intangibles assets- Customer Relationships/ Brand	301.62
Deferred tax asset	49.11
Other net assets	4.19
Lease liability	(8.01)
Deferred tax liability on acquisition	(95.24)
Cash and cash equivalents	16.26
Total	474.55
Goodwill	581.99
Total purchase price	**1,056.54**

As per Ind AS 103, purchase consideration has been allocated basis the fair value of the acquired assets and liabilities carried out by an independent valuation expert. Accordingly, the Company has recognised goodwill of ₹ 581.99 primarily due to the expected synergies from the combined operations. The amount of goodwill and identified intangible assets are not expected to be deductible for tax purposes.

I. Measurement of fair values

Assets Acquired and Valuation Technique

Property, plant and equipment:

Market comparison technique and cost technique: The valuation model considers quoted market prices for similar items when they are available, and depreciated replacement cost when appropriate. Depreciated replacement cost reflects adjustments for physical deterioration as well as functional and economic obsolescence.

Inventories :

Market comparison technique: The fair value is determined based on the estimated selling price in the ordinary course of business less the estimated costs of completion and sale, and a reasonable profit margin based on the effort required to complete and sell the inventories.

Intangible Assets:

Relief-from-royalty method and multi-period excess earnings method: The relief-from-royalty method considers the discounted estimated royalty payments that are expected to be avoided as a result of the patents being owned. The multi-period excess earnings method considers the present value of net cash flows expected to be generated by the customer relationships, by excluding any cash flows related to contributory assets.

ii. Acquired receivables

Fair value of the acquired trade receivables at the date of acquisition is ₹ 30.39. The trade receivables comprise gross contractual amounts due of ₹ 31.15, of which ₹ 0.77 was expected to be uncollectable at the date of acquisition.

iii. During the current year, goodwill has been adjusted by ₹ 0.15 on account of leakage payout.

(All amounts are in ₹ crores, except share data and where otherwise stated)

Note 55 Goodwill Impairment testing

At subsidiary level (cash generating unit ("CGUs")), the goodwill is tested for impairment annually at the year-end or more frequently if there are indicators that goodwill might be impaired. The goodwill is allocated to CGU's.

The goodwill and brand (with indefinite life) acquired through business combination with Del Monte Foods Private Limited has been allocated to CGU "Del Monte Foods Private Limited" of the Group. The carrying amount of goodwill as at 31 March 2026 is ₹ 581.84 (March 31, 2025: ₹ 581.99) and brand (with indefinite life) as at March 31, 2026 is ₹ 252.29 (March 31, 2025: ₹ 252.29).

The impairment loss/(headroom) identified as below:

	As at March 31, 2026
Value in use	**1,177.33**
Carrying Value	**1,083.14**
Headroom	**(94.19)**

The following key assumptions were considered while performing impairment testing:

	As at March 31, 2026
Annual growth rate (Average)	**11.20%**
Terminal Growth Rate	**5.00%**
Weighted average cost of capital (`WACC') post tax (Discount rate)	**13.50%**

The projections cover a period of seven years (March 31, 2025: NA), as the Group believes this to be the most appropriate time scale over which to review and consider annual performances before applying a fixed terminal value multiple to the final year cash flows. The growth rates used to estimate future performance are based on the estimates from past performance. Weighted Average Cost of Capital % (WACC) = Risk free return + (Market risk premium x Beta for the Company) + Company specific risk premium.

The Group has performed sensitivity analysis around the base assumptions and has concluded that no reasonable change in key assumptions would result in the recoverable amount of the CGU to be less than the carrying value. Accordingly, no impairment charges were recognised for the year ended March 31, 2026.

Note 56 -Other regulatory disclosures

i) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

(ii) The Group does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

Note 57 Other Legal and Regulatory Matters

a) There are no proceeding initiated or pending against the Group as at 31 March 2026 and 31 March 2025, under Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016).

b) The Group is not declared a wilful defaulter by any bank or financial Institution or other lender.

c) The Group has no such transaction which is not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other provisions of the Income Tax Act, 1961).

d) The Group have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

   a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or

(All amounts are in ₹ crores, except share data and where otherwise stated)

b. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

e) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

   a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

   b. provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

f) There are no loans or advances in the nature of loans are granted to promoters, directors, KMP's and the related parties (as defined under the Companies Act, 2013) either severally or jointly with any other person, that are :

   a) repayable on demand; or

   b) without specifying any terms or period of repayment

g) The Group has complied with number of layers of companies prescribed under clause (87) of Section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.

h) The Group has not entered into any transactions with the companies struck-off as per Section 248 or Section 560 of the companies act 2013.

i) The Group has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

j) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

k) All quarterly returns or statements of current assets are filed by the Group with banks or financial institutions and are in agreement with the books of accounts.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

(All amounts are in ₹ crores, except share data and where otherwise stated)

Note 58 Satisfaction of Charges

The Company is in the process of filing satisfaction of the charges listed below with the Registrar of Companies. However, due to the longstanding nature of these charges, the Company is still in the process of retrieving the necessary documents, which is causing a delay. There is no change in list compared to previous year. Additionally, as of 31 March 2026, the Company has no outstanding loans.

Sr. No	SRN	Charge Id	Charge Holder Name	Date of Creation	Date of Modification	Amount
1	Y10211538	90118733	State Bank of Hyderabad	14-Oct-97	09-Dec-02	360.00
2	Y10207998	90115193	The Industrial Finance Corporation	01-Sep-95	-	126.50
3	Y10209751	90116946	American Express Bank Limited	12-May-94	06-Mar-96	10.00
4	Y10211251	90118446	State Bank of Hyderabad	07-Apr-93	09-Dec-95	3.70
5	Y10207774	90114969	Common Wealth Development Corporation	14-Sep-92	-	1.00
6	Y10209586	90116781	State Bank of India	11-Jun-90	23-Jul-90	4.10
7	Y10211118	90118313	State Bank of Hyderabad	02-May-90	21-Oct-98	360.00
8	Y10211111	90118306	State Bank of India	24-Mar-90	24-Sep-96	48.00
9	Y10212337	90119532	State Bank of India	31-Aug-89	-	1.04

Note 59 - The subsidiary has received a grant of ₹ Nil Crore (31 March 2025 - ₹ 1.90 Crore) being the second Installment of grant-in-aid out of ₹ 5 Crore, as per guidelines of the Scheme for Creation/Expansion of Food Processing & Preservation Capacities (CEFPPC) under the Pradhan Mantri Kisan Sampada Yojana (PMKSY) for meeting non-recurring expenditure for setting up a new manufacturing unit in Ludhiana, Punjab.

The Expenditure out of the grant shall be subject to the certain terms and conditions.

Note 60 - The consolidated financial statements are approved for issue by the Audit Committee and Board of Directors at their meetings held on May 7, 2026.

As per our Report of even date attached
For B S R and Co
Chartered Accountants
ICAI Firm Registration Number: 128510W

Arpan Jain
Partner
Membership No.125710

Place: Gurugram
Date: May 7, 2026

For and on behalf of the Board of Directors of Sundrop Brands Limited
(Formerly Known as Agro Tech Foods Limited)

Nitish Bajaj
Group Managing Director
DIN 10835891

Asheesh Kumar Sharma
Executive Director & CEO
DIN 10602319

K P N Srinivas
Chief Financial Officer

Kavita
Company Secretary
A-27174

Place: Gurugram
Date: May 7, 2026