

TENTH ANNUAL REPORT OF



FOR
FY 2024-25

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Company Information

Board of Directors	Jitendra Rameshbhai Patel	Managing Director
	Kalpeshkumar Bhagavandas Thakkar	Executive Director
	Rakeshkumar Rameshbhai Patel	Chairman and Non-Executive Director
	Manish Shrichand Bachani	Independent Director
	Simoli Kalpesh Raval	Independent Director
Audit Committee	Simoli Kalpesh Raval	Chairman
	Manish Shrichand Bachani	Member
	Jitendra Rameshbhai Patel	Member
Nomination and Remuneration Committee	Rakeshkumar Rameshbhai Patel	Chairman
	Simoli Kalpesh Raval	Member
	Kalpeshkumar Bhagavandas Thakkar	Member
Stakeholders' Relationship Committee	Manish Shrichand Bachani	Chairman
	Simoli Kalpesh Raval	Member
	Rakeshkumar Rameshbhai Patel	Member
Key Managerial Personnel	Vishvajitsinh Dipsinhbhai Kashela	CFO
	Aayushi Naresh Bhatia	Company Secretary
Statutory Auditor	M/s. PIYUSH KOTHARI & ASSOCIATES Chartered Accountants, 208, Hemkoot Building, Nr. Gandhigram, Railway Station, Ashram Road, Ahmedabad – 380009, Gujarat	
Share Transfer Agent	Bigshare Services Private Limited, A-802, Samudra Complex, Near classic Gold Hotel, Off C.G Road, Navrangpura, Ahmedabad – 380 009	
Registered Office	503/B, Wall Street-1, Opposite Orient Club, Near Railway Crossing Ahmedabad – 380006 Gujarat	
Bankers to the Company	BANK OF INDIA Address: Ellisbridge Branch, Opp Town Hall, Ellis Bridge, Ahmedabad – 380006	
MONITORING AGENCY	INFOMERICS VALUATION AND RATING LIMITED Telephone: +91 9619112204 Email Id: mlsharma@infomerics.com Website: www.infomerics.com	

NOTICE OF TENTH ANNUAL GENERAL MEETING OF





NOTICE OF TENTH ANNUAL GENERAL MEETING OF VANDAN FOODS LIMITED

Registered Office: 503/B, Wall Street-1, Opp. Orient Club, Nr. Rly. Crossing, Ellisbridge, Ahmedabad,
Ahmadabad City, Gujarat - 380006

[CIN: U10402GJ2015PLC085394] **[E-Mail:** cs@vandanfoods.in]

Website: www.vandanfoods.in

NOTICE IS HEREBY GIVEN THAT THE TENTH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF **VANDAN FOODS LIMITED** (FORMERLY KNOWN AS VANDAN FOODS PRIVATE LIMITED) **WILL BE HELD ON THURSDAY, SEPTEMBER 25, 2025 AT 11:30 A.M. IST.** THE ANNUAL GENERAL MEETING SHALL BE HELD BY MEANS OF VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") IN ACCORDANCE WITH THE RELEVANT CIRCULARS ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- (1) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2025, together with the Reports of the Board of Directors and the Auditors thereon; and
- (2) To appoint a Director in place of Mr. Rakeshkumar Rameshbhai Patel, (DIN: 10141844) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED Mr. Rakeshkumar Rameshbhai Patel, (DIN: 10141844), who retires by rotation at this meeting and being eligible for re-election by rotation, has offered himself for re-appointment in accordance with the applicable provisions of the Companies Act, 2013, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

- (3) **To ratify Remuneration payable to Cost Auditors for the Financial Year 2025-26**

To consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and as approved by the Board of Directors of the Company, remuneration up to Rs. 30,000/- (Rupees Thirty Thousand Only) (plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the audit) to be paid to M/s. Mayur Chhaganbhai Undhad & Co., Cost Accountants (Membership No. 37444), to conduct the audit of the cost records of the Company's manufacturing division under the Companies (Cost Records and Audit) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] for the Financial Year 2025-26, be and is hereby ratified and confirmed; and



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

(4) Increase in borrowing limits up to Rs. 100 crore

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) for borrowing, from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 100 crore.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”

(5) Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to Ordinary Shares/ and/ or rupee/foreign currency convertible bonds and/or foreign currency bonds and/or bonds with share warrants attached (hereinafter collectively referred to as “Loans”) provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans for which the charge is to be created, shall not, at any time exceed Rs. 100 crore.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”



(6) To approve the Related Party Transactions:

To consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company for transactions as entered into for the financial year 2024-25 and detailed in the financial statement and to enter into / continue contract(s)/ arrangement(s)/ transaction(s) with any of the related parties within the meaning of Section 2(76) of the Act or the provisions of any other law as may be applicable, any type of related party transaction (as explained hereunder) during period between the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

Illustrative list of related parties	Type of Transaction (with any of the related party)	Projections (in Rs.)
Any of the related parties as defined under the provision of section 2(76) of the Companies Act, 2013	Remuneration Unsecured Loan Received Unsecured Loan Paid Loans & Advances Received Loans & Advances Paid Investments Received Investments Paid Any other type of related party transaction falling under the ambit of Section 188 of the Companies Act, 2013	50 crore

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

Date: August 29, 2025

**For and on behalf of Board of Directors
VANDAN FOODS LIMITED**

Place: Ahmedabad

Sd/ -

Registered office:

503/B, Wall Street-1, Opp.
Orient Club, Nr. Rly. Crossing,
Ellisbridge, Ahmedabad,
Ahmadabad City,
Gujarat - 380006

**Jitendra Patel
Managing Director
(DIN: 08205811)**



NOTES:

1. The Ministry of Corporate Affairs ("MCA"), Government of India has, vide General Circular No. 9 / 2024 dated 19th September, 2024 read together with General Circular No. 14 / 2020 dated 8th April, 2020, General Circular No. 17 / 2020 dated 13th April, 2020 and General Circular No. 20 / 2020 dated 5th May, 2020 ("MCA Circulars"), permitted companies to hold general meetings through Video Conferencing ("VC") or Other Audio Visual Means up to 30th September, 2025, without physical presence of the members at a common venue. Accordingly, the Tenth Annual General Meeting ("AGM") of the members of the Company is being held through VC.
2. The registered office of the Company shall be deemed to be the venue for the AGM.
3. Information regarding appointment/re-appointment of Director and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed hereto.
4. Your Board has recommended passing of all the resolutions in the accompanying Notice.
5. Documents, if any, referred to in the accompanying Notice will be available for inspection through electronic mode, without any fee, by the members, from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to cs@vandanfoods.in
6. Pursuant to the MCA Circulars read with SEBI Circular dated 3rd October, 2024 ("SEBI Circular"), the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Hence, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. Institutional/Corporate Shareholders are required to send a scanned copy (PDF/JPG format) of its Board or governing body resolution/authorisation etc., authorising 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 Company Secretary by email to cs@vandanfoods.in with a copy marked to ivote@bigshareonline.com and scrutinizer at csbhargavvyas@gmail.com, at least 48 hours before the commencement of AGM. No Route map has been sent along with this Notice of the Meeting as the meeting is held through VC/OAVM.
7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. In terms of applicable provisions, the facility of participation at the AGM through VC/OAVM is available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
8. The Explanatory Statement pursuant to the Section 102 of the Companies Act, 2013 relating to special business to be transacted at the AGM is annexed hereto.
9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of



reckoning the quorum under Section 103 of the Companies Act, 2013.

10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), MCA Circulars and SEBI Circular, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has made necessary arrangement with Bigshare Services Private Limited for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting on the day of AGM will be provided by Bigshare Services Private Limited.
11. In line with the MCA Circulars and SEBI Circular, the Notice for calling the AGM has been uploaded on the website of the Company at www.vandanfoods.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and the AGM Notice is also available on the website of Bigshare Services Private Limited (agency for providing the Remote e-Voting facility) i.e. <https://ivote.bigshareonline.com>.
12. AGM is to be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars and SEBI Circular.
13. There being no physical shareholders in the Company, the Register of members and share transfer books of the Company is not required to be closed. Members whose names are recorded in the Register of Members or in the Register of beneficial Owners maintained by the Depositories as on the Cut-off date i.e. September 18, 2025, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
14. In accordance with, the MCA Circulars and SEBI Circular, copy of the financial statements and Report of Board of Directors, Auditor's report or other documents required to be attached therewith and the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
15. Members holding shares in dematerialised mode are requested to register/update their e-mail addresses with the relevant Depository Participants. In case of any queries/difficulties in registering the e-mail address, Members may write to ivote@bigshareonline.com. A letter providing the web-link, giving the exact path where complete details of the Notice of AGM and Annual Report 2024-25 are available, is being sent to those members who have not registered their e-mail address.
16. The Company has appointed M/s B.S. Vyas & Associates Practising Company Secretary, Ahmedabad to act as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
17. The members who have cast their vote by remote e-voting prior to AGM may also attend the AGM but shall not be entitled to cast their vote again.
18. Members, who would like to express their view/ ask questions during the 10th AGM with regard to the financial statements or any other matter to be placed at the 10th AGM, need to pre-register themselves as a speaker by sending a request from their registered email address mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's email address at



cs@vandanfoods.in latest by September 18, 2025. Those members who have pre-registered themselves as a speaker will be allowed to express their view/ ask questions during the 10th AGM, depending upon the availability of time.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

1. The remote e-voting period begins on September 21, 2025 at 10:00 A.M. and ends on September 24, 2025 at 5:00 P.M.
2. The remote e-voting module shall be disabled for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on Cut-Off Date i.e. September 18, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-Off Date, September 18, 2025.

Remote e-Voting Instructions for shareholders:

- i. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- ii. Pursuant to SEBI Circular No. **SEBI / HO/ CFD/ CMD/ CI R/ P/ 2020/ 242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

- iii. In terms of **SEBI circular no. SEBI / HO/ CFD/ CMD/ CI R/ P/ 2020/ 242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any



Type of shareholders	Login Method
Shareholders holding securities in Demat mode with CDSL	<p>further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to



Type of shareholders	Login Method
securities in demat mode) login through their Depository Participants	NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.



- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**'
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select **EVENT ID: 796** for voting.
- Click on "**VOTE NOW**" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/ UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with "**User id and password will be sent via email on your registered email id**".

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password?**'
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**'.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under "**DOCUMENTS**" option on custodian portal.
 - Click on "**DOCUMENT TYPE**" dropdown option and select document type power of attorney (POA).



- Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/ UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

4. Procedure for joining the AGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to attend the AGM under the dropdown option.
- For joining virtual meeting click on the option **VOTE NOW** on right hand side top corner.
- For joining virtual meeting, you need to click on “VC/OAVM” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM are as under:

- The Members can join the AGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.



Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.



EXPLANATORY STATEMENT

(Pursuant to Section 102 (1) of the Companies Act 2013 and Secretarial Standard 2 on General Meetings)

ITEM NO. 3:

The Board of Directors at its Meeting held on July 21, 2025, approved the appointment M/s. Mayur Chhaganbhai Undhad & Co., Cost Accountants (Membership No. 37444), to conduct the audit of the cost records of the Company's manufacturing division on a consolidated remuneration up to Rs. 30,000/- (Rupees Thirty Thousand Only) (plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the audit) for the Financial Year ending March 31, 2026.

In terms of the provisions of Section 148 of the Companies Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (as amended from time to time), the remuneration as mentioned above, payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the financial year ending March 31, 2026 as set out in the Ordinary Resolution for the aforesaid services to be rendered by them.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the proposed Resolution.

In accordance with the facts of the proposal and the rationale as aforesaid, the Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

ITEM NOS. 4 AND 5:

In order to carry out the business smoothly and to meet the working Capital requirements, the Board of Directors has given their approval and recommended the same to shareholders to increase the existing limit to Rs.100 crore as required u/s 180(1)(c) of the Companies Act, 2013 and rules made there under ("Act"). The Board has further given their approval to increase the existing limit to Rs. 100 crore to mortgage, pledge, charge, hypothecate and/or create security interest of every nature on moveable or immoveable assets and properties of the Company to secure the due payment in respect of borrowings of the Company as required u/s 180(1)(a) of the Companies Act, 2013.

Under the provisions of Section 180(1)(a) and (c) of the Act, the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution

None of the Directors and/or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the proposed Resolutions.

In accordance with the facts of the proposal and the rationale as aforesaid, the Board recommends the Special Resolutions set out at Item No. 4 and 5 of the Notice for approval by the Members.

ITEM NO. 6:

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) exceeds the threshold as prescribed under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date.



The value of proposed aggregate transactions with related parties whether individually or taken together is likely to exceed the said threshold limit as per the projections mentioned hereunder for a period between the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company. Accordingly, transaction(s) entered into with the related parties comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with the related parties for a period between the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions proposed with related parties as mentioned below are as follows:

Illustrative list of related parties	Type of Transaction (with any of the related party)	Projections (in Rs.)
Any of the related parties as defined under the provision of section 2(76) of the Companies Act, 2013	Remuneration Unsecured Loan Received Unsecured Loan Paid Loans & Advances Received Loans & Advances Paid Investments Received Investments Paid Any other type of related party transaction falling under the ambit of Section 188 of the Companies Act, 2013	50 crore

Except to the extent of related party transaction pertaining to remuneration of Directors or Key Managerial Personnel, none of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution.

In accordance with the facts of the proposal and the rationale as aforesaid, the Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members.

Date: August 29, 2025

**For and on behalf of Board of Directors
VANDAN FOODS LIMITED**

Place: Ahmedabad

Sd/ -

Registered office:

503/B, Wall Street-1, Opp.
Orient Club, Nr. Rly. Crossing,
Ellisbridge, Ahmedabad,
Ahmadabad City,
Gujarat - 380006

**Jitendra Patel
Managing Director
(DIN: 08205811)**



INFORMATION AS REQUIRED UNDER REGULATION 36(3) SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SS-2 SECRETARIAL STANDARD ON GENERAL MEETINGS IN RESPECT OF DIRECTOR(S) BEING REAPPOINTED:

Name of Director	Rakeshkumar Rameshbhai Patel
Date of birth/ Age	10 th February, 1985
Date of initial appointment	April 15, 2023
Date of appointment (at current term)	July 03, 2024
Educational qualification	pre-matric from Pallavi Vidyalaya, Ahmedabad.
Expertise in specific functional areas – job profile and suitability	He is having an experience of more than 1 year in the Agriculture Industry.
Terms and conditions of appointment or re-appointment	Retirement by Rotation
Remuneration sought to be paid and the remuneration last drawn	Remuneration paid for FY 2024-25 is 4 lacs and remuneration will be paid as per limit of Companies Act, 2013 and resolution passed by Board and Shareholders
Directorship held in other Companies (excluding foreign companies, Section 8 companies and Struck off companies and our Company)	NIL
Name of Listed Companies in which the Director has resigned in the past three years	NIL
Memberships/ Chairmanships of committees of other public companies (including listed company)	Vandan Foods Limited Stakeholders Relationship Committee – Chairman Nomination and Remuneration Committee – Member
Shareholding in the Company (as on March 31, 2025)	968000 shares
Inter-se relationship with other directors	Brother of Jitendra Patel, Managing Director of the Company
No. of meetings of the board attended during the year ended on March 31, 2025	23

Date: August 29, 2025

**For and on behalf of Board of Directors
VANDAN FOODS LIMITED**

Place: Ahmedabad

Sd/ -

Registered office:

503/B, Wall Street-1, Opp.
Orient Club, Nr. Rly. Crossing,
Ellisbridge, Ahmedabad,
Ahmadabad City,
Gujarat - 380006

Jitendra Patel
Managing Director
(DIN: 08205811)

TENTH ANNUAL REPORT OF





DIRECTORS' REPORT

To,
The Members,
VANDAN FOODS LIMITED
(FORMERLY KNOWN AS VANDAN FOODS PRIVATE LIMITED)

The Board of Directors are pleased to present its Tenth Annual Report on the operations of VANDAN FOODS LIMITED ("the Company") and the Standalone Audited Financial Statements for the Financial Year ended March 31, 2025.

FINANCIAL HIGHLIGHTS:

The summarized Financial Performance/highlights of the Company for the year ended on March 31, 2025 is as under:

(Rs. in lakh)

PARTICULARS	STANDALONE - FINANCIAL STATEMENTS-YEAR ENDED MARCH 31, 2025	STANDALONE - FINANCIAL STATEMENTS-YEAR ENDED MARCH 31, 2024
Revenue from Operations	10819.77	4873.04
Other Income	--	--
Total Income	10819.77	4873.04
Expenses:		
- Cost of Material Consumed	9918.99	3557.40
- Purchase of Stock-in Trade	1214.45	591.50
-		
- Changes in Inventories	-1800.54	23.59
- Employee benefits Expenses	80.99	41.96
- Finance Costs	91.30	--
- Depreciation and Amortization Expenses	19.51	11.02
- Other Expenses	358.35	293.02
Total Expenses	9883.05	4518.49
Profit / (Loss) before exceptional and extra-ordinary Items and tax	936.72	354.55
Prior Period Items	0.00	25.86
Profit / (Loss) after Extra Ordinary Items and before tax	936.72	328.69
Tax Expense:		
A) Current Income Tax	246.68	89.88
B) Deferred Tax (Assets)/Liabilities	-0.66	-7.10
Profit / (Loss) After Tax	690.70	245.91



STATE OF COMPANY'S AFFAIRS AND OPERATIONS:

Our Company was originally incorporated as "Vandan Foods Private Limited" as a private limited company under the provisions of the Companies Act, 2013 vide Certificate of Incorporation dated December 15, 2015, issued by Assistant Registrar of Companies, Gujarat. Thereafter, our Company was converted from a private limited company to public limited company pursuant to special resolution passed in the Extra-Ordinary General Meeting of the company dated September 11, 2023 and consequently, the name of our Company was changed from "Vandan Foods Private Limited" to "Vandan Foods Limited" and a fresh certificate of incorporation dated September 18, 2023 was issued to our Company by the Registrar of Companies, Ahmedabad. The Corporate Identification Number of our Company is U10402GJ2015PLC085394.

Initial Public Offer (IPO) and Listing at BSE Limited ("BSE"):

During the year 2024-25, the Company made an Initial Public Offer (IPO) for 26,40,000 Equity shares of Rs. 10/- each at an issue price of Rs. 115/- having an issue size of Rs. 3,036.00 lakh. With your valuable support and confidence in the Company and its management, the IPO was subscribed and the Equity shares of the Company were successfully listed on BSE SME platform on July 7, 2025.

DIVIDEND:

To conserve the resources for future prospect and growth of the Company, your Directors do not recommend any dividend for the Financial Year 2024-25.

TRANSFER TO RESERVES:

During the year, the Board of your Company has not appropriated / transferred any amount to the reserves. The profit earned during the year has been carried to the balance sheet of the Company as part of the Profit and Loss Account.

CHANGE IN NATURE OF BUSINESS:

The details of the same are as stated in the section on "State of Company's Affairs and Operations" and the Company continues to be in the same line of business as stated in main objects of the existing Memorandum of Association.

CHANGE IN CAPITAL STRUCTURE:

During the year under review, the following changes have been taken place in the Paid-up Share Capital of your Company:

During the financial year 2024-25, the Company initiated the process of an Initial Public Offering (IPO) of up to **26,50,000 Equity Shares of ₹10/- each**. The proposed issue was duly authorized by the Board of Directors at its meeting held on **October 22, 2024**, and was subsequently approved by the Shareholders of the Company through a Special Resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013, at the Extra-Ordinary General Meeting held on **October 23, 2024**. Upon obtaining all requisite regulatory



approvals, the IPO was successfully completed with the allotment of **26,40,400 Equity Shares of ₹10/- each at an issue price of ₹115/- per share, aggregating to an issue size of ₹3,036.00 lakh, on July 3, 2025.** The issue received an overwhelming response from investors and was fully subscribed. Consequent to the successful completion of the IPO, the Equity Shares of the Company were listed on the **BSE SME Platform on July 07, 2025..**

During the year under review, on July 4, 2024, the Board allotted 2872400 equity shares as bonus shares.

At the end of financial year 2024-25, Paid Up Share Capital was Rs. 5,74,48,000 comprised of 57,44,800 equity shares of Rs. 10/- each.

DEVIATION OR VARIATION FROM PROCEEDS OR UTILISATION OF FUNDS RAISED FROM PUBLIC ISSUE:

The Company got listed on BSE SME platform on July 7, 2025, and till date of Board's Report Company has utilized funds in the objects as stated in offer document and there were no deviations or variations in utilization of funds raised from the public.

TRANSFER OF SHARES AND UNPAID/UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

During the year under 2024-25, the Company was not required to transfer the equity shares/unclaimed dividend to Investor Education and Protection Fund (IEPF) pursuant to provisions of Section 124 and 125 of the Companies Act, 2013.

DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMPs):

- **Board of Directors and KMPs:**

The Board of Directors of the Company consists of:

1. Mr. Rakeshkumar Rameshbhai Patel - Chairman & Non-Executive Director
2. Mr. Jitendra Rameshbhai Patel - Managing Director
3. Mr. Kalpeshkumar Bhagavandas Thakkar - Executive Director
4. Mr. Manish Shrichand Bachani - Independent Director
5. Ms. Simoli Kalpesh Raval - Independent Director
6. Ms. Aayushi Naresh Bhatia - Company Secretary & Compliance Officer
7. Mr. Vishvajitsinh Dipsinhbhai Kashela - Chief Financial Officer

In the opinion of the Board, all the Independent Directors possess requisite qualifications, experience, expertise including the Proficiency and hold high standards of integrity for the purpose of Rule 8(5)(iia) of the Companies (Accounts) Rules, 2014.

- **Appointment/ Cessation of Directors/KMPs:**

During the year 2024-25, following changes took place in the board composition as under:



Name of Director / KMP	Date of Event	Nature of Event	Reasons for changes
Rakeshkumar Rameshbhai Patel	July 3, 2024	Change in Designation (Regularization)	Pursuant to approval of members in the Extra-Ordinary General Meeting held on July 3, 2024, he was regularized and appointed as Chairman cum Non-Executive Director with effect from July 3, 2024.
Jitendra Rameshbhai Patel	July 3, 2024	Change in Designation	Pursuant to the approval of members in the Extra Ordinary General Meeting held July 3, 2024, he was appointed as a Managing Director for a period of 5 (five) years with effect from February 1, 2024.
Simoli Kalpeshbhai Raval	July 3, 2024	Change in Designation (Regularization)	Pursuant to approval of members in the Extra Ordinary General meeting held on July 03, 2024, her designation was from Additional Director to Independent Director for a period of 5 years with effect from July 03, 2024.
Simoli Kalpeshbhai Raval	July 1, 2024	Appointment	Pursuant to approval of Board of Directors in their meeting held on July 1, 2024, she was appointed as an Additional Director (Non- Executive Independent) with effect from July 1, 2024.

- **Retired by Rotation:**

Pursuant the provisions of Section 152 of the Companies Act, 2013 and rules thereof Mr. Rakeshkumar Rameshbhai Patel (DIN 10141844) retires by rotation at the ensuing and being eligible, offers himself for re-appointment. The Board recommends the re-aforesaid appointment.

- **Declaration by the independent directors:**

The Company has received declarations from the Independent Directors of the Company that they meet with the criteria of independence as prescribed under Sub- section (6) of Section 149 of the Companies Act, 2013 in compliance of Rule 6(1) and (3) of Companies (Appointment and Qualifications of Directors) Rules, 2014 as amended from time to time and there has been no change in the circumstances which may affect their status as independent director during the year and they have complied with the code of conduct for Independent Directors prescribed in Schedule IV of the Companies Act, 2013.

- **Disclosure by directors:**

The Directors on the Board have submitted requisite disclosure under Section 184(1) of the Companies Act, 2013, declaration of non-disqualification under Section 164(2) of the Companies Act, 2013 and Declaration as to compliance with the Code of Conduct of the Company. Further, a certificate of non-disqualification Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 issued by M/s B.S. Vyas & Associates Practising Company Secretary, Ahmedabad is annexed at “**Annexure C**”.



MEETINGS OF THE BOARD OF DIRECTORS:

During the financial year 2024-25, Twenty Three Board meetings were held. The intervening gap between two meetings was not more than 120 days. The details of attendance of each Director at the Board Meetings during the year are as under:

Name of Directors	Designation	No. of Board meeting (eligible to attend during the tenure)	No. of Board meeting attended
Mr. Rakeshkumar Rameshbhai Patel	Chairman & Non-Executive Director	23	23
Mr. Jitendra Rameshbhai Patel	Managing Director	23	23
Mr. Kalpeshkumar Bhagavandas Thakkar	Executive Director	23	23
Mr. Manish Shrichand Bachani	Independent Director	23	23
Ms. Simoli Kalpesh Raval*	Independent Director	18	18

* appointed as Non-Executive Independent Director on July 1, 2024

None of the Directors of the Company are related to each other as per section 2(77) of the Companies Act, 2013, except Mr. Rakeshkumar Rameshbhai Patel who is brother of Mr. Jitendrabhai Rameshbhai Patel.

COMMITTEES OF THE BOARD OF DIRECTORS:

The following Statutory Committees have been constituted by the Board of Directors of the Company:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee

1. Audit Committee:

The Company has constituted the Audit Committee vide resolution passed in the meeting of Board of Directors held on July 1, 2024 as per the applicable provisions of the Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended). The Audit Committee comprises following members.

Sr. No.	Name of Members	Category	Designation
1.	Simoli Kalpeshbhai Raval	Independent Director	Chairman
2.	Manish Shrichand Bachani	Independent Director	Member
3.	Jitendra Rameshbhai Patel	Managing Director	Member



The Company Secretary of our Company shall act as a Secretary of the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to furnish clarifications to the shareholders in any matter relating to financial statements. The scope and function of the Audit Committee and its terms of reference shall include the following:

(i) Terms of reference of the Audit Committee is as under:

The scope of audit committee shall include, but shall not be restricted to, the following:

1. The recommendation for the appointment, re-appointment and, if required, the replacement or removal of the auditor, their remuneration and fixation of terms of appointment of the Auditors of the Company;
2. Review and monitor the auditors' independence and performance, and effectiveness of audit process;
3. Examination of financial statement and auditors' report thereon including interim financial result before submission to the Board of Directors for approval;
 - a) Matters required to be included in the director's responsibility statement to be included in the Board's Report in
 - b) terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013
 - c) Changes, if any, in accounting policies and practices and reasons for the same
 - d) Major accounting entries involving estimates based on the exercise of judgment by management
 - e) Significant adjustments made in the financial statements arising out of audit findings
 - f) Compliance with listing and other legal requirements relating to financial statements
 - g) Disclosure of any related party transactions
 - h) Qualifications in the draft audit report.
4. Approval or any subsequent modification of transactions of the Company with related party;

Provided that the Audit Committee may make omnibus approval for related party transactions proposed to be entered into by the company subject to such conditions as may be prescribed under the Companies Act, 2013 or any subsequent modification(s) or amendment(s) thereof;

Provided further that in case of transaction, other than transactions referred to in section 188 of Companies Act 2013 or any subsequent modification(s) or amendment(s) thereof, and where Audit Committee does not approve the transaction, it shall make its recommendations to the Board;

Provided also that in case any transaction involving any amount not exceeding one crore rupees is entered into by a director or officer of the company without obtaining the approval of the Audit Committee and it is not ratified by the Audit Committee within three months from the date of the transaction, such transaction shall be voidable at the option of the Audit Committee;

5. Reviewing, with the management, and monitoring 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 utilization of proceeds of a public or



rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

6. Scrutiny of Inter-corporate loans and investments;
7. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation, etc. on the listed entity and its shareholders;
8. Reviewing and discussing 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;
9. To review the functioning of the Whistle Blower mechanism, in case the same is existing;
10. Valuation of undertakings or assets of the company, where ever it is necessary;
11. Evaluation of internal financial controls and risk management systems and reviewing, with the management, performance of statutory & internal auditors, and adequacy of the internal control systems;
12. Reviewing the adequacy of internal audit function, if any including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit and discussion with internal auditors of any significant findings and follow up there on;
13. 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;
14. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
15. 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;
16. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate; and
17. Carrying out any other function as assigned by the Board of Directors & other matters as may be required by any statutory, contractual or other regulatory requirements to be attended to by such committee from time to time.
18. Review of Information
 - a) Management discussion and analysis of financial condition and results of operations;
 - b) Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - c) Internal audit reports relating to internal control weaknesses; and
 - d) The appointment, removal and terms of remuneration of the Internal Auditor.
19. Powers of Committee
 - a) To investigate any activity within its terms of reference;
 - b) To seek information from any employees;
 - c) To obtain outside legal or other professional advice; and
 - d) To secure attendance of outsiders with relevant expertise, if it considers necessary.

(ii) Meetings:

During the year 2024-25, Five meetings of the Committee were held.

2. Nomination and Remuneration Committee:



The Company has formed the Nomination and Remuneration Committee as per Section 178 of the Companies Act, 2013 and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) vide board resolution dated July 1, 2024. The Nomination and Remuneration Committee comprises the following members:

Sr. No.	Name of Members	Category	Designation
1.	Manish Shrichand Bachani	Independent Director	Chairman
2.	Simoli Kalpeshbhai Raval	Independent Director	Member
3.	Rakeshkumar Rameshbhai Patel	Non-Executive Director	Member

The Company Secretary of our Company shall act as a Secretary to the Nomination and Remuneration Committee. The scope and function of the Committee and its terms of reference shall include the following:

(i) Terms of reference of the Nomination and Remuneration Committee is as under:

1. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
2. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates.
3. formulation of criteria for evaluation of performance of independent directors and the board of directors;
4. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
5. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal and shall carry out evaluation of every director's performance;
6. recommend to the board, all remuneration, in whatever form, payable to senior management;
7. Such other matters as may be required by any statutory, contractual or other regulatory requirements to be attended to by such committee from time to time.

(ii) Meetings:

During the year 2024-25, Two meetings of the Committee were held.

(iii) Nomination and Remuneration Policy:

The Board of Directors of the Company has, on the recommendation of Nomination and



Remuneration Committee, framed and adopted a Nomination and Remuneration Policy. The said policy is available on the website of the Company at <https://vandanfoods.in/wp-content/uploads/2025/02/11.-Nomination-and-Remuneration-Policy.pdf>

Salient features of the policy dealing with nomination and remuneration are, as under:

Objective:

The objective of this Policy is to guide the Board of Directors of the Company on:

- a. Appointment and removal of Directors, Key Managerial Personnel and employees in Senior Management;
- b. Remuneration payable to the Directors, Key Managerial Personnel and employees in Senior Management;
- c. Board Diversity;
- d. Succession plan for Directors, Key Managerial Personnel and employees in Senior Management;
- e. Evaluation of individual Directors, Chairperson of the Board, the Board as a whole and the Committees of the Board

Roles & Responsibilities:

The Committee shall perform such roles as specified in its Terms of reference, as aforesaid.

3. Stakeholders Relationship Committee:

The Company has formed the Stakeholders Relationship Committee as per Section 178 of the Companies Act, 2013 and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) vide board resolution dated July 01, 2024.

The constituted Stakeholders Relationship Committee comprises the following members:

Sr. No.	Name of Members	Category	Designation
1.	Rakeshkumar Rameshbhai Patel	Non-Executive Director	Chairman
2.	Simoli Kalpeshbhai Raval	Independent Director	Member
3.	Kalpeshkumar Bhagavandas Thakkar	Executive Director	Member

The Company Secretary of our Company shall act as a Secretary to the Stakeholders Relationship Committee.

(i) Terms of reference of the Stakeholders Relationship Committee is as under:

The scope and function of the Stakeholders Relationship Committee and its terms of reference shall include the following:

1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.



4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
5. Such other matters as may be required by any statutory, contractual or other regulatory requirements to be attended to by such committee from time to time.

(ii) Meetings:

During the year 2024-25, One meeting of the Committee were held.

DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT:

There were no outstanding shares lying in the demat suspense account/unclaimed suspense account and therefore, disclosure relating to the same is not applicable.

FORMAL EVALUATION OF THE PERFORMANCE OF THE BOARD, COMMITTEES OF THE BOARD AND INDIVIDUAL DIRECTORS UNDER SECTION 134(3)(p) OF THE COMPANIES ACT, 2013:

The requirement of performance evaluation of the Board in terms of the provisions of Section 134(3)(p) of the Companies Act, 2013 read with Rule 8(4) of the Companies (Accounts) Rules, 2014, was not applicable to the Company during the period under review.

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

The information on conservation of energy technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014, is attached to this Report as “**Annexure A**”.

PARTICULAR OF EMPLOYEES:

The information required pursuant to Section 197 of Companies Act, 2013 read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is attached as “**Annexure B**” to this report.

During the year under review, there was no employee whose remuneration was in excess of the limits prescribed under Rules 5(2) & (3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014

DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES:

As on March 31, 2025, the Company did not have any subsidiary, joint venture or associate.

CORPORATE SOCIAL RESPONSIBILITY (CSR):

The provisions of section 135 of the Companies Act, 2013 is not applicable to your Company as the



Company does not fall under the criteria limits mentioned in the said section of the Act.

AUDITORS:

Statutory Auditors:

M/s. Piyush Kothari & Associates, Chartered Accountants are the Statutory Auditors of the Company for a period of five years from the financial year 2023-24 to financial year 2027-28 i.e. till the conclusion of the annual general meeting of the Company to be held in the year 2028.

The Notes to the financial statements referred in the Auditors' Report are self-explanatory and therefore do not call for any comments under Section 134 of the Companies Act, 2013. The report given by the Statutory Auditors on the financial statements of the Company is a part of this Annual Report. There were no qualifications, reservations, and adverse remark or Disclaimer given by the Statutory Auditors in their Report.

Reporting of frauds by Auditors:

During the year under review, the Auditors have not reported any instances of fraud under Section 143(12) of the Act, committed against the Company by its officers or employees, to the Audit Committee or the Board, the details of which would be required to be mentioned in the Directors' Report.

COST AUDITOR:

M/s. Mayur Chhaganbhai Undhad & Co., Cost Accountants (Membership No. 37444), have been appointed by the Board to conduct the audit of the cost records of the Company's manufacturing division under the Companies (Cost Records and Audit) Rules, 2014 for FY 2025-26.

INTERNAL AUDITOR:

M/s Sarang Shivajirao Chavan and Associates, Chartered Accountants (FRN: 159649W) have been appointed by the as Internal Auditor of the Company as per FY 2025-26.

MATERIAL ORDER PASSED BY REGULATORS/COURTS/TRIBUNALS:

There was no material order passed by Regulators/Courts/Tribunals during the year under review impacting the going concern status and company's operations in future.

DEPOSITS:

The Company has not accepted any deposit from the public within the meaning of Chapter V of the Companies Act 2013 and rules there under.

CORPORATE GOVERNANCE:

The Company adheres to the best Corporate Governance practices and always works in the best interest of its stakeholders. The Company has incorporated the appropriate standards for corporate governance. Further, the Company is listed on SME Platform of BSE and as such pursuant to Regulation 15(2) of the



SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Regulations 17 to 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company

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

The particulars of loans, guarantees or investments, if any, made during the Financial Year 2024-25, are disclosed in the notes attached to and forming part of the Financial Statements of the Company, prepared for the financial year ended March 31, 2025.

MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of the Company to which the Financial Statements relate and the date of this report.

DIRECTORS' RESPONSIBILITY STATEMENT:

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Clause (c) of Sub-Section (3) of Section 134 of the Companies Act, 2013, which states:

- a) in the Preparation of the Annual Accounts, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
- b) the Directors 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 as at the end of the financial year and of the profit /loss of the Company for that period;
- c) the Directors 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) the Directors had prepared the Annual Accounts on a going concern basis;
- e) the Directors 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) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ADEQUACY OF INTERNAL FINANCIAL CONTROL:

The Company has in place proper system of internal financial control which is commensurate with size and nature of business. The Company has an Audit Committee headed by the Independent Director, inter-alia, to oversee company's financial reporting process, disclosure of financial information, and reviewing the performance of statutory and internal auditors with management.

CONFIRMATIONS



- a. During the year under review, the Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India, New Delhi.
- b. The Company is in compliance with the Maternity Benefits Act, 1961.

RELATED PARTY TRANSACTIONS:

All the Related Party Transactions which were entered into during the Financial Year 2024-25 were at arm's length basis and in the ordinary course of business. Further, details of material related party transactions as required to be provided in format of 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) of the Companies Act, 2013 form part of this report as **"Annexure D"**.

ANNUAL RETURN:

As per the requirement of Section 92(3) read with Section 134(3)(a) of the Companies Act, 2013 read with rules made there under, as amended from time to time, the Annual Return in Form MGT-7 is available on the website of the Company in the Annual Return section at <https://vandanfoods.in/investor/>

MANAGEMENT DISCUSSION AND ANALYSIS:

A detailed report on Management Discussion and Analysis (MD&A) Report is included in this Report as **"Annexure E"**.

PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:

The Company has in place a policy on "Prevention of Sexual Harassment", through which the Company addresses complaints of sexual harassment at the all workplaces. The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review, there were no incidences/complaint reported under said Act.

RISK MANAGEMENT AND ITS POLICY:

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified are systematically addressed through mitigating actions on a continuing basis. These are discussed at the Meetings of the Audit Committee and the Board of Directors of the Company.

WHISTLE BLOWER POLICY/VIGIL MECHANISM:

The Company has established a whistle blower policy/ Vigil mechanism in compliance with the provision of Section 177(10) of the Companies Act, 2013 for the genuine concerns expressed by the employees and Directors about the unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The Company provides adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the Chairman of the Audit Committee on reporting issues concerning the interests of employees and the Company. The Board has approved the policy for vigil mechanism which is available on the website of the Company at



<https://vandanfoods.in/wp-content/uploads/2025/02/10.-Whistle-Blower-Policy.pdf>

PROCEEDINGS INITIATED/ PENDING AGAINST THE COMPANY UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016:

There are no proceedings initiated/pending against the Company under the Insolvency and Bankruptcy Code, 2016 which materially impact the Business of the Company.

Details of Penalties / Adjudication

During the year under review, one of the Directors of the Company, **Mr. Rakeshkumar Rameshbhai Patel**, was appointed by the Board of Directors in their meeting held on **April 15, 2023**. His DIN was subsequently approved on **April 29, 2023**.

Owing to the delay in filing, the Company **suo moto** initiated compounding and adjudication proceedings under **Section 117 of the Companies Act, 2013**, and filed an application vide **SRN: N00959924 dated October 08, 2024**. The **Registrar of Companies, Gujarat**, vide order dated **November 14, 2024**, imposed a penalty of **₹6,83,200/-** on the Company and the officer in default.

The Company, vide its letter dated **December 06, 2024**, accepted the order and agreed to pay the penalty of **₹6,83,200/-** towards the said adjudication.

During the year, the Company suo-moto reported a delay in filing of a resolution relating to alteration of its Memorandum of Association, originally passed in September 2018. The Registrar of Companies, Gujarat, levied an aggregate penalty of **₹4.38 lakh** on the Company and certain officers for the said delay. The Company has accepted the order and duly paid the penalty. The Board assures shareholders that the non-compliance was inadvertent and corrective steps have been taken to further strengthen compliance systems to ensure timely filings in future.

ACKNOWLEDGEMENT:

Your Directors thank all the esteemed shareholders, customers, suppliers and business associates for their faith, trust and confidence reposed in the Company and express appreciation to the Workers, Executive Staff and Team Members at all levels.

Date: August 29, 2025

**For and on behalf of Board of Directors
VANDAN FOODS LIMITED**

Place: Ahmedabad

Registered office:

503/B, Wall Street-1, Opp.
Orient Club, Nr. Rly. Crossing,
Ellisbridge, Ahmedabad,
Ahmadabad City,
Gujarat - 380006

Sd/-

Sd/-

Jitendra Patel
Managing Director
(DIN: 08205811)

Kalpeshkumar Thakkar
Executive Director
(DIN: 07825212)





"Annexure A"

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

(Pursuant to Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014)

A. CONSERVATION OF ENERGY:

i) The steps taken or impact on conservation of energy:

Your company is committed to adopt energy efficient practices at its offices and other premises to reduce the consumption of power by analyzing power factor, maximum demand, working hours, load factor, specific energy consumption and monthly consumption.

ii) The steps taken by the Company for utilizing alternate sources of energy:

The Company has endeavored to reduce energy consumption by installation of LED bulbs in place of regular bulbs.

iii) The capital investment on energy conservation equipment:

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

B. TECHNOLOGY ABSORPTION:

i) The effort made towards technology absorption:

The Company has not imported any technology and hence there is nothing to be reported here.

ii) The benefits derived like product improvement, cost reduction, product development or import substitution:

None

iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year):

- a. The details of technology imported: Nil
- b. The year of import: Not Applicable
- c. Whether the technology has been fully absorbed: Not Applicable
- d. If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: Not Applicable



iv) The expenditure incurred on Research and Development:

During the year under review, it has not incurred any Expenditure on Research and Development

C. FOREIGN EXCHANGE EARNING AND OUTGO:

a) Details of Foreign Exchange Earnings

(Rs. in lakh)

Sr. No.	Particulars	F.Y. 2024-25	F.Y. 2023-24
1.	Foreign Exchange Earned	NIL	NIL

b) Details of Foreign Exchange Expenditure:

(Rs. in lakh)

Sr. No.	Particulars	F.Y. 2024-25	F.Y. 2023-24
1.	Foreign Exchange Expenditure	NIL	NIL

Date: August 29, 2025

For and on behalf of Board of Directors
VANDAN FOODS LIMITED

Place: Ahmedabad

Registered office:

503/B, Wall Street-1, Opp.
Orient Club, Nr. Rly. Crossing,
Ellisbridge, Ahmedabad,
Ahmadabad City,
Gujarat - 380006

Sd/-

Jitendra Patel
Managing Director
(DIN: 08205811)

Sd/-

Kalpeshkumar Thakkar
Executive Director
(DIN: 07825212)



“Annexure B”

PARTICULARS OF EMPLOYEES

Disclosure 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

- a) The percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary during the financial year 2024-25, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2024-25 are as under:

Sr. No.	Name of Director/ KMPs	Designation	Nature of payment	Ratio of Remuneration of each Director to median remuneration of employees	% increase/ (decrease) In Remuneration for Financial Year 2024-25
1	Mr. Rakeshkumar Rameshbhai Patel	Chairman & Non-Executive Director	Remuneration	1.67:1	Increase by 4.44%
2	Mr. Jitendra Rameshbhai Patel (appointed w.e.f. 1 st Feb, 2024)	Managing Director	Remuneration	5:1	NA ^
3	Mr. Kalpeshkumar Bhagavandas Thakkar	Executive Director	Sitting Fees	NIL	Decrease by 100%
4	Mr. Manish Shrichand Bachani	Independent Director	Sitting Fees	0.08:1	NA ^
5	Ms. Simoli Kalpesh Raval*	Independent Director	Sitting Fees	0.18:1	NA ^
6	Mr. Vishvajitsinh Dipsinhbhai Kashela	Chief Financial Officer	Remuneration	2:1	NA ^
7	Ms. Aayushi Naresh Bhatia	Company Secretary & Compliance Officer	Remuneration	0.75:1	NA ^

* appointed as Non-Executive Independent Director on July 1, 2024

^ Since the individuals were not associated with the Company for the whole of current and previous financial year, the remuneration figures are not comparable and hence the percentage increase/decrease cannot be computed..

- b) **Percentage increase in the median remuneration of employees in the financial year:**



In the financial year 2024-25, the percentage increase in median remuneration of employees was 86.48%.

c) Number of permanent employees on the rolls of Company:

There are 27 permanent employees on the rolls of Company as on March 31, 2025.

d) Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Average annual increase in the salaries of the employees, other than managerial remuneration was 1.02%

Average annual decrease in the salaries of the managerial personal i.e. Managing Director and Executive Directors was **-0.48%**

e) Affirmation that the remuneration is as per the remuneration policy of the Company:

It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

f) During the financial year, there was no employee employed throughout the financial year or part of the financial year who was in receipt of remuneration in the aggregate of not less than Rs. 8.50 Lacs per month or Rs. 1.02 Crore per financial year. The statement containing the names of the top ten employees in terms of remuneration drawn as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in a separate annexure forming part of this report. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company. The Annual Report is being sent to the members excluding the said separate annexure. Any member interested in obtaining a copy of the same may write to the Company Secretary.

Date: August 29, 2025

**For and on behalf of Board of Directors
VANDAN FOODS LIMITED**

Place: Ahmedabad

Registered office:

503/B, Wall Street-1, Opp.
Orient Club, Nr. Rly. Crossing,
Ellisbridge, Ahmedabad,
Ahmadabad City,
Gujarat - 380006

Sd/-

Jitendra Patel
Managing Director
(DIN: 08205811)

Sd/-

Kalpeshkumar Thakkar
Executive Director
(DIN: 07825212)



“Annexure C”

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,
Vandan Foods Limited
CIN: U10402GJ2015PLC085394

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Chavda Infra Limited (CIN: U10402GJ2015PLC085394) And Having Its Registered Office at 503/B, Wall Street-1 Opp. Orient Club, Nr. Rly. Crossing , Ellisbridge, Ahmedabad – 380006 Gujarat (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.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company, on 31st March, 2025 as stated below, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	KALPESHKUMAR BHAGAVANDAS THAKKAR	07825212	20 th March, 2020
2.	RAKESHKUMAR RAMESHBHAI PATEL	10141844	15 th April, 2023
3.	SIMOLI KALPESH RAVAL	10350999	1 st July, 2024
4.	JITENDRA RAMESHBHAI PATEL	08205811	1st February, 2024
5	MANISH SHRICHAND BACHANI	08013906	14 th August, 2023

Ensuring the eligibility of, for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **B.S. Vyas & Associates.**
Company Secretaries,
UCN: **S2022GJ883000**

Sd/ -
Bhargav Vyas
Proprietor
ACS: 46392; CP: 26078
PR: 6217/2024
UDIN: A046392G001115152

Date: August 29, 2025
Place: Ahmedabad



"Annexure D"

Form 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 arms' length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arms' length basis:

There were no contracts or arrangements or transactions entered into during the year ended March 31, 2025, which were not at arms' length basis.

2. Details of material contracts or arrangement or transactions at arms' length basis:

The details of related party transactions exceeding ten percent of the annual standalone turnover of the Company for the preceding financial year are mentioned in the financial statement.

Date: August 29, 2025

**For and on behalf of Board of Directors
VANDAN FOODS LIMITED**

Place: Ahmedabad

Registered office:

503/B, Wall Street-1, Opp.
Orient Club, Nr. Rly. Crossing,
Ellisbridge, Ahmedabad,
Ahmadabad City,
Gujarat - 380006

Sd/-

Sd/-

Jitendra Patel
Managing Director
(DIN: 08205811)

Kalpeshkumar Thakkar
Executive Director
(DIN: 07825212)



“Annexure E”

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

ECONOMIC OVERVIEW:

Global Economy

Global growth is projected to stabilize at 2.6 percent this year, holding steady for the first time in three years despite flaring geopolitical tensions and high interest rates. It is then expected to edge up to 2.7 percent in 2025-26 amid modest growth in trade and investment. Global inflation is projected to moderate, but at a slower clip than previously assumed, averaging 3.5 percent this year. Given continued inflationary pressures, central banks in both advanced economies and emerging market and developing economies (EMDEs) will likely remain cautious in easing monetary policy. As such, average benchmark policy interest rates over the next few years are expected to remain about double the 2000-19 average.

Despite an improvement in near-term growth prospects, the outlook remains subdued by historical standards in advanced economies and EMDEs alike. Global growth over the forecast horizon is expected to be nearly half a percentage point below its 2010-19 average pace. In 2024-25, growth is set to underperform its 2010s average in nearly 60 percent of economies, representing more than 80 percent of global population and world output. EMDE growth is forecast to moderate from 4.2 percent in 2023 to 4 percent in both 2024 and 2025. Prospects remain especially lack luster in many vulnerable economies over half of economies facing fragile- and conflict-affected situations will still be poorer by the end of this year than on the eve of the pandemic.

Domestic demand is projected to improve in many EMDEs this year, in line with a moderate cyclical recovery from the effects of high inflation, tight financial conditions, and anemic industrial activity. Aggregate EMDE growth is nonetheless poised to decelerate slightly mainly because of idiosyncratic factors in some large economies. Moreover, significant challenges persist in vulnerable economies—including in low-income countries (LICs) and those facing elevated levels of conflict and violence—where growth prospects have deteriorated markedly since January.

Global prospects

The global economy is stabilizing but the outlook remains subdued—both advanced economies and EMDEs are projected to grow at a slower pace over 2024-26 than in the pre-pandemic decade. Recent upward pressures on global core inflation are anticipated to gradually ease, such that headline inflation converges to levels broadly consistent with central bank targets by 2026. Market expectations for the path of U.S. policy rates have been repeatedly revised higher. Amid elevated borrowing costs, about two-fifths of EMDEs are acutely vulnerable to debt stress. In 2024-25, growth is expected to underperform its 2010-19 average in countries comprising more than 80 percent of global output and population. The multiple shocks of recent years have impeded per capita income catch-up, with almost half of EMDEs losing ground relative to advanced economies over 2020-24.



Global Risks and Policy Challenges

Risks to the outlook are somewhat more balanced but remain skewed to the downside. Pronounced trade policy uncertainty – already at its highest level compared with other years of major elections since 2000 – could portend further trade restrictions and weigh on global trade. Advanced- economy interest rates are expected to remain well above 2000-19 average levels and could turn out higher still if inflationary pressures persist, substantially slowing global growth. Conflict-related oil supply disruptions could raise oil prices, dampen economic activity, and undermine the disinflation process. EMDE fiscal policy makers confront exacting trade-offs, given elevated borrowing costs and large financing needs. Improving public investment efficiency in EMDEs is crucial, especially given constrained fiscal space.

Indian Economy Outlook and Outlook for Industry

Strong economic growth in the first quarter of FY23 helped India overcome the UK to become the fifth -largest economy after it recovered from the COVID-19 pandemic shock. Nominal GDP or GDP at Current Prices in the year 2023-24 is estimated at Rs. 293.90 lakh crores (US\$ 3.52 trillion), against the First Revised Estimates (FRE) of GDP for the year 2022- 23 of Rs. 269.50 lakh crores (US\$ 3.23 trillion). The growth in nominal GDP during 2023 -24 is estimated at 9.1% as compared to 14.2% in 2022-23. Strong domestic demand for consumption and investment, along with Government's continued emphasis on capital expenditure are seen as among the key driver of the GDP in the first half of FY24. During the period January-March 2024, India's exports stood at US\$ 119.10 billion, with Engineering Goods (25.01%), Petroleum Products (17.88%) and Organic and Inorganic Chemicals (7.65%) being the top three exported commodities. Rising employment and increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalisation of the tariff structure, and the digitization of tax filing. In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers. The contact-based services sector has demonstrated promise to boost growth by unleashing the pent-up demand. The sector's success is being captured by a number of HFIs (High-Frequency Indicators) that are performing well, indicating the beginnings of a comeback.

India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships.

India's appeal as a destination for investments has grown stronger and more sustainable because of the current period of global unpredictability and volatility, and the record amounts of money raised by India-focused funds in 2022 are evidence of investor faith in the "Invest in India" narrative.

Market size

Real GDP or GDP at Constant (2011-12) Prices in the year 2023-24 is estimated at Rs. 172.90 lakh crores (US\$ 2.07 trillion), against the First Revised Estimates (FRE) of GDP for the year 2022-23 of Rs. 160.71 lakh crores (US\$ 1.92 trillion). The growth in real GDP during 2023-24 is estimated at 7.6% as compared to 7.0% in 2022-



23. There are 113 unicorn start-ups in India, with a combined valuation of over US\$ 350 billion. As many as 14 tech start-ups are expected to list in 2024 Fintech sector poised to generate the largest number of future unicorns in India. With India presently has the third-largest unicorn base in the world. The government is also focusing on renewable sources by achieving 40% of its energy from non-fossil sources by 2030. India is committed to achieving the country's ambition of Net Zero Emissions by 2070 through a five-pronged strategy, 'Panchamrit'. Moreover, India ranked 3rd in the renewable energy country attractive index.

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million nonfarm jobs between 2023 to 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between same time period. India's current account deficit (CAD) narrowed to 1.2% of GDP in the October-December quarter. The CAD stood at US\$ 10.5 billion for the third quarter of 2023-24 compared to US\$ 11.4 billion or 1.3% of GDP in the preceding quarter. This was largely due to higher service exports.

Exports fared remarkably well during the pandemic and aided recovery when all other growth engines were losing steam in terms of their contribution to GDP. Going forward, the contribution of merchandise exports may waver as several of India's trade partners witness an economic slowdown. According to Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles Mr. Piyush Goyal, Indian exports are expected to reach US\$ 1 trillion by 2030.

Castrol Oil - Industry

The global castor oil market was valued at USD 1.4 billion in 2022, growing at a CAGR of 5.1% from 2023 to 2032. The market is expected to reach USD 2.3 billion by 2032. Throughout the forecast period, castor oil is expected to see high demand from the pharmaceutical and cosmetics sectors. Rising healthcare costs and public awareness of preventive care and self-management drive demand for cosmetics and pharmaceutical products. The product's increasing use in creating skincare, cosmetic, and soap goods is also expected to increase its demand.

The Indian agricultural sector has historically centred on oilseeds, which hold the second highest importance after food grains. India is one of the largest importers of edible oil, despite having the title of the world's fourth largest producer of oilseeds. This trend is attributed to the rising demand for edible oils in the private and industrial sectors. The government has implemented various policy changes throughout the post-independence period to address this persistent demand-supply gap. The agricultural climate in India allows the cultivation of 9 oilseeds, i.e., rapeseed, groundnut, niger, castor, sunflower, mustard, sesame, safflower, and soybean, and secondary sources of edible oil include palm oil, rice bran oil, coconut oil, cottonseed oil, tree-based oilseeds, oilseeds etc. The India castor oil market reached a volume of 102.5 Kilo Tons in 2023.

BUSINESS OPERATIONS AND OUR PRODUCTS:

Our Company was originally incorporated as "Vandan Foods Private Limited" as a private limited company under the provisions of the Companies Act, 2013 vide Certificate of Incorporation dated December 15, 2015, issued by Assistant Registrar of Companies, Gujarat. Thereafter, our Company was converted from a private limited company to public limited company pursuant to special resolution passed in the Extra-Ordinary General Meeting of the company dated September 11, 2023 and consequently, the name of our Company was changed from "Vandan Foods Private Limited" to "Vandan Foods Limited" and a fresh certificate of



incorporation dated September 18, 2023 was issued to our Company by the Registrar of Companies, Ahmedabad. The Corporate Identification Number of our Company is U10402GJ2015PLC085394.

Our Company was originally incorporated by Mr. Vandan Dave and Mrs. Smruti Dave, being subscriber to Memorandum of Association. Subsequently, Mr. Kalpeshkumar Bhagavandas Thakkar and Kalpesh Kumar Thakkar HUF acquired control over Company, by way of acquisition of Equity Shares of the Company in the financial year 2023, Mr. Rakeshkumar Rameshbhai Patel, Mr. Jitendra Rameshbhai Patel and Mrs. Jyotsana Jitendrabhai Patel acquired stake in the Company in the financial year 2024.

Prior to financial year 2018, our Company was engaged in the catering business. However, from financial year 2018 till financial year 2023, our Company was engaged in the trading of agro-commodities. Thereafter, from the financial year 2024 our current promoters have been actively managing the business of manufacturing of Castor Oil and its derivatives. We are currently operating on a B2B business model primarily focusing on Refined F.S.G. Castor Oil, Castor De Oil Cake.

Castor Oil, nonvolatile fatty oil obtained from the seeds of the castor bean, *Ricinus Communis*, of the spurge family (Euphorbiaceae). It is used in the production of synthetic resins, plastics, fibres, paints, varnishes and various chemicals including drying oils and plasticizers. Castor Oil is viscous, has a clear and colourless to amber or greenish appearance, a faint characteristic odour and a bland but slightly acrid taste, with a usually nauseating aftertaste. Castor Oil is obtained from castor beans either by pressing or by solvent extraction. In addition to the uses mentioned above, castor oil and its derivatives are used in cosmetics, hair oils, fungistatic (fungus-growth-inhibiting) compounds, embalming fluid, printing inks, soap, lubricants, greases and hydraulic fluids, dyeing aids and textile finishing materials. Due to its renewability and high versatility in addition to being the only commercial source of a hydroxylated fatty acid, castor oil has been used as a vital raw material for the chemical industry. Castor oil has traditionally been used as a remedy for treating various skin conditions and infections, relieving constipation, and increasing the health of hair.

Being an ISO Certified Company, we endeavour to satisfy customers by continuous improvement through process innovation and quality maintenance. We focus on producing quality product to increase customer satisfaction and develop a positive brand image in the industry. We ensure that the castor seeds are sourced from reputable suppliers who adhere to quality standards. Regular testing for containments and quality metrics is essential. Our Management and team have enabled us to maintain continuing customer relations, by continuously improving the product quality and consistency, ensuring enhanced customer satisfaction and retention. We have outsourced testing of quality of raw material and finished products to laboratories and manufacturing the same strictly as per quality norms so as to provide the quality output to our customers at competitive prices. Our Company has marked its presence in domestic markets. We supply our products in states such as Gujarat, Haryana, Andhra Pradesh, Delhi, Bihar, Rajasthan and Telangana. Our Manufacturing facility is located at Survey No 2554/2, Motap Dhinoj Road, Near Sitapur Village, Dhinoj Patan - 384 225, Gujarat and Survey No 2537/2, Motap Dhinoj Road, Near Sitapur Village, Dhinoj Patan - 384 225, Gujarat.

Our Promoters Mr. Kalpeshkumar Bhagvandas Thakkar, Mr. Rakeshkumar Rameshbhai Patel, Mr. Jitendra Rameshbhai Patel and Ms. Jyotsana Jitendrabhai Patel are having experience in Castor Oil and Derivatives Business and with their innovative business ideas, in depth knowledge and excellent management skills, we have served our customers proficiently. Our promoters are actively involved in day-to-day operations and looks after Sales, Purchase, Plant Operations, Finance, as well as general administration for the Company.



SWOT ANALYSIS:

Strength

- Experienced Team
- Diversified Business
- Locational Advantage

Weakness

- Working Capital – Intensive Business
- Timely availability of raw material
- Labour Intensive Business

Opportunity

- Enhancing operational efficiency
- Exploring the export market
- Achieving scale of business operations

Threats / Risks / Concerns

- Increasing competition
- Changes in government policies

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has in place proper system of internal control which is commensurate with size and nature of business. The Company has an Audit Committee headed by the Independent Director, inter-alia, to oversee company's reporting process, disclosure of information.

FINANCIAL POSITION AND RESULTS OF OPERATIONS:

The Company has robust growth and improvement in top line and bottom line on Standalone basis in the Current and previous financial years which is explained below:

(Rs. in lakh)

PARTICULARS	STANDALONE - FINANCIAL STATEMENTS-YEAR ENDED MARCH 31, 2025	STANDALONE - FINANCIAL STATEMENTS-YEAR ENDED MARCH 31, 2024
Revenue from Operations	10819.77	4873.04
Other Income	--	--
Total Income	10819.77	4873.04
Expenses:		
- Cost of Material Consumed	9918.99	3557.40
- Purchase of Stock-in Trade	1214.45	591.50
- Changes in Inventories	-1800.54	23.59



- Employee benefits Expenses	80.99	41.96
- Finance Costs	91.30	--
- Depreciation and Amortization Expenses	19.51	11.02
- Other Expenses	358.35	293.02
Total Expenses	9883.05	4518.49
Profit / (Loss) before exceptional and extra-ordinary Items and tax	936.72	354.55
Prior Period Items	0.00	25.86
Profit / (Loss) after Extra Ordinary Items and before tax	936.72	328.69
Tax Expense:		
A) Current Income Tax	246.68	89.88
B) Deferred Tax (Assets)/Liabilities	-0.66	-7.10
Profit / (Loss) After Tax	690.70	245.91

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS:

The Company considers employees as its vital and most valuable assets. Your Company considers manpower as its assets and understands that people have been driving force for growth and expansion of the Company. As on March 31, 2025, there were 27 permanent employees employed by the Company. The Company will continue to create opportunity and ensure recruitment of diverse candidates without compromising on meritocracy.

KEY FINANCIAL RATIOS:

SN	Ratio	Numerator	Denominator	As at March 31, 2025	As at March 31, 2024	% Change
1	Debtors Turnover (Trade Receivable Ratio) (In times)	Net credit Sales	Average Trade Receivable	34.67	214.34	-83.82%
2	Inventory Turnover ratio (In times)	Cost of Goods Sold	Average Inventory	5.75	12.39	-53.59%
4	Current ratio (In times)	Current Assets	Current Liabilities	1.50	2.44	-38.52%
5	Debt- Equity ratio (In times)	Total Debt	Shareholders' Equity	1.12	-	N.A.
6	Return on Equity Ratio	Net Profit After Tax	Shareholders' Equity	53.41%	41.52%	28.64%
7	Net Profit Ratio	Net Profit After Tax	Turnover	6.38%	5.05%	26.34%
8	Return on Capital employed (%)	Earnings Before Interest and Taxes	Capital Employed = Tangible Net worth + Debt + Lease Liability	42.74%	37.59%	13.70%

Reasons for Variance in Key Financial Ratios

1. Current Ratio
Current ratio has decreased due to an increase in short-term borrowings to meet operational needs.
2. Debt-Equity Ratio (in times)



- Not applicable, as in F.Y. 2023-24 the ratio was nullified owing to no outstanding debt.
3. Debt Service Coverage Ratio (in times)
Not applicable, as in F.Y. 2023-24 the ratio was nullified owing to no outstanding debt.
4. Return on Equity Ratio (in %)
Increased due to higher net profit and improvement in operational efficiency.
5. Inventory Turnover Ratio (in times)
Average inventory has increased, resulting in a decrease in the inventory turnover ratio to 5.75 times.
6. Trade Receivables Turnover Ratio (in times)
Average trade receivables have increased in line with sales growth; accordingly, the turnover ratio decreased to 34.67 times.
7. Trade Payables Turnover Ratio (in times)
Not applicable, as in F.Y. 2023-24 the ratio was nullified owing to no outstanding trade payables.
8. Net Capital Turnover Ratio (in times)
Net working capital has increased, resulting in a decrease in the net capital turnover ratio to 8.71 times.
9. Net Profit Ratio
Profit has increased during F.Y. 2024-25 compared to F.Y. 2023-24; accordingly, the net profit ratio improved to 6.38%.
10. Return on Capital Employed (in %)
Earnings before interest and taxes have increased compared to F.Y. 2023-24; accordingly, the return on capital employed improved to 42.74%.
11. Return on Investment (in %)
Not applicable, as there were no investments during F.Y. 2024-25 and F.Y. 2023-24.

CAUTIONARY STATEMENT:

The content in this Management Discussion and Analysis may contain “Forward Looking Statements” including, but without limitation, statements relating to the implementation of strategic initiatives, and other statements relating to Company’s future business developments and economic performance. While these forward-looking statements indicate our assessment and future expectations concerning the development of our business, several risks, uncertainties, and other unknown factors could cause actual developments and results to differ materially from our expectations. These factors include, but are not limited to, general market, macroeconomic, governmental and regulatory trends, movements in currency exchange and interest rates, competitive pressures, technological developments, changes in the financial conditions of third parties dealing with us, legislative developments, and other key factors that could affect our business and financial performance. The Company undertakes no obligation to publicly revise any forward- looking statements to reflect future/ likely events or circumstances.

Date: August 29, 2025

For and on behalf of Board of Directors
VANDAN FOODS LIMITED

Place: Ahmedabad

Registered office:

503/B, Wall Street-1, Opp.
Orient Club, Nr. Rly. Crossing,
Ellisbridge, Ahmedabad,
Ahmadabad City,
Gujarat - 380006

Sd/-

Sd/-

Jitendra Patel
Managing Director
(DIN: 08205811)

Kalpeshkumar Thakkar
Executive Director
(DIN: 07825212)

INDEPENDENT AUDITOR'S REPORT

To The Members of VANDAN FOODS LIMITED

Report on the Audit of the Standalone financial statements

We have audited the accompanying financial statements of Vandan Foods Limited (Formerly known as Vandan Foods Private Limited) (hereinafter referred to as the 'Company'), which comprise the Balance Sheet as at March 31, 2025, and the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date, and notes to the financial statements including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2006, as amended ("Accounting Standards") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, the profit and loss and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit 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 financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Based on the examination of books of account and explanation provided to us, we are of the opinion that there are no materially significant key audit matters that requires disclosure in this report.

Information Other than the Standalone financial statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis and Directors Report (the "Reports"), but does not include the financial statements and our auditor's report thereon.

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

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

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

Management's Responsibility for the Standalone financial statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibility 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 financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.



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

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

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

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

Report on Other Legal and Regulatory Requirements

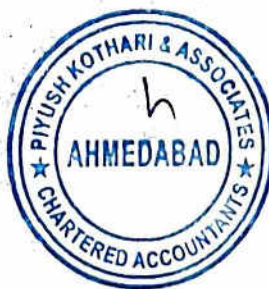
1. As required by Section 143(3) of the Act, based on our audit, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account.



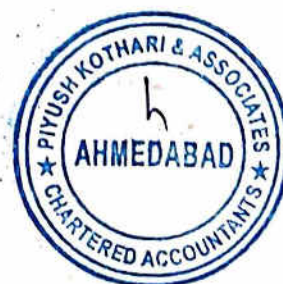
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:

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

- h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

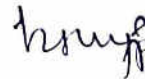


- iv. a) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- b) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, 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, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- c) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement
- v. The Company has not declared or paid any any dividend during the year and hence, compliance with Section 123 of the Act is not applicable.
- i) Based on our examination, which included test checks, the Company has used accounting softwares for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with. Additionally, as proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2025.



2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure B", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

For **PIYUSH KOTHARI & ASSOCIATES**
CHARTERED ACCOUNTANTS
FRN: 140711W



Piyush Kothari
Partner

Date: July 26, 2025
Place: Ahmedabad

M.No.: 158407
UDIN: 25158407BMJGDF3877



ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **Vandan Foods Limited** (Formerly known as Vandan Foods Private Limited) (“the Company”) as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the Year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards of Auditing, issued by ICAI and prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls. These Standards and the Guidance Notes required that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects..



Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

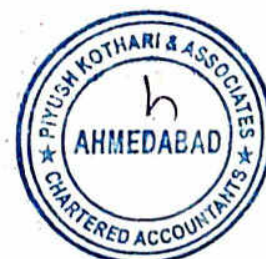
Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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



Opinion

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

For **PIYUSH KOTHARI & ASSOCIATES**
CHARTERED ACCOUNTANTS
FRN: 140711W



Piyush Kothari
Partner

M.No.: 158407

UDIN: 25158407BMJGDF3877

Date: July 26, 2025

Place: Ahmedabad

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

Report under the Companies (Auditor’s Report) Order, 2020

(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the members of **Vandan Foods Limited** (Formerly known as Vandan Foods Private Limited) (“the Company”), for the year ended March 31, 2025.

- i. According to the information & explanation given to us and on the basis of our examination of the records of the Company, in respect of property, plant & equipment and intangible assets:
 - a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of its property, plant & equipment.

(B) The Company does not have any intangible assets as at the reporting date. Accordingly, the requirement to maintain records in respect of intangible assets does not arise.
 - b) The Property, Plant & Equipment were physically verified during the year by the management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information & explanation given to us, no material discrepancies were noticed on such verification.
 - c) The title deeds of all the immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company.
 - d) The Company has not revalued its property, plant & equipment (including right to use assets) or intangible assets or both during the year and hence, reporting under clause 3(i)(d) of the order is not applicable.
 - e) 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 and hence, reporting under clause 3(i)(e) of the order is not applicable.

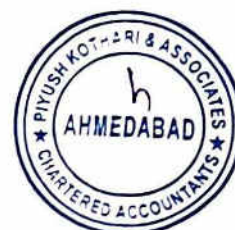


ii. a) The physical verification of inventory has been conducted at reasonable intervals by the Management during the year and, in our opinion, the coverage and procedures of such verification by Management is appropriate. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory.

b) The Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, at points of time during the year, from banks on the basis of security of current assets. In our opinion and according to information and explanations given to us, the quarterly returns or statements filed by the Company with such banks are in agreement with the books of account of the Company of the respective quarters, except as under:

Quarter	Name of Bank	Particulars of Securities Provided	Amount as per Books of Account (₹ in Lakhs)	Amount as reported in the quarterly return/ statement (₹ in Lakhs)	Amount of difference (₹ in Lakhs)	Reason for material discrepancies
Q1	Bank of India	Stock	1135.07	1135.07	0	N.A.
		Book Debts	35.65	35.65	0	
Q2	Bank of India	Stock	1220.57	1220.57	0	N.A.
		Book Debts	521.23	521.23	0	
Q3	Bank of India	Stock	1474.08	1474.08	0	N.A.
		Book Debts	177.49	177.49	0	
Q4	Bank of India	Stock	2751.99	2751.99	0	N.A.
		Book Debts	583.73	583.73	0	

iii. In our opinion and according to the information and explanations given to us, the Company has not made investments in, provided any guarantee or security, or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships, or any other parties during the year, hence reporting under paragraph 3(a),(b),(c),(d),(e) and (f) of the Order is not applicable.



- iv. According to the information and explanations given to us and as per records examined by us, the Company has not granted any loans, not made any investments and has not provided guarantees and securities as applicable with the provisions of Section 185 and 186 of the Companies Act, 2013.
- v. The Company has not accepted any deposit or amounts which are deemed to be deposit within the meaning of Section 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Hence, reporting under clause 3 (v) of the Order is not applicable.
- vi. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under Section 148(1) of the Companies Act, 2013 and are of the opinion that, prima facie the prescribed cost records have been made and maintained.
- vii. According to the information & explanation given to us, in respect of statutory dues:

1. In our opinion, the Company has been regular in depositing undisputed statutory dues including Goods & Service Tax, Provident Fund, Employees' State Insurance, Income-tax, Sales tax, Service Tax, Customs Duty, Value Added Tax, Goods and Services Tax, Cess and other material statutory dues applicable to it with the appropriate authorities during the year. There were no undisputed amounts payable in respect of Goods & Service Tax, Provident Fund, Employees' State Insurance, Income-tax, Sales tax, Service Tax, Customs Duty, Value Added Tax, Goods & Services Tax, Cess and other material statutory dues in arrears as at March 31, 2025 for a period of more than six months from the date they became payable.

Particulars	Number of cases	Aggregate amount involved to the extent ascertainable (₹ in lakhs) ^
Direct Tax	5*	894.83
Indirect Tax	1#	17.23
Total	6	912.06

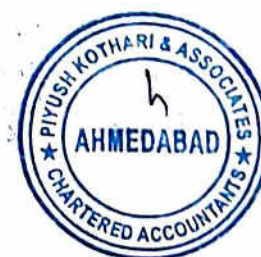
^Rounded off to the closest decimal

*Includes outstanding demands of (i) ₹ 1,25,094 for AY 2023, ₹ 1,27,310 for AY 2019, and ₹ 1,29,94,780 for AY 2024 and

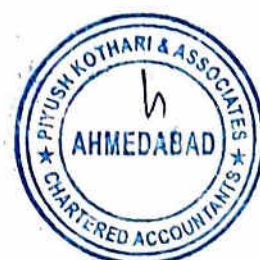
(ii) Income tax department has issued a notice u/s 156 of the IT Act for Assessment Year 2019-20 amounting to

₹7,62,34,950. Our Company has filed an appeal against the said demand. Includes TDS traces demand of ₹ 820 for the FY 2023-2024

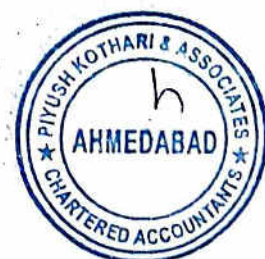
#Includes GST outstanding demands of ₹ 17,23,252.



2. Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2025 on account of disputes are NIL.
- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. Based on information and explanation provided by the management of Company and on the basis of our examination of the records of the Company,
1. The company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender. Hence reporting under clause (ix)(a) of the Order is not applicable.
 2. The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
 3. According to the information and explanation given to us and on the basis of our examination of the records of the company, the Company has utilized the loan amount taken during the year for intended purpose.
 4. On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
 5. The Company does not have any subsidiary, associate or joint venture. Hence, reporting under paragraph 3(ix) (e) and (f) of the Order is not applicable to the company.
- x. a) During the year, the Company has not raised any money by way of Initial Public offer or further public offer (including debt instruments). Accordingly Clause 3(x)(a) of the Order is not applicable to the company.
- b) According to the information & explanation given to us and on basis of our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or convertible debenture (fully or partially or optionally convertible) during the year. Accordingly Clause 3(x)(b) of the Order is not applicable to the company..



- xi. (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
- (b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.
- (c) Whistle-blower complaints have not been received during the year by the Company.
- x. In our opinion and according to information and explanations given to us, clause (xii) of para 3 to Companies (Auditor's Report) Order, 2020 w.r.t. Nidhi Company is not applicable to company. Accordingly, the paragraph 3(xii) of the order is not applicable to the company and hence not commented upon.
- xi. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xii. (a) In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) Internal audit is not Applicable to the company as per Provisions of section 138 of the Companies Act, 2013 read with rule 13 of the Companies (Accounts) Rules, 2014 prescribes the internal audit in specified companies. Accordingly, paragraph 3(xiv)(b) of Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of Section 192 of the Companies Act, 2013 are not applicable to the company.
- xiv. In our opinion, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi) (a) (b) (c) and (d) of the Order is not applicable to the Company.



- xv. The Company has not incurred cash losses during the financial year and the immediately preceding financial year. Hence reporting under paragraph 3(xvii) of the Order is not applicable to the Company.
- xv. There has been resignation of the statutory auditors M/s B.B. Gusani & Associates, Chartered Accountant of the Company during the year. However, there are no issues, objections or concerns raised by the outgoing auditors which has to be considered.
- xvi. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xvii. According to the information and explanations given to us and based on our examination of books and records of the company, there are no unspent amount towards Corporate Social Responsibility (CSR) on either ongoing projects or other than ongoing projects under section 135 of the Act and accordingly, reporting under paragraph 3(xx)(a) and (b) of the order is not applicable to the Company.
- xviii. The Company is not required to prepare a consolidated financial statement. Therefore, reporting under clause (xxi) of paragraph 3 of the order is not applicable to the Company.

For **PIYUSH KOTHARI & ASSOCIATES**
CHARTERED ACCOUNTANTS
FRN: 140711W

hnyjg

Piyush Kothari
Partner

M.No.: 158407

UDIN: 25158407BMJGDF3877



Date: July 26, 2025
Place: Ahmedabad

VANDAN FOODS LIMITED
(Formerly Known as VANDAN FOODS PRIVATE LIMITED)
CIN : U10402GJ2015PLC085394
BALANCE SHEET AS AT 31ST MARCH, 2025

(Rs. In Lakhs)

Particulars	Note No.	As At 31st March, 2025	As At 31st March, 2024
I. EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	2	574.48	287.24
(b) Reserves and surplus	3	1,063.98	660.52
2 Non-current liabilities			
(a) Long-term borrowings	4	767.08	-
3 Current liabilities			
(a) Short Term Borrowings	5	1,061.05	-
(b) Trade payables	6	959.63	-
(c) Short Term Provisions	7	357.79	158.38
(d) Other Current Liabilities	8	99.17	105.52
TOTAL		4,883.18	1,211.66
II. ASSETS			
Non-current assets			
1 (a) Property, Plant & Equipments			
(i) Tangible assets	9	611.11	564.20
(b) Plant & Machinery Capital WIP		546.79	
(c) Deffered Tax Asset		5.22	4.56
2 Current assets			
(a) Inventories	10	2,751.99	493.15
(b) Trade receivables	11	583.73	40.47
(c) Cash and cash equivalents	12	3.50	98.80
(d) Short-term loans and advances	13	380.84	10.47
TOTAL		4,883.18	1,211.66

Accounting Policies & Notes on accounts
As per our report on even date attached
For Piyush Kothari & Associates
Chartered Accountant

1

Ca Piyush Kothari
Partner
M.No. : 158407
FRN No : 140711W
Place : Ahmedabad
Date : 26-07-2025
UDIN : 25158407BMJGDF3877



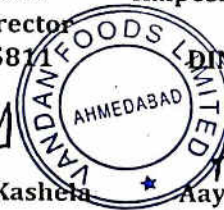
For Vandan Foods Limited

J. R. Patel
Jitendra Patel
Managing Director
DIN : 0820581

H. B. Thakkar
Kalpeshkumar Thakkar
Director
DIN : 07825212

Vishvajitsinh Kashela
CFO
PAN : CTVPK6742H

Aayushi N Bhatia
Company Secretary
PAN : BZTPB5872K



VANDAN FOODS LIMITED
(Formerly Known as VANDAN FOODS PRIVATE LIMITED)
CIN : U10402GJ2015PLC085394
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST, MARCH 2025

(Rs. In Lakhs)

Particulars	Refer Note No.	For Year Ended 31st March, 2025	For Year Ended 31st March, 2024
I. Revenue from operations	14	10819.77	4873.04
II. Other income			0.00
III. Total Income (I + II)		10819.77	4873.04
IV. Expenses:			
Cost of Material Consumed	15	9918.99	3557.40
Purchase of Stock in Trade	16	1214.45	591.50
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	17	-1800.54	23.59
Employee Benefits expense	18	80.99	41.96
Finance Cost	19	91.30	
Depreciation and amortization expense	20	19.51	11.02
Other expense	21	358.35	293.02
Total expenses		9883.05	4518.49
V. Profit before Extraordinary Item and tax (III-IV)		936.72	354.55
VI. Extraordinary Item			
Prior Period Item	22	0.00	25.86
VII Profit Before Tax (V-VI)		936.72	328.69
VIII Tax expense :			
(1) Current tax		246.68	89.88
(2) Deferred Tax		-0.66	-7.10
Profit (Loss) for the period (VI-VIII)		690.70	245.91
Earnings per equity share :			
(1) Basic		13.80	20.05
(2) Diluted		13.80	20.05

Accounting Policies & Notes on accounts
As per our report on even date attached
For Piyush Kothari & Associates
Chartered Accountant

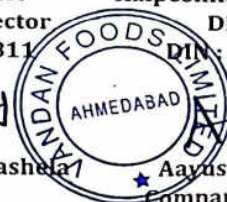
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For Vandan Foods Limited

huyff
Ca Piyush Kothari
Partner
M.No. : 158407
FRN No : 140711W
Place : Ahmedabad
Date : 26-07-2025
UDIN : 25158407BMJGDF3877



J. R. Patel *K. B. Thakkar*
Jitendra Patel Managing Director
DIN : 08205811
Kalpeshkumar Thakkar Director
DIN : 07825212
Vishvajitsinh Kashela *Aayushi N Bhatia*
Vishvajitsinh Kashela CFO
PAN : CTVPK6742H
Aayushi N Bhatia Company Secretary
PAN : BZTPB5872K



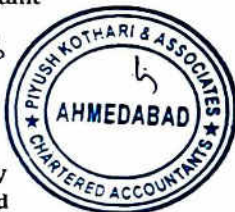
VANDAN FOODS LIMITED
(Formerly Known as VANDAN FOODS PRIVATE LIMITED)
CIN : U10402GJ2015PLC085394
Cash Flow Statement for the year ended 31st March, 2025

(Rs. In Lakhs)

Sr. No.	Particulars	F.Y. 2024-25		F.Y. 2023-24	
		Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)
A.	Cash flow from Operating Activities				
	Net Profit Before tax as per Statement of Profit & Loss		936.72		328.69
	Adjustments for:				
	Depreciation & Amortisation Exp.	19.51		11.02	
	Previous Year Taxes Written Off	-		25.86	
	Prior Period Expense	-			
	Interest Charges Paid	91.30			
			110.81		36.88
	Operating Profit before working capital changes		1,047.53		365.57
	Changes in Working Capital				
	Inventory	(2,258.84)		(312.95)	
	Trade receivable	(543.25)		(35.47)	
	Other Loans and advances receivable	(370.37)		113.86	
	Trade Payables	959.63		(17.06)	
	Other Current Liabilities and other assets	(6.35)		(60.06)	
	Short term Provisions	199.41		124.09	
			(2,019.78)		(187.60)
	Net Cash Flow from Operation		(972.25)		177.97
	Tax Provision		(246.68)		(89.88)
	Net Cash Flow from Operating Activities (A)		(1,218.93)		88.09
B.	Cash flow from Investing Activities				
	Purchase of Fixed Assets	(613.20)		(536.55)	
	Sale of Fixed Assets	-		-	
	Interest Income	-		-	
			(613.20)		(536.55)
	Net Cash Flow from Investing Activities (B)		(613.20)		(536.55)
C.	Cash Flow From Financing Activities				
	Proceeds From Issuance of share capital	-		465.00	
	Proceeds From long Term Borrowing (Net)	767.08		-	
	Short Term Borrowing (Net)	1,061.05		(39.47)	
	Interest Paid	(91.30)		-	
	Dividend paid (Including DDT)	-		-	
			1,736.83		425.53
	Net Cash Flow from Financing Activities (C)		1,736.83		425.53
D.	Net (Decrease)/ Increase in Cash & Cash Equivalents (A+B+C)		(95.30)		(22.92)
E.	Opening Cash & Cash Equivalents		98.80		121.72
F.	Cash and cash equivalents at the end of the period		3.50		98.80
G.	Cash And Cash Equivalents Comprise :				
	Cash		3.50		89.86
	Bank Balance :				
	Current Account		-		8.94
	Total		3.50		98.80

For Piyush Kothari & Associates
Chartered Accountant

Ca Piyush Kothari
Partner
M.No. : 158407
FRN No : 140711W
Place : Ahmedabad
Date : 26-07-2025
UDIN : 25158407BMJGDF3877



For Vandan Foods Limited

J. R. Patel
Jitendra Patel
Managing Director
DIN : 08205811

Vishvajitsinh Kashela
CFO
PAN : CTVPK6742H



Kalpeshkumar Thakkar
Director
DIN : 07825212

Aayushi N Bhatia
Company Secretary
PAN : BZTPB5872K

NOTES FORMING PART OF FINANCIAL STATEMENTS

Note 2 SHARE CAPITAL

Share Capital	As at 31st March 2025		As at 31st March 2024	
	Number	Amt. Rs.	Number	Amt. Rs.
Authorised				
Equity Shares of Rs. 10 each	8,500,000.00	850.00	3,500,000.00	350.00
Issued				
Equity Shares of Rs. 10 each	5,744,800.00	574.48	2,872,400.00	287.24
Subscribed & Paid up				
Equity Shares of Rs. 10 each fully paid	5,744,800.00	574.48	2,872,400.00	287.24
Total	5,744,800.00	574.48	2,872,400.00	287.24

Note 2.1 RECONCILIATION OF NUMBER OF SHARES

Particulars	Equity Shares		Equity Shares	
	Number	Amt. Rs.	Number	Amt. Rs.
Shares outstanding at the beginning of the year	2,872,400.00	287.24	136,400.00	13.64
Shares Issued during the year	2,872,400.00	287.24	2,736,000.00	273.60
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	5,744,800.00	574.48	2,872,400.00	287.24

Note 2.2 Details of Shares held by shareholders holding more than 5% of the aggregate shares in the co.

Name of Shareholder	As at 31st March 2025		As at 31st March 2024	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Kalpeshkumar Thakkar	2,010,800.00	35.00%	1,005,400.00	35.00%
Kalpesh kumar Thakkar HUF	990,000.00	17.23%	495,000.00	17.23%
Patel Rakeshkumar Rameshbhai	968,000.00	16.85%	484,000.00	16.85%
Jitendra Rameshbhai Patel	800,000.00	13.93%	400,000.00	13.93%
Jyotsanaben Jitendrabhai Patel	800,000.00	13.93%	400,000.00	13.93%

Note 3 RESERVE AND SURPLUS

Reserve and Surplus	As at 31st March 2025	As at 31st March 2024
a. Surplus		
Opening balance	323.76	77.85
(+) Net Profit/(Net Loss) For the current year	690.70	245.91
(-) Provision of Dividend		-
(+) Reversal Of Provision		-
Closing Balance	1,014.46	323.76
b. Securities Premium Account		
Opening balance	336.76	145.36
(+) Premium On Share Issued during the Year	-	379.80
(-) Utilized During the Year	287.24	188.40
Closing Balance	49.52	336.76
Total	1,063.98	660.52

Note 4 LONG TERM BORROWINGS

Particular	As at 31st March 2025	As at 31st March 2024
Secured*		
- BOI _ TERM LOAN_ 200476210000011	122.50	
- BOI_TERM LOAN_200470210000086	295.00	
- Vehicle Loan from BOI	24.58	
- BOI - (LOAN ACCOUNT-0476210000012)	325.00	
Total	767.08	-

Note 5 SHORT TERM BORROWINGS

Short Term Borrowings	As at 31st March 2025	As at 31st March 2024
(a) Secured		
- Cash Credit Account with Bank of India	944.94	
- Short term WC -Revolving Loan	70.00	
(b) Unsecured		
- Business Loan from Sammunati Finance	46.11	
- Loan from Director/ related parties	-	-
Sub-total (a)+ (b)	1,061.05	-
In case of continuing default as on the balance sheet date in repayment of loans and interest with respect to (a) & (b) above		
1. Period of default	-	-
2. Amount	-	-
Total	1,061.05	-



Annexure - A.5 & B.5 - *Disclosures and Details regarding Loans and Credit Facilities From Bank (Secured and Unsecured)

Long Term Borrowings (Secured and Unsecured)							
S.No.	Lender	Nature of Facility	Sanction Limit	Outstanding as on 31st March, 2023	Rate of Interest/Margin	Repayment Term	Collateral Security/ other Condition
1	Bank of India	Term Loan	150.00	122.50	9.10 % p.a.	Repayable in 60 Monthly Installments	Hypothecation of all current Assets of the company including stocks, b/d. Including Plant & Machinery purchase through Term Loan 1. EOM of Industrial property (Factory land & Building and construction thereon, freehold) situated at Survey No-2537/2/1, Near Sitapur Village, Dhinoj-Motap Road, At-Dhinoj, Taluka-Chanasma, Dist-Patan in the name of Vandan Foods Limited having admeasuring area of 7183 Sq. Mtr. vide sale deed having serial no. 467 as on 27.03.24 2. EOM of Industrial property (Factory land & Building and construction thereon, freehold) situated at Survey No-2537/2/1, Near Sitapur Village, Dhinoj-Motap Road, At-Dhinoj, Taluka-Chanasma, Dist-Patan
2	Bank of India	Vehicle Loan	24.58	24.58	8.95% p.a.	Repayable in 84 Monthly Installments	Hypothecation of New Car purchase Mahindra XUV 700 AX-7-L-AT-DSL 7 STR
3	Bank of India	Term Loan	300.00	295.00	9.10 % p.a.	Repayable in 60 Monthly Installments	Hypothecation of Proposed Plant & Machinery purchased through Term Loan 1. EOM of Industrial property (Factory land & Building and construction thereon, freehold) situated at Survey No-2537/2/1, Near Sitapur Village, Dhinoj-Motap Road, At-Dhinoj, Taluka-Chanasma, Dist-Patan in the name of Vandan Foods Limited having admeasuring area of 7183 Sq. Mtr. vide sale deed having serial no. 467 as on 27.03.24 2. EOM of Industrial property (Factory land & Building and construction thereon, freehold) situated at Survey No-2537/2/1, Near Sitapur Village, Dhinoj-Motap Road, At-Dhinoj, Taluka-Chanasma, Dist-Patan 3. EOM of Commercial office with part and parcel of land belongs to said office situated at Block No.-A, Office No-210, Second floor, Ashirwad Paras Shops & Offices Co-Operative Ser. Society limited, Old Survey No-913, TPS No-25, Final Plot No-9 sub Plot No-2, Vejalpur, Ahmedabad having admeasuring/carpet area of 1084.39 Sq. Ft. in the name of Mrs. Jyotsnaben Itendra Patel vide sale deed no-1263 as on 27.02.23 4. EOM of Commercial office with part and parcel of land belongs to said office situated at office no-503, 5th floor, along with parking facilities & right of use of common amenities & facilities in the scheme of Akal Associations known as "Wall Street I", TPS No-3/5, Final Plot No-579/P Private Sub Plot No-1, Opp. Orient Club, B/N. Hotel Fortune Park, Gujarat Collage, Road, Ellis Bridge, Ahmedabad having carpet area of 65.49 Aq. Ft. including 2.56 Sq. Mtr. Parking area in the name of Mrs. Jyotsnaben Itendra Patel vide sale deed no-3428 as on 19.03.22.
4	Bank of India	Working Capital Demand Loan	325.00	325.00	9.10 % p.a.	Repayable in 36 Installments	Hypothecation of all current Assets of the company including stocks, b/d. 1. EOM of Industrial property (Factory land & Building and construction thereon, freehold) situated at Survey No-2537/2/1, Near Sitapur Village, Dhinoj-Motap Road, At-Dhinoj, Taluka-Chanasma, Dist-Patan in the name of Vandan Foods Limited having admeasuring area of 7183 Sq. Mtr. vide sale deed having serial no. 467 as on 27.03.24 2. EOM of Industrial property (Factory land & Building and construction thereon, freehold) situated at Survey No-2537/2/1, Near Sitapur Village, Dhinoj-Motap Road, At-Dhinoj, Taluka-Chanasma, Dist-Patan 3. EOM of Commercial office with part and parcel of land belongs to said office situated at Block No.-A, Office No-210, Second floor, Ashirwad Paras Shops & Offices Co-Operative Ser. Society limited, Old Survey No-913, TPS No-25, Final Plot No-9 sub Plot No-2, Vejalpur, Ahmedabad having admeasuring/carpet area of 1084.39 Sq. Ft. in the name of Mrs. Jyotsnaben Itendra Patel vide sale deed no-1263 as on 27.02.23 4. EOM of Commercial office with part and parcel of land belongs to said office situated at office no-503, 5th floor, along with parking facilities & right of use of common amenities & facilities in the scheme of Akal Associations known as "Wall Street I", TPS No-3/5, Final Plot No-579/P Private Sub Plot No-1, Opp. Orient Club, B/N. Hotel Fortune Park, Gujarat Collage, Road, Ellis Bridge, Ahmedabad having carpet area of 65.49 Aq. Ft. including 2.56 Sq. Mtr. Parking area in the name of Mrs. Jyotsnaben Itendra Patel vide sale deed no-3428 as on 19.03.22.
Total			767.08				



Short Term Borrowing (Secured and Unsecured)								
Sr No.	Lender	Nature of Facility	Sanction Limit	Outstanding as on 31st March, 2025	Rate of Interest/Margin	Repayment Terms	Security/ Principal terms and conditions	Collateral Security/ other Condition
1	Bank of India	Cash Credit-Working Capital requirement	935*	944.94	9.10 % p.a.	On demand and Subject to Annual Renewal	Hypothecation of all current Assets of the company including stocks, b/d. Including Plant & Machinery purchase through Term Loan	1. EQM of Industrial property (Factory land & Building and construction thereon, freehold) situated at Survey No-2537/2/1, Near Sitapur Village, Dhinoj-Motap Road, At-Dhinoj, Taluka-Chanasma, Dist-Patan in the name of Vandan Foods Limited having admeasuring area of 7183 Sq. Mtr. vide sale deed having serial no. 467 as on 27.03.24 2. EQM of Industrial property (Factory land & Building and construction thereon, freehold) situated at Survey No-2537/2/1, Near Sitapur Village, Dhinoj-Motap Road, At-Dhinoj, Taluka-Chanasma, Dist-Patan
2	Samunnati Finance Pvt. Ltd.	Short Term WC- Revolving Loan	70.00	70.00	19 % p.a.	On demand and Subject to Annual Renewal	Hypothecation of stocks and b/d. of the company	—
3	Samunnati Finance Pvt. Ltd.	Business Loan	50.00	46.11	18 % p.a.	Repayable in 12 Installments	—	—
Total				1,061.05				

*NOTE:- Rs.7.50 Crore Sanctioned as on dt. 20.04.2024 and Rs. 1.85 Crore Sanctioned as on dt. 21.12.2024



Note 6 TRADE PAYABLES

Particular	As at 31st March 2025	As at 31st March 2024
(i) Total outstanding dues of micro enterprises and small enterprises	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	-	-
Less than 01 Years	959.63	-
01-02 Years	-	-
02-03 Years	-	-
More than 3 Years	-	-
Total	959.63	-

Note 7 SHORT TERM PROVISIONS

Particular	As at 31st March 2025	As at 31st March 2024
(a) Provision for employee benefits		
(i) Salary & Wages Payable	6.18	-
(b) Others (specify nature)		
(i) Provision for Audit Fees	3.40	-
(ii) Provision for Gratuity	1.87	-
(iii) Provision for Power & Fuel Expense	4.01	-
(iv) Professional fees payable	1.00	45.00
(v) Income Tax Provision 24-25	246.68	23.50
(vi) Income Tax Provision 23-24	89.88	89.88
(vii) Provision for CSR Expense	2.12	-
(viii) Provision of Tax	2.65	-
Total	357.79	158.38

Note 8 OTHER CURRENT LIABILITIES

Particular	As at 31st March 2025	As at 31st March 2024
a. Advance received From Customer	5.00	6.21
b. Others		
GST Payable	0.19	22.78
TDS Payable	5.68	7.36
Creditors for Capital goods	3.33	68.20
Creditors for Expense	26.47	-
Other Liabilities	58.50	0.98
Total	99.17	105.52



NOTES FORMING PART OF FINANCIAL STATEMENTS

Note 9 Property, Plant & Equipment

	Fixed Assets	Gross Block				Accumulated Depreciation				Net Block		
		Balance as at 1 April 2024	Additions	Disposal/ Adjustment	Balance as at 31 March 2025	Balance as at 1 April 2024	Amount Charged to Reserves	Depreciation charge for the year	Deductions/ Adjustments	Balance as at 31 March 2025	Balance as at 31 March 2025	Balance as at 1 April 2024
(a)	Tangible Assets											
	Land	491.03	-	-	491.03	-	-	-	-	-	491.03	491.03
	Building	41.07	-	-	41.07	0.05	-	3.90	-	3.95	37.12	41.02
	Computer	1.78	-	-	1.78	0.76	-	0.64	-	1.40	0.38	1.02
	Furniture	74.15	-	-	74.15	45.80	-	7.34	-	53.14	21.01	28.35
	Office Equipment	0.81	-	-	0.81	0.51	-	0.13	-	0.65	0.16	0.29
	Electrical Installation and Equipmen	0.85	-	-	0.85	0.38	-	0.12	-	0.50	0.35	0.47
	Plant & Machinery	2.13	39.67	-	41.80	0.11	-	5.24	-	5.35	36.45	2.02
	Motor Car	-	26.74	-	26.74	-	-	2.13	-	2.13	24.61	-
	Sub-total (a)	611.81	66.41	-	678.22	47.61	-	19.51	-	67.12	611.11	564.20
(b)	Plant & Machinery Capital WIP	-	546.79	-	546.79	-	-	-	-	-	546.79	-
	Sub-total (b)	-	546.79	-	546.79	-	-	-	-	-	546.79	-
	Total (a) + (b)	611.81	613.20	-	1,225.02	47.61	-	19.51	-	67.12	1,157.90	564.20



Note 10 INVENTORIES

Particular	As at 31st March 2025	As at 31st March 2024
a. Raw Materials and components (Valued at Lower of Cost or NRV as per FIFO Method)	806.54	336.53
b. Work-in-progress (Valued At Estimated Cost)	-	4.50
c. Finished goods (Valued At Lower of Cost or NRV)	1,945.45	152.11
Total	2,751.99	493.15

Note 11 TRADE RECEIVABLES

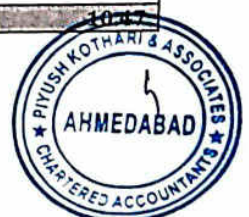
Particular	As at 31st March 2025	As at 31st March 2024
Undisputed Trade Receivable - Cosidered good		
Less than 6 Months	583.73	40.47
6 Months - 1 Years	-	-
01-02 Years	-	-
02-03 Years	-	-
More than 3 Years	-	-
Undisputed Trade Receivable - Cosidered doubtful	-	-
disputed Trade Receivable - Cosidered good	-	-
disputed Trade Receivable - Cosidered doubtful	-	-
Total	583.73	40.47

Note 12 CASH AND CASH EQUIVALENTS

Particular	As at 31st March 2025	As at 31st March 2024
a. Balances with banks	-	-
- Bandhan Bank	-	8.94
b. Cash on hand*	3.50	89.86
Total	3.50	98.80

Note 13 SHORT TERM LOANS AND ADVANCES

Particular	As at 31st March 2025	As at 31st March 2024
(Unsecured and Considered Good)		
a. Balance with Government Authorities	175.11	10.32
b. Loan and Advance to Director / Related Parties	-	-
c. Others	190.34	-
d. Deposit		
Rent Deposit	0.15	0.15
SECURITY DEPOSIT UGVCL	15.25	-
Total	380.84	10.47



Note 14 REVENUE FROM OPERATIONS

Revenue From Operations	For the year ended 31st March 2025	For the year ended 31st March 2024
Sale of Goods	10,773.16	4,794.21
Sale of Service	46.61	78.83
Total	10,819.77	4,873.04

Note 14.1 PARTICULARS OF SALE OF GOODS AND SERVICES

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Sale of products	10,773.16	4,794.21
Sale of Services		
Commission Income	46.61	78.83
	-	-
Total	10,819.77	4,873.04

Note 15 COST OF MATERIAL CONSUMED

Particular	For the year ended 31st March 2025	For the year ended 31st March 2024
Opening Stock Raw Materials	336.53	-
Add:- Purchase of Raw Materials	10,377.29	3,893.94
Closing Stock of Raw Materials	794.83	336.53
Cost of Raw Materials Consumed	9,918.99	3,557.40

Note 16 PARTICULARS OF PURCHASE OF STOCK IN TRADE

Particular	For the year ended 31st March 2025	For the year ended 31st March 2024
Purchase of Goods	1,214.45	591.50
Total	1,214.45	591.50

Note 17 Changes in inventories of finished goods work-in-progress and Stock-in-Trade

Particular	For the year ended 31st March 2025	For the year ended 31st March 2024
Inventories at the end of the year		
Finish Goods	1,945.45	152.11
Consumables & Packing material	11.71	4.50
Inventories at the beginning of the year		
Finish Goods	152.11	180.20
Consumables & Packing material	4.50	-
Net(Increase)/decrease	(1,800.54)	23.59

Note 18 EMPLOYEE BENEFITS EXPENSES

Particular	For the year ended 31st March 2025	For the year ended 31st March 2024
(a) Salaries and Wages	59.15	41.57
(b) Directors Remuneration	16.60	
(c) Contribution to Provident Fund and Other Fund		
(i) Provident fund & ESIC	3.05	0.34
(ii) ESIC Contribution	0.32	0.05
(iii) Gratuity	1.87	
Total	80.99	41.96



Note 19 Finance Cost

Particular	For the year ended 31st March 2025	For the year ended 31st March 2024
Bank Interest - CC & Others	91.30	
Total	91.30	

Note 20 DEPRECIATION & AMORTISATION

Particular	For the year ended 31st March 2025	For the year ended 31st March 2024
Depreciation	19.51	11.02
Total	19.51	11.02

Note 21 OTHER EXPENSES

Particular	For the year ended 31st March 2025	For the year ended 31st March 2024
Manufacturing Expenses		
Biokhol Purchase Exp	41.32	6.92
Power & Fuel -Electricity Charges	57.51	33.62
Lab Testing Expense	1.57	0.72
Machinery Operating Expense	12.39	8.72
Oil Mill Worker and Labour Expense	23.60	43.71
Oil Mill Maintenance Expense	17.20	11.54
Selling & Distribution Expenses		
Brokerage Charges	4.28	2.09
Packing Expenses	12.20	10.01
Transport Expense	49.51	43.28
Administrative Expenses		
Accounting Charges	-	0.42
Auditors Remuneration	3.40	3.00
Bank Charges	1.15	0.03
Conveyance & Petrol Exp	1.74	3.96
Insurance Expense	5.54	2.28
IPO Professionals Charges	30.00	50.58
Legal Fees & Issue Related Charges	26.11	2.20
Misc. Expenses	1.65	1.40
Electricity Expense - Office	1.54	-
Office Expense	1.24	6.73
Refreshment Charges	2.12	1.70
Rent Expense	14.16	54.48
Loan, Stamps & Mortgage Charges	37.95	4.06
Stationary & Printing	0.17	1.08
Internet Charges	0.43	-
Consultancy Charges -	1.49	
Municipal Tax Expense	0.24	
Corporate Social Responsibility Expense	2.12	-
GST Expense	6.24	
TDS Expense	1.49	0.49
Total	358.35	293.02

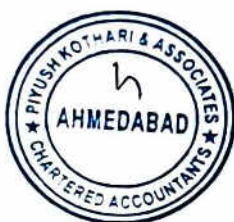


Note 21.1 PAYMENT TO AUDITORS AS :

Particular	For the year ended 31st March 2025	For the year ended 31st March 2024
a. auditor	3.40	3.00
b. for taxation matters	-	-
c. for company law matters	-	-
d. for management services	-	-
e. for other services	-	-
f. for reimbursement of expenses	-	-
Total	3.40	3.00

Note 22 PRIOR PERIOD ITEMS

Particular	For the year ended 31st March 2025	For the year ended 31st March 2024
Rectification of Depreciation in previous years	-	25.86
Total	-	25.86



VANDAN FOODS LIMITED (Formerly known as VANDAN FOODS PRIVATE LIMITED)
ANNEXURES FORMING PART OF THE FINANCIAL STATEMENTS
DETAILS OF CONTINGENT LIABILITIES & COMMITMENTS -

ANNEXURE -1
(₹ In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
I. Contingent Liabilities		
(a) Claim against the company not acknowledged as debt	NIL	NIL
(b) On account of guarantees excluding financial guarantee	NIL	NIL
(c) Other money for which it is contingently liable	NIL	NIL
II. Commitments		
(a) Estimated amount of contracts remaining to be executed on Capital Account and not provided for (net of advances)	NIL	NIL
(b) uncalled liability on shares and other investments partly paid	NIL	NIL
(c) other commitments	NIL	NIL

MINIMUM LEASE PAYMENTS IN RESPECT OF THIS ASSET ARE AS UNDER LEASE

ANNEXURE -2
(₹ In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
A) Total of Future Minimum lease payment under non-cancellable operating lease for the following period.		
Not later than one year	NIL	NIL
Later than one year and not later than five years	NIL	NIL
B) Lease payment recognised in Statement of Profit & Loss	NIL	NIL

DUES OF SMALL ENTERPRISES AND MICRO ENTERPRISES

ANNEXURE -3
(₹ In Lakhs)

Particulars	As at March 31, 2025 ₹	As at March 31, 2024 ₹
(a) Dues remaining unpaid to any supplier at the end of each accounting year		
-Principal	NIL	NIL
-Interest on the above	NIL	NIL
(b) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	NIL	NIL
(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 the Micro, Small and Medium Enterprises Development Act, 2006.	NIL	NIL
(d) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	NIL	NIL

DISCLOSURE UNDER AS-19 - Not Applicable

ANNEXURE -4
(₹ In Lakhs)

a. Reconciliation of Minimum Lease Payments at the balance sheet date and their present value:

Particulars	As at March 31, 2025		
	not later than one year	later than one year and not later than five years	later than five years
	₹	₹	₹
Minimum Lease Payments	-	-	-
Present Value of Minimum Lease Payments	-	-	-

CORPORATE SOCIAL RESPONSIBILITY

ANNEXURE -5
(₹ In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
1. Amount required to be spent by the company	2.12	N.A	N.A
2. Amount of Expenditure incurred	-	N.A	N.A
3. Short Fall at the end of the year	-	N.A	N.A
4. Total of Previous year shortfall amounts	N.A	N.A	N.A
5. Reason of Shortfall	N.A	N.A	N.A
6. Nature of CSR activities	N.A	N.A	N.A
7. Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard	NIL	N.A	N.A
8. Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately	N.A	N.A	N.A
9. Excess amount spent as per the sec 135 (5) of the act	-	N.A	N.A
10. Carry Forward	2.12	N.A	N.A

Note 1 : Movement of CSR Provision

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Opening provision for the year / period	-	N.A	N.A
Add : Provision for the year / period	2.12	N.A	N.A
less : Paid during the year / period	-	N.A	N.A
Shortfall at the end of the year / period	-	N.A	N.A



ANNEXURE -6
(Amount in Lakhs)

The following table sets out the status of the Gratuity Scheme in respect of employees of the Company:

Particulars	Period Ended 31st March, 2025	Year Ended 31st March, 2024
Projected Benefit Obligation	1.87	-
Funding Status	Non -Funded	-
Fund Balance	-	-
Current Liability	0.00	-
Non Current Liability	1.87	-

The actuarial assumptions used in accounting for the gratuity plan were as follows:

Particulars	Period Ended 31st March, 2025	Year Ended 31st March, 2024
Demographic Assumption:		
Mortality Rate	Indian Assured Lives Mortality (2012-14) Ult.	Indian Assured Lives Mortality (2012-14) Ult.
Retirement Age	60	60
Attrition Rate	5% to 1%	5% to 1%
Financial Assumption:		
Salary Escalation Rate	7.00%	7.00%
Discount Rate	6.85%	7.25%

Expenses Recognized in the Statement of Profit or Loss for Current Period

Current Service Cost	1.12	-
Net Interest Cost	0.07	-
Actuarial (Gains)/Losses*-(due to change in Financial assumption)	0.68	-
Past Service Cost	-	-
(Expected Contributions by the Employees)	-	-
(Gains)/Losses on Curtailments And Settlements	-	-
Net Effect of Changes in Foreign Exchange Rates	-	-
Change in Asset Ceiling	-	-
Expenses Recognized in the Statement of Profit or Loss	1.87	-

The actuarial assumptions used in accounting for the gratuity plan were as follows:

Particulars	Period Ended 31st March, 2025	Year Ended 31st March, 2024
Demographic Assumption:		
Mortality Rate	Indian Assured Lives Mortality (2012-14) Ult.	Indian Assured Lives Mortality (2012-14) Ult.
Attrition Rate	60	60
Retirement Age	5% to 1%	5% to 1%
Financial Assumption:		
Salary Escalation Rate	7.00%	7.00%
Discount Rate	6.85%	7.25%



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note: - 1 Significant accounting policies:

❖ **Corporate Information**

Vandan Foods Limited is a Limited Company, incorporated under the provisions of Companies Act, 2013 and having CIN : U15137GJ2015PLC085394. Vandan Foods Limited (Formerly known as Vandan Foods Pvt. Ltd.) was incorporated on 15/12/2015. Company is primarily engaged in manufacture and Trading of Castor Oil, Castor Oil Cake, Castor Dry Oil Cake and Spent. Company is having its place of business at 503, Wall Street-1, Opp. Orient Club, Nr. Gujarat College, Ahmedabad, Gujarat-380006 and Manufacturing unit at Survey No-2554/2 and Survey No-2537/2/1, Nr. Sitapur Village, Motap-Dhinoj Road, Dhinoj, Ta.-Chanasma, Dist.-Patan-384225. The factory structure consists of Plant & Machineries, Shed, Warehouse for Storage, Admin Office, Dispatch Section, Laboratory Room, Security Cabin etc. The key material used for manufacturing of Castor Oil, Castor Oil Cake, Castor Dry oil Cake and Spent is The Castor Seeds. The materials are available easily from local market as well as agents for materials. Their will possibilities for entering into long term contracts with the suppliers to ensure seamless availability raw material. The Company is also engaged in trading of Agriculture Produces.

❖ **Basis of preparation of financial statements**

a. Accounting Convention: -

These financial statements of the Company have been prepared in accordance with Generally Accepted Accounting Principles in India ("Indian GAAP"). Indian GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with the Rule 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared on an accrual basis and under the Historical Cost Convention. And the Companies (Accounting Standards) Amendment Rules 2016 and the relevant provisions of the Companies Act, 2013.

b. Functional and Presentation Currency

The functional and presentation currency of the company is Indian rupees. This financial statement is presented in Indian rupees.

All amounts disclosed in the financial statements and notes are rounded off to Lakhs the nearest INR rupee in compliance with Schedule III of the Act, unless otherwise stated.

Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute figures.



c. Use of Estimates and Judgments

The preparation of financial statement in conformity with accounting standard requires the Management to make estimates, judgments, and assumptions. These estimates, judgments and assumptions affects the application of accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of financial statement and reported amounts of revenue and expenses during the period. Accounting estimates could change from period to period. Actual result could differ from those estimates. As soon as the Management is aware of the changes, appropriate changes in estimates are made. The effect of such changes are reflected in the period in which such changes are made and, if material, their effect are disclosed in the notes to financial statement.

Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in future periods affected.

d. Current and Non – Current Classification

An asset or a liability is classified as Current when it satisfies any of the following criteria:

- i. It is expected to be realized / settled, or is intended for sales or consumptions, in the Company's Normal Operating Cycle;
- ii. It is held primarily for the purpose of being traded.
- iii. It is expected to be realized / due to be settled within twelve months after the end of reporting date;
- iv. The Company does not have an unconditional right to defer the settlement of the liability for at least twelve months after the reporting date.

All other assets and liabilities are classified as Non – Current.

For the purpose of Current / Non – Current classification of assets and liabilities, the Company has ascertained its operating cycle as twelve months. This is based on the nature of services and the time between the acquisition of the assets or liabilities for processing and their realization in Cash and Cash Equivalents.

❖ Basis of Preparation

a) Property, Plant & Equipment and Intangible Assets:-

- i. The company has adopted Cost Model to measure the gross carrying amount of Property Plant & Equipment.



VANDAN FOODS LIMITED

Year ended 31st March 2025

-
- ii. Tangible Property Plant & Equipment are stated at cost of acquisition less accumulated depreciation. Cost includes the purchase price and all other attributable costs incurred for bringing the asset to its working condition for intended use.
 - iii. Intangible assets are stated at the consideration paid for acquisition and customization thereof less accumulated amortization.
 - iv. Cost of fixed assets not ready for use before the balance sheet date is disclosed as Capital Work in Progress.
 - v. Cost of Intangible Assets not ready for use before the balance sheet date is disclosed as Intangible Assets under Development.

b) Depreciation / Amortisation : -

Depreciation has been provided under Written Down Value Method as per the useful life prescribed under schedule II of the Companies Act, 2013 on single shift and Pro Rata Basis to result in a more appropriate preparation or presentation of the financial statements.

In respect of assets added/sold during the year, pro-rata depreciation has been provided at the rates prescribed under Schedule II.

c) Impairment of Assets:-

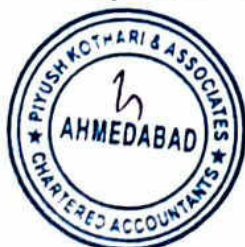
An asset is treated as impaired when the carrying cost of an asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior period is reversed if there has been a change in the estimate of the recoverable amount.

d) Investments:-

- Long term investments are stated at cost. Provision for diminution in the value of long-term investment is made only if such decline is other than temporary.
- Current investments are stated at lower of cost or market value. The determination of carrying amount of such investment is done on the basis of specific identification.

e) Government Grants and Subsidies:-

The Company is entitled to receive any subsidy from the Government authorities or any other authorities in respect of manufacturing or other facilities are dealt as



VANDAN FOODS LIMITED

Year ended 31st March 2025

follows:

- Grants in the nature of subsidies which are non - refundable are credited to the respective accounts to which the grants relate, on accrual basis, where there is reasonable assurance that the Company will comply with all the necessary conditions attached to them.
- Grants in the nature of Subsidy which are Refundable are shown as Liabilities in the Balance Sheet at the Reporting date.

f) Valuation of Inventory :-

Inventories of the raw material, work-in-progress, finished goods, packing material, stores and spares, components, consumables and stock in trade are carried at lower of cost and net realizable value. However, raw material and other items held for use in production of inventories are not written down below cost if the finished goods in which they will be incorporated are expected to be sold at or above cost. The comparison of cost and net realizable value is made on an item by item basis. Cost of inventories included the cost incurred in bringing the each product to its present location and conditions are accounted as follows:

- 2) **Stock in Trade:-** Cost included the purchase price and other direct or indirect costs incurred in bringing the inventories to their present location and conditions. Cost is determined on "FIFO Method".

All other inventories of stores and spares, consumables, project material at site are valued at cost. The stock of waste or scrap is valued at net realizable value.

"Net Realizable Value" is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated cost necessary to make the sales of the products.

g) Revenue Recognition :-

Revenue is recognized when it is probable that economic benefit associated with the transaction flows to the Company in ordinary course of its activities and the amount of revenue can be measured reliably, regardless of when the payment is being made. Revenue is measured at the fair value of consideration received or receivable, taking into the account contractually defined terms of payments, net of its returns, trade discounts and volume rebates allowed.

Revenue includes only the gross inflows of economic benefits, including the excise duty, received and receivable by the Company, on its own account. Amount collected on behalf of third parties such as sales tax, value added tax and goods and service tax (GST) are excluded from the Revenue.

Sale of goods is recognized at the point of dispatch of goods to customers, sales are



VANDAN FOODS LIMITED

Year ended 31st March 2025

exclusive of Sales tax, Vat, GST and Freight Charges if any. The revenue and expenditure are accounted on a going concern basis.

Interest Income is Recognized on a time proportion basis taking into account the amount outstanding and the rate applicable i.e. on the basis of matching concept..

Dividend from investments in shares / units is recognized when the company.

As per a recent ICAI opinion, the benefit of DEPB is recognized in the year of export itself, provided no uncertainty exists, Other items of Income are accounted as and when the right to receive arises.

h) Accounting for effects of changes in foreign exchange rates :-

Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transactions.

Any income or expenses on account of exchange difference either on settlement or on Balance sheet Valuation is recognized in the profit and loss account except in cases where they relate to acquisition of fixed assets in which case they are adjusted to the carrying cost of such assets.

Foreign currency transactions accounts are given in the notes of accounts.

Commodity Hedging: - The realized gain or loss in respect of commodity hedging contracts, the principal period of which has expired during the year, is recognized in profit and loss account. In respect of contracts, that are outstanding as on date of Balance sheet are valued at prevailing market price and the resultant loss, if any, is provided.

i) Related Party Disclosure :-

The Disclosures of Transaction with the related parties as defined in the related parties as defined in the Accounting Standard are given in notes of accounts.

j) Cash flow:-

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals of past or future cash receipts and payments. The cash flows from regular operating, investing and financing activities of the company are segregated.

k) Earnings Per Share :-

The Company reports the basic and diluted Earnings per Share (EPS) in accordance with Accounting Standard 20, "Earnings per Share". Basic EPS is computed by dividing the Net Profit or Loss attributable to the Equity Shareholders for the year by the weighted average number of equity shares outstanding during the year. Diluted EPS is computed by dividing the Net Profit or Loss attributable to the Equity Shareholders for



VANDAN FOODS LIMITED

Year ended 31st March 2025

the year by the weighted average number of Equity Shares outstanding during the year as adjusted for the effects of all potential Equity Shares, except where the results are Anti - Dilutive.

The weighted average number of Equity Shares outstanding during the period is adjusted for events such a Bonus Issue, Bonus elements in right issue, share splits, and reverse share split (consolidation of shares) that have changed the number of Equity Shares outstanding, without a corresponding change in resources.

l) Taxes on Income :-

1. Current Tax: -

Provision for current tax is made after taken into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

2. Deferred Taxes:-

Deferred Income Tax is provided using the liability method on all temporary difference at the balance sheet date between the tax basis of assets and liabilities and their carrying amount for financial reporting purposes.

- I. Deferred Tax Assets are recognized for all deductible temporary differences to the extent that it is probable that taxable profit will be available in the future against which this items can be utilized.
- II. Deferred Tax Assets and liabilities are measured at the tax rates that are expected to apply to the period when the assets is realized or the liability is settled, based on tax rates (and the tax) that have been enacted or enacted subsequent to the balance sheet date.

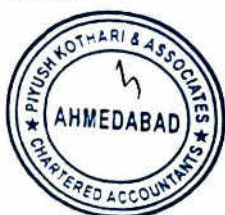
m) Discontinuing Operations :-

During the year the company has not discontinued any of its operations.

n) Provisions Contingent liabilities and contingent assets:-

A provision is recognized if, as a result of a past event, the Company has a present legal obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as Contingent Liability.

A disclosure for a Contingent Liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.



VANDAN FOODS LIMITED

Year ended 31st March 2025

Possible obligation that arises from the past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation is reported as Contingent Liability. In the rare cases, when a liability cannot be measured reliably, it is classified as Contingent Liability. The Company does not recognize a Contingent Liability but disclosed its existence in the standalone financial statements.

o) Event after Reporting Date:-

Where events occurring after the Balance Sheet date provide evidence of condition that existed at the end of 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.

❖ Additional Regulatory Information as per Para Y of Schedule III to Companies Act, 2013:

- The previous year's figures have been reworked, regrouped, and reclassified wherever necessary. Amounts and other disclosures for the preceding year are included as an integral part of the current annual financial statements and are to be read in relation to the amounts and other disclosures relating to the current financial year.
- The Company has not revalued its Property, Plant and Equipment for the current year.
- The Company have Rs. 546.79 Crore Capital WIP assets under development.
- There is no Intangible assets under development in the current year.
- Credit and Debit balances of unsecured loans, Trade Payables, sundry Debtors, loans and Advances are subject to confirmation and therefore the effect of the same on profit could not be ascertained.
- The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.



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- No proceeding has been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988, as amended, and rules made thereunder.
- The company has not been declared as willful defaulter by any bank or financial institution or government or government authority.
- The Company has not advanced or loaned to or invested in funds to any other person(s) or entity(is), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - a. directly or indirectly lend to 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
- The Company has not received any fund from any person(s) or entity(is), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall
 - a. directly or indirectly lend to 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.
- The company does not have transaction with the struck off under section 248 of companies act, 2013 or section 560 of Companies act 2013.
- The company is in compliance with the number of layers prescribed under clause (87) of section 2 of company's act read with companies (restriction on number of layers) Rules, 2017.



VANDAN FOODS LIMITED

Year ended 31st March 2025

❖ **Earnings Per Share**

Particulars	Year Ended on 31 st March, 2025 (Rs. In Lakhs)	Year Ended on 31 st March, 2024 (Rs. In Lakhs)
Profit / (Loss) after tax attributable to Equity Shareholders (A)	690.70	245.91
Weighted Number of Equity Share outstanding During the year (B) (In Nos.)	50,05,059	12,26,383
Basic Earnings Per Share for each Share of Rs.10/- (A) / (B)	13.80	20.05

❖ **Related Parties Transactions: -**

Details of related party transactions during the year ended 31st March, 2025 and Year ended 31st March 2024 and balances outstanding as at 31st March, 2025 and 31st March 2024 are given below :

Sr No.	Names of related parties	Designation & Relationship
1	Kalpeshkumar Thakkar	Promoter & Executive Director
2	Rakeshkumar Patel	Promoter, Chairman & Non Executive Director
3	Jitendra Patel	Promoter & Managing Director
4	Kalpeshkumar Thakkar HUF	Promoter & Relative of Director
5	Jyotsana Jitendra Patel	Promoter & Relative of Director
6	Aayushi Bhatia	Company secretary
7	Vishvajitsinh Kashela	Chief Financial Officer
8	K T Associates	Relative of Director

Details of related party transactions during the year

(Rs. In Lakhs)

Sr No.	Particulars	Transaction For Year Ended On 31-03-2025	Transaction For Year Ended On 31-03-2024
1	Remuneration/Salary		
	Kalpeshkumar Thakkar	-	3.00
	Rakeshkumar Patel	4.00	3.83
	Jitendra Patel	12.00	3.00
	Aayushi Bhatia	1.80	0.15



VANDAN FOODS LIMITED

Year ended 31st March 2025

	Vishvajitsinh Kashela	4.80	2.80
2	Unsecured Loan Taken Jitendra Patel	11.89	-
3	Unsecured Loan Repaid Kalpeshkumar Thakkar Jitendra Patel	- 11.89	39.47 -
4	Loan & advances Given Kalpeshkumar Thakkar HUF Jitendra Patel	- -	4.00 7.30
	Kalpeshkumar Thakkar	1.50	-
	KT Associates	-	3.71
5	Loan & advances Taken Back (Repayment Received) Kalpeshkumar Thakkar HUF Kalpeshkumar Thakkar Jitendra Patel	- 1.50 -	12.50 - 7.30
	KT Associates	-	3.71
6	Labour Charges		
7	Other Expenses Jyotsana Jitendra Patel-Rent Exps.	2.16	2.16
8	Professional Fees	-	-
9	Rental Income	-	-
10	Advance to Suppliers	-	-
11	Purchase	-	-
12	Purchase (Capital Goods)	-	-
13	Sales K T Associates	20.00	-
14	Sale (Capital Goods)	-	-
15	Deposit Received (Repaid)	-	-
16	Reimbursement Jyotsana Jitendra Patel (Municipal Tax Received & Repaid back)	0.25	-



VANDAN FOODS LIMITED

Year ended 31st March 2025

Details of Balance Outstanding at the end of Year

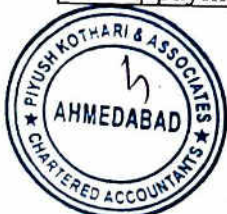
(Rs. In Lakhs)

Sr No.	Particulars	Transaction For Year Ended On 31-03-2025	Transaction For Year Ended On 31-03-2024
1	Unsecured Loan	-	-
2	Trade Receivables	-	-
3	Salaries/Director Remuneration Payable Rakeshkumar Patel Aayushi Bhatia	4.00 0.15	-
4	Trade payables	-	-
5	Reimbursement Payable	-	-
6	Rent Payable Jyotsana Jitendra Patel-Rent Exps.	0.72	-

❖ **Notes forming part of accounts in relation to Micro and small enterprise**

Based on information available with the company, on the status of the suppliers being Micro or small enterprises, on which the auditors have relied, the disclosure requirements of Schedule III to the Companies Act, 2013 with regard to the payments made/due to Micro and small Enterprises are given below :

Sr. No.	Particulars	Year Ended on 31 st March 2024		Year Ended on 31 st March 2023	
		Principal	Interest	Principal	Interest
I	Amount due as at the date of Balance sheet	Nil	Nil	Nil	Nil
ii	Amount paid beyond the appointed date during the year	Nil	Nil	Nil	Nil
iii	Amount of interest due and payable for the period of delay in making payments of principal	Nil	Nil	Nil	Nil



VANDAN FOODS LIMITED

Year ended 31st March 2025

	during the year beyond the appointed date				
iv	The amount of interest accrued and remaining unpaid as at the date of Balance sheet	Nil	Nil	Nil	Nil

The company has initiated the process of obtaining the confirmation from suppliers who have registered themselves under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) but has not received the same in totality. The above information is compiled based on the extent of responses received by the company from its suppliers.

❖ Statement of Shares Held By Promoters At the End of the Year

Sr. No.	Promoter Name	No. of Shares 2024-25	% of Total Shares	No. of Shares 2023-24	% of Total Shares	% Changes During the Year
1	Kalpeshkumar Thakkar	2010800	35.00%	10,05,400	35.00%	0.00%
2	Kalpesh kumar Thakkar HUF	990000	17.23%	4,95,000	17.23%	0.00%
3	Patel Rakeshkumar Rameshbhai	968000	16.85%	4,84,000	16.85%	0.00%
4	Jitendra Rameshbhai Patel	800000	13.93%	4,00,000	13.93%	0.00%
5	Jyotsanaben Jitendrabhai Patel	800000	13.93%	4,00,000	13.93%	0.00%



VANDAN FOODS LIMITED

Year ended 31st March 2025

❖ Significant Ratios:

Sr. No.	Particulars	Year Ended 31st March, 2025	Year Ended 31st March, 2024	% Change
		1	2	(1-2)/(2)
1	<u>Current Ratio (in times)</u>			
	Current Assets	3,720.06	642.89	
	Current Liabilities	2,477.63	263.90	
	Current Ratio	1.50	2.44	-38.52%
2	<u>Debt-Equity Ratio (in times)</u>			
	Total Debts	1,828.13	-	
	Share Holder's Equity + RS	1,638.46	947.02	
	Debt-Equity Ratio	1.12	-	N.A.
3	<u>Debt Service Coverage Ratio (in times)</u>			
	Earnings available for debt service	1,047.52	364.56	
	Interest+Installment	102.95	-	
	Debt Service Coverage Ratio	10.18	-	N.A.
4	<u>Return on Equity Ratio (in %)</u>			
	Net After Tax profit	690.70	245.91	
	Average Share Holder's Equity	1,293.11	592.31	
	Return on Equity Ratio	53.41%	41.52%	28.64%
5	<u>Inventory Turnover Ratio (in times)</u>			
	Cost of Goods Sold	9,332.90	4,172.50	
	Average Inventory	1,622.57	336.68	
	Inventory turnover ratio	5.75	12.39	-53.59%
6	<u>Trade Receivables Turnover Ratio (in times)</u>			
	Net Credit Sales	10,819.77	4,873.04	
	Average Receivable	312.10	22.74	
	Trade Receivables Turnover Ratio	34.67	214.34	-83.82%
7	<u>Trade Payables Turnover Ratio (In Times)</u>			
	Credit Purchase	11,591.74	4,485.45	
	Average Payable	479.81	-	
	Trade Payables Turnover Ratio	24.16	-	NA



VANDAN FOODS LIMITED

Year ended 31st March 2025

8 <u>Net Capital Turnover Ratio (In Times)</u>			
Revenue from Operations	10,819.77	4,873.04	
Net Working Capital	1,242.43	378.85	
Net capital turnover ratio	8.71	12.86	-32.27%
9 <u>Net Profit ratio (in %)</u>			
Net Profit	690.70	245.91	
Sales	10,819.77	4,873.04	
Net Profit ratio	6.38%	5.05%	26.34%
10 <u>Return on Capital employed (in %)</u>			
Earning Before Interest and Taxes	1,028.01	354.55	
Capital Employed	2,405.55	943.20	
Return on Capital employed	42.74%	37.59%	13.70%
11 <u>Return on investment. (in %)</u>			
Return	NA	NA	NA
Investments	NA	NA	NA
Return on investment	NA	NA	NA

*** Reason for variance**

- 1 Current ratio**
Current ratio has decreased due to increase in short-term borrowings to meet operational needs.
- 2 Debt-Equity Ratio (in times)**
Comparision is not Applicable because in F.Y. 2023-24 Ratio is nullified due to no any debt outstanding.
- 3 Debt Service Coverage Ratio (in times)**
Comparision is not Applicable because in F.Y. 2023-24 Ratio is nullified due to no any debt outstanding.
- 4 Return on Equity Ratio (in %)**
Return on Equity Ratio is increase due to increase in Net Profit and improvement in Operational Efficiency.
- 5 Inventory Turnover Ratio (in times)**
Average inventory has Increase, therefore Inventory turnover ratio Decreased to 5.75 times.
- 6 Trade Receivables Turnover Ratio (in times)**
Average Trade Receivables has Increase, due to increase in the Sales therefore Trade Receivables Turnover ratio Decreased to 34.67 times.
- 7 Trade Payables Turnover Ratio (In Times)**
Comparision is not Applicable because in F.Y. 2023-24 Ratio is nullified due to no any Trade Paybles outstanding.
- 8 Net Capital Turnover Ratio (In Times)**
Net Working Capital has Increase, therefore Net Capital Turnover ratio decreased to 8.71 times.



VANDAN FOODS LIMITED

Year ended 31st March 2025

9 Net Profit ratio

During the FY 2024-25, Profit has Increased as compared to FY 2023-24. Due to this, Net profit ratio increased to 6.38%.

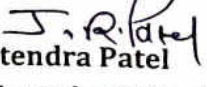
10 Return on Capital employed (In %)

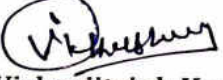
Earning Before Interest and Taxes has Increase compare to FY. 2023-24 therefore Return on Capital employed (In %) is increased to 42.74%

11 Return on investment. (In %)

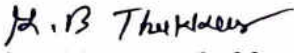
Not Applicable as there was no any Investment in FY. 2024-25 & FY. 2023-24

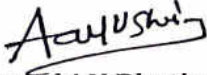
**For and on behalf of the Board of Directors of
Vandan Foods Limited**


Jitendra Patel
Managing Director
DIN : 08205811


Vishvajitsinh Kashela
CFO
PAN : CTVPK6742H




Kalpeshkumar Thakkar
Director
DIN : 07825212


Aayushi N Bhatia
Company Secretary
PAN : BZTPB5872K



Place : Ahmedabad
Date : 26-07-2025