

**Date: 18-06-2024**

|  |   |
|--|---|
| To<br>General Manager-Listing<br>Corporate Relationship Department<br><b>BSE Limited</b><br>P.J. Towers<br>Dalal Street,<br>Mumbai-400001<br><b>BSE Scrip Code: 539594</b> | To<br>Listing Division,<br><b>Metropolitan Stock Exchange of India Limited</b><br>4 <sup>th</sup> Vibgyor Tower, Opp. Trident Hotel,<br>Bandra-Kurla Complex,<br>Mumbai-400098<br><b>MSE Symbol: MISHTANN</b> |
|--|---|

Respected Sir(s),

**SUBJECT: CORRIGENDUM TO THE ANNUAL REPORT FOR FY 2023-24**

**RE: SUBMISSION OF ANNUAL REPORT FOR THE FINANCIAL YEAR 2023-24**

This is in furtherance to our letter dated 7th June, 2024 wherein the Company had submitted its Annual Report for FY 2023-24 along with the Notice of the 44th Annual General Meeting ("AGM") to be held on Saturday, 29<sup>th</sup> June, 2024 at 11:00 A.M. (IST) via Video Conference/ Other Audio-Visual Means.

Kindly note that certain inadvertent typo errors were noticed in the statutory sections of the Annual Report i.e., UDIN and Date of signing in both Standalone and Consolidated Financial Statements. In view of the above, we are enclosing herewith the revised Annual Report of the Company for the FY 2023-24 along with the Notice of the 44th AGM. The revised report is also available on the website of the Company at [www.mishtann.com](http://www.mishtann.com)

There is no change in Annual Report other than the mentioned above.

This is for your information and records.

Thanking You.

Yours Faithfully,  
**For Mishtann Foods Limited**

Shah  
Shivangi  
Digant

Digitally signed by Shah Shivangi Digant  
DN: c=IN, o=Personal, postalCode=380061,  
st=Ahmedabad, st=C Gujarat, street=114 Ghisodiya,  
Ahmedabad City, Ahmedabad City Gujarat India,  
380061, serial=Shivangi Towers, 056-2065,  
2.5.4.20=6ba41188f86022a9520f99aa265337c4  
43708b03a3437d6aed221a20a3  
serialNumber=627611a35776ca018f0b221a2204  
cnc70794d46a382a376a7a3370,  
email=gmshivangi442@gmail.com, cn=Shah  
Shivangi Digant  
Date: 2024.06.20 14:26:24 +05'30'

**Shivangi Shah**  
**Company Secretary and Compliance Officer**  
**Membership No. A53342**

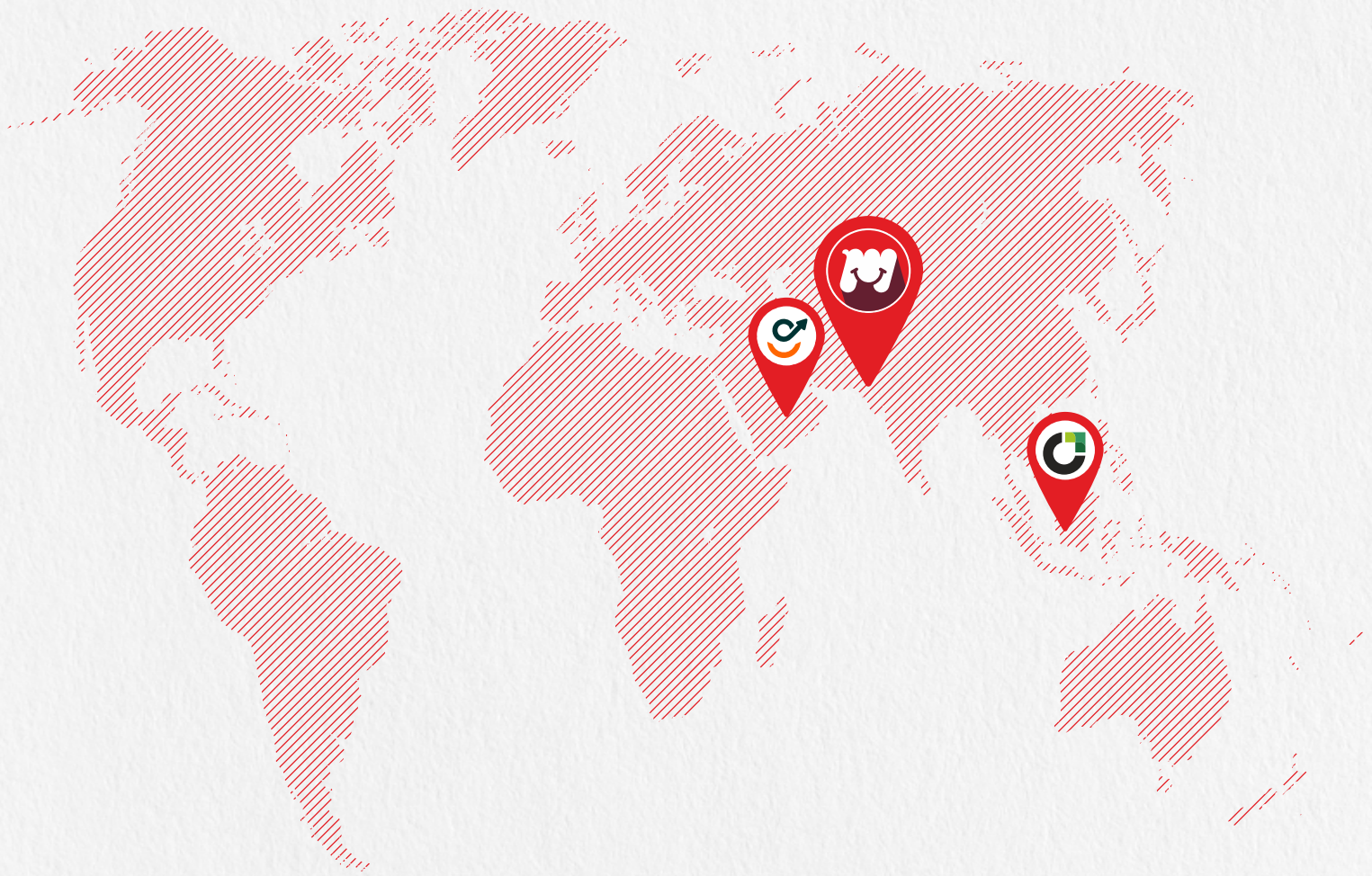


**MISHTANN**

**FOODS LIMITED**

limitless happiness...☺

**FROM LOCAL TO GLOCAL**



**ANNUAL REPORT  
2023-2024**

**[www.mishtann.com](http://www.mishtann.com)**

# The Company

Mishtann Foods Limited is a leading FMCG company in India with its preliminary focus on rich quality basmati rice, salt and other agro commodities. . We offer pure and fit grains for people of all ages and tastes, across the world. With a broad range of premium basmati rice and varieties of salt. Our products are found in almost every kitchen, from restaurants to homes.



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# Vision, Mission, Goal



## Mission

We aim to provide good quality of rice without compromising on quality.

We aim to make Mishtann the most reliable Indian brand in FMCG worldwide.

We aim to create an organisation incorporating the values of integrity and dedication.



## Vision

Our vision is to gratify millions of palates across the globe by encouraging the consumption of Mishtann products.

We envision to enrich the art of gastronomy, thereby spreading happiness that knows no bounds.



## Goal

Our objective is to grow our market share with deep market penetration.

Our goal is to maintain a strict control over cost.



# Letter of Managing Director

**Our strong endeavour  
is towards stronger  
positioning of our product  
lines and establishing  
it in the consciousness of  
millions of consumers.**

During the last financial year, our focus was on constructing clear marketing goals and objectives, and defining ways to meet them with specific strategies and tactics. Our marketing reach extends globally through active social media engagement and multi-channel campaigns. In order to increase our interactions with the consumers, we are engaging with them through multiple social media platforms such as Facebook, LinkedIn and Twitter. Furthermore, we are participating in the world's largest annual food and beverage trade show — GulFood — every year, where all our products were displayed to increase the awareness and recognition of our brand

## **Integrated Processing Unit by utilizing state of the art technology**

Our business draws major strength from our backend infrastructure, which has been created over a period of years. Our state-of-the-art processing plant, with a capacity of 45 metric tonnes per hour, is designed for manufacturing and processing specialised products. This plant is an end-to-end rice processing facility, which gives us a competitive edge by combining more than one specific process into a single plant. This facilitates faster throughput, cuts down transportation costs and carries out processing and packaging in the same place. We ensure multiple checks for quality, efficiency enhancement and cost reduction at our facility.

## **Stronger Financial Performance and fundamentals**

During the year, Mishtann has delivered praise worthy sales performance of Rs. 1288.08 cr with EBITDA of Rs. 359.12 cr and net profit Rs. 346.02 cr.

## **Growth Outlook**

Going forward, we see ourselves on a path of strong growth. We aim to keep building our brand position, and establish it in the consciousness of millions of consumers. Our processes are being strengthened to align our business with this objective. Our enhanced brand presence will be supported by the robust momentum in the acceptance of our products in India and across the globe.

Looking ahead, the marketplace is filled with opportunities and we are capturing these prospects by investing in products that are appealing to health-conscious discerning consumers. Additionally, we intend to diversify into different food products under the 'Mishtann Foods Limited'. We plan to leverage our brand recognition to reach out to consumers with multiple products at different price points. A strong portfolio under a highly recognised brand and growing product acceptance globally, gives us clear visibility and confidence to achieve consistent growth.

# Letter of Managing Director

**Our strong endeavour  
is towards stronger  
positioning of our product  
lines and establishing  
it in the consciousness of  
millions of consumers.**

We will continue to serve our customers with quality and commitment. These values shall remain the hallmark of all the offerings of Mishtann Foods Limited and will enable us to achieve a long and meaningful relationship with them.

In interest of creating the most value, it is clear that we need to orient our business towards a direction that produces the best possible returns. This objective can only be achieved through a relentless focus on finding the ideal balance between the right products, the right structures, and the right people to execute our plans. I feel that we have made significant progress on all these fronts. Today, our business model has been primed to chase for quality growth.

In closing, I would like to express my sincere gratitude to all our stakeholders for their continued trust and support. We look forward to your support in our journey ahead. I would also like to take this moment to thank our team for their sincerity, passion and commitment.

Sincerely,  
**Hiteshkumar G. Patel**  
Managing Director



# Our Business Evolution

## How did we start?

With its inception in 1992, Mishtann Foods Limited was previously known as Ravi Trading Company started by the Patel family. Till 2000, the company traded in basmati rice with a focus on the domestic market, and primarily B2B sales.

01

At Mishtann, we are a fully integrated and automated processing facility with the plant capacity of 45 MT/hour.

02

Over the years, we have expanded our product portfolio with diverse variety of Basmati rice.

03

We have continuously worked towards brand amplification and product diversification into value-added staples such as pulses and wheat.

04

Our presence is spread across domestic and international markets via a B2B and B2C sale model.

15+

Super stockists

10 STATES

Our presence in India

100K+

presence in Retailers



# Creating Value through Our Business Model

## Sourcing

We have an established relationship with farmers, mandis and agents. The sourcing of grains happen through a simple 'cash and carry' model. Around 80-85% of the procurement is financed at a concessional rate from the banks. Throughout the process, there are multiple checks to ensure quality control.



## Packaging

We have a comprehensive integrated packaging and milling facility. The product packaging comes in different quantities ranging between 30 kg to 50 kg in agro-commodities and 500g & 1 kg in varieties of salt. To that end, we also undertake flexible and customised packaging depending on the kind of orders received and demand forecast.





## Processing

Our processing plant is a modern and completely automated plant with a capacity of 45 MT/hour. In our processing plant, we commit to the protocols for quality, efficiency enhancement and cost reduction.



## Marketing

Mishtann has a tie-up with more than 15 super stockists. We have a significant presence in the HORECA segment, which is a syllabic abbreviation for Hotels, Restaurants and Café. We have taken up various marketing initiatives such as product launching at prime locations, free sample distribution and retailer gatherings in high potential areas; active social media engagement through multiple platforms such as Facebook, Twitter and LinkedIn; presence in the world's largest annual food and beverage trade show, GulFood 2024 Exhibition- Dubai amongst others.

## **Experienced Team & Established Relation ship**

**We, as a company, have created a distinct brand in the marketplace by delivering the best-in-class basmati rice across the globe.**

Over the years, we have been fortunate to led by seasoned industry experts and are well recognised in the marketplace for delivering the best-in-class basmati rice across the globe. We have persistently demonstrated a genuine commitment towards our customers by providing quality products and catering to all types of consumers, ranging from economical to premium segment. This has been successful because of our committed management team with an experience of more than 20 years in the agro-products business.

Our philosophy is based on maintaining a long-term relationships with the people who have stayed connected with us, and who help us in conducting our business. Our relationships with our suppliers, vendors and customers have continued to flourish, season by season, thereby driving our uninterrupted success. With our experienced team and established relationships, we are well placed to steer to higher altitudes and continue our legacy of delivering quality products, while growing stronger together with our stakeholders.

**Year after year, we have fostered our affiliation with people who help us in conducting our business.**



**25 years  
Experience of  
Mishtann's  
committed  
management team**

# Our Marketing & Branding Endeavours

Confident in our abilities to execute our plans for the future. We aspire to be an enduring value producer and an excellent long-term wealth creator for our Stakeholders.

## COMMITTED MANAGEMENT TEAM

The success of our business is founded upon a seasoned management team having a proven expertise of more than 20 years in agro-product business. This experienced leadership, at Mishtann, has driven our long-term relationship with the entire supply chain and our customers.

**20+ years**  
of expertise  
in agro-product  
business

## CONSUMER CENTRIC APPROACH

At Mishtann, consumers are at the forefront of everything we do. Having set the standard for quality and taste, we are determined to process products that are healthy and safe. We have a diversified branded basmati rice portfolio, catering to different customers ranging from economical to premium segment. To meet the increasing health preferences of consumers, we are escalating our presence in growing categories such as brown and aged rice.

## STRATEGICALLY LOCATED MANUFACTURING FACILITY

Giving us an edge is our well-planned facility. Our advanced and fully automated processing plant located in Himatnagar, Gujarat, has a relatively closer proximity to the port when compared with the peers. This facilitates easy exports of our brand to other countries, thereby increasing the accessibility of Mishtann products in every corner of the globe.

It is our belief that these pillars will offer us unsurpassed opportunities to deliver on our mission to fuse taste, health and happiness, thereby making Mishtann the most reliable Indian brand in agro products around the world.

At Mishtann, we have undergone a profound transformation. From being a bulk rice player in our formative years, we are evolving into a globally recognised, branded specialty foods company. We are on track in our journey to take Mishtann to breach the bastions of global scale. This transmutation is a result of our strong vision, meticulous planning, strategic roadmaps and painstaking execution to fuel profitable growth. Our enterprising strategies have also helped us in attaining brand leadership across target regional markets within India and around the globe. In doing so, we have also strengthened our

long-term competitiveness by successfully widening our portfolio with innovative products, that enjoys both strong consumer loyalty and relative price inelasticity.

We are being seriously recognised by quality institutional investors, who are placing faith in our business model. Our improving financial performance is also contributing to stronger internal accrual generation, further reducing our dependency on debt for funding our business growth. Ultimately, going forward, we expect to see further improvements in our profitability, and in our ability to generate even more free cash flows.

Over the years, we have grown our basmati business with addition of more products to match different price points and cater to tastes of different geographies. This has helped us in meeting regional consumer preferences and widening our marketing share.

# Corporate Information

## MISHTANN FOODS LIMITED

CIN: L15400GJ1981PLC004170

## REGISTERED OFFICE

B-905, Empire Business Hub,  
Opp. Shakti Farm, Science City Road,  
Sola, Daskroi, Ahmedabad,  
Gujarat 380060



## BOARD OF DIRECTORS

**Hiteshkumar Gaurishankar Patel** - Managing Director  
DIN : 05340865

**Navinchandra Dahyalal Patel** - Whole-Time Director  
DIN : 05340874

**Keval Manuprasad Bhatt** - Non-Executive Director  
DIN : 07620270 (till 15th May, 2024)

**Ashish Agarwal** - Independent Director  
DIN : 06904914

**Bhumi Jayantkumar Gor** - Independent Director  
DIN : 08529661

**Rajnish Pathak** - Independent Director  
DIN : 08764000 (w.e.f. 15th May, 2024)

**Rainy Ramesh Singhi** - Independent Director  
DIN : 09844099 (w.e.f. 16th May, 2024)

**Nihar Gaurang Sheth** - Independent Director  
DIN : 10308024 (w.e.f. 16th May, 2024)

## KEY MANAGERIAL PERSONNEL

**Navinchandra Dahyalal Patel**

Chief Financial Officer

**Ms. Shivangi Shah**

Company Secretary and Compliance Officer

## STATUTORY AUDITOR

**J.M.Patel & Bros.**, Chartered Accountants

FRN: 107707W

402, Harsh Avenue, Navjivan Press Road,  
Near Sattar Taluka Society ; Crossing Income Tax,  
Navjivan Press Road, Ahmedabad, Gujarat 380014

## SECRETARIAL AUDITOR

**Mr. Kamlesh M. Shah,**

Practising Company Secretary

801-A, 8th Floor, Mahalaya Complex, Opp: Hotel President,  
B/H. Fair Deal House, Swastik Crossroads, Off C.G.Road,  
Navrangpura, Ahmedabad: 380 009

## BANKERS/FINANCIAL INSTITUTION

State Bank of India

HDFC Bank Limited

## REGISTRAR & SHARE TRANSFER AGENT

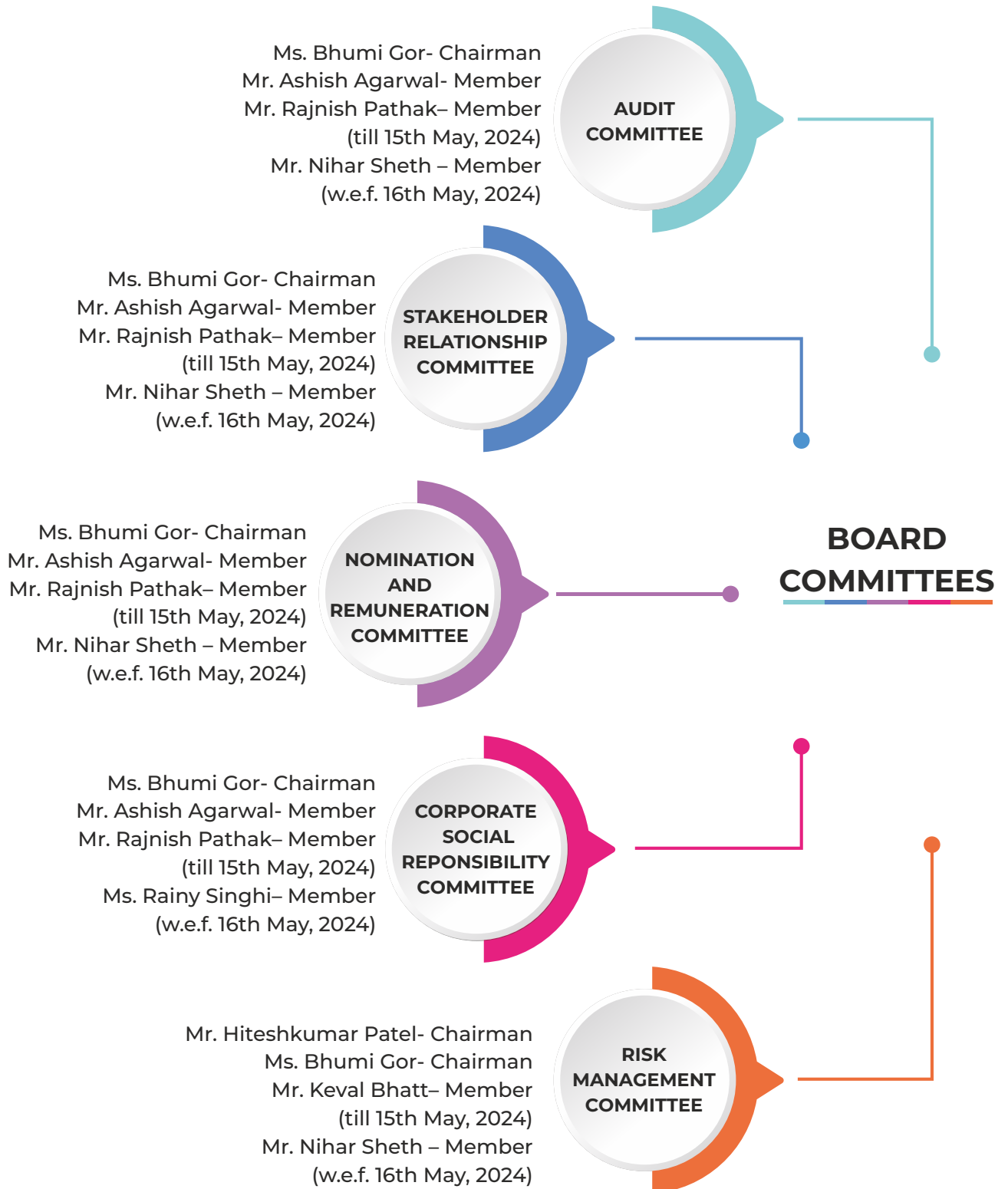
**MCS Share Transfer Agent Limited**

383 Lake Gardens, 1st Floor, Kolkata-700045  
Shatdal Complex, Opp. Bata Show Room,  
Ashram Road, Ahmedabad - 380009

Tel.: 079-26580461/62/63

Email: mcsstaahmd@gmail.com

# Board Committees & there Members



# NOTICE



**MISHTANN FOODS LIMITED**

(CIN: L15400GJ1981PLC004170)

B-905, Empire Business Hub, Opp. Shakti Farm,  
Science City Road Sola Daskroi Ahmedabad Gujarat 380060

Ph.: 079- 40023116 | Customer Care : +91 9824623116 | E-mail: cs@mishtann.com

NOTICE IS HEREBY GIVEN that the Forty Fourth (44th) Annual General Meeting of the Company will be held on Saturday, 29th June, 2024, at 11.00 a.m. through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), to transact the following business:

**ORDINARY BUSINESS:****Resolution No. 1: Adoption of Financial Statements****To consider and adopt:**

a) the audited standalone financial statements of the Company for the financial year ended 31st March, 2024, the reports of the Board of Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

"RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

b) the audited consolidated financial statements of the Company for the financial year ended 31st March, 2024 and the report of Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

"RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2024 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

**Resolution No. 2: Dividend**

To declare a dividend on equity shares for the financial year ended 31st March 2024 and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution

"RESOLVED THAT in terms of the recommendation of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby granted for payment of dividend @ 0.1% (i.e., ₹ 0.001/- per share) on 1062812903 Equity Shares of ₹ 1/- each fully paid up for the year ended 31st March, 2024 and the same be paid out of the profits of the Company".

**Resolution No. 3: Appointment of Director**

To appoint a Director in place of Mr. Navinchandra D. Patel (DIN: 05340874) who retires by rotation and being eligible, offers himself for re-appointment and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Navinchandra D. Patel (DIN: 05340874) who retires by rotation at this Annual General Meeting of the Company, being eligible, offered himself for re-appointment, be and is hereby re-appointed as Director of the Company liable to retire by rotation."



**Resolution No. 4: Appointment of M/s Panchal S K & Associates, Chartered Accountants (Firm Registration No. 145989W) as Statutory Auditor of the Company and to fix their remuneration**

To appoint M/s Panchal S K & Associates, Chartered Accountants as Statutory Auditors of the Company for the period of five years commencing from the conclusion of this Annual General Meeting till the conclusion of 49th Annual General Meeting of the Company to be held in the year 2029 on such remuneration as may be mutually agreed by an between the Board of Directors of the Company and the Auditor of the Company; and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments(s) thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s Panchal S K Associates, Chartered Accountants (Firm Registration No. 145989W), be and is hereby appointed as Statutory Auditor of the Company, to hold office for a period of five years from the conclusion of this Annual General Meeting till the conclusion of the 49th Annual General Meeting of the Company to be held in the year 2029, at such remuneration as may be decided by the Board of Directors of the Company (or any committee thereof) in consultation with the Statutory Auditors.”

“RESOLVED FUTHER THAT any one Director and the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to this resolution.”

**SPECIAL BUSINESS:****Resolution No. 5: Appointment of Ms. Rainy Ramesh Singhi (DIN: 09844099) as an Independent Director**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules framed thereunder, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Ms. Rainy Singhi (DIN: 09844099), who was appointed as an Additional Director by the Board of Directors of the Company (“the Board”) based on the recommendation of the Nomination and Remuneration Committee with effect from May 16, 2024 pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, to hold office for a first term of consecutive five years up to May 15, 2029.”

“RESOLVED FURTHER THAT the Board (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

**Resolution No. 6: Appointment of Mr. Nihar Gaurang Sheth (DIN: 10308024) as an Independent Director**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules framed thereunder, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time,

Mr. Nihar Gaurang Sheth (DIN: 10308024), who was appointed as an Additional Director by the Board of Directors of the Company ("the Board") based on the recommendation of the Nomination and Remuneration Committee with effect from May 16, 2024 pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, to hold office for a first term of consecutive five years up to May 15, 2029."

"RESOLVED FURTHER THAT the Board (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution."

**By Order of the Board of Directors  
For Mishtann Foods Limited**

**Date: June 05, 2024**  
**Place: Ahmedabad**

**Shivangi Shah**  
**Company Secretary and Compliance Officer**

**Registered Office:**

B-905, Empire Business Hub, Opp. Shakti Farm,  
Science City Road Sola Daskroi Ahmedabad Gujarat 380060  
CIN: L15400GJ1981PLC004170  
E-mail Id.: cs@mishtann.com

**ANNEXURE TO ITEM NO. 3 OF THE NOTICE OF THE AGM**

Pursuant to Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the required details of the Director proposed to be appointed and the terms of proposed remuneration of the Director is given herein below:

|  |   |
|--|---|
| Particulars  | Mr. Navinchandra D. Patel   |
| Director Identification Number   | 05340874  |
| Age  | 57 Years  |
| Date of Birth  | 01/06/1967  |
| Date of Appointment on Board   | 28/8/2022   |
| Qualifications   | Bachelor's degree in commerce from Hemchandracharya North Gujarat University  |
| Experience/Expertise   | Prior to joining our Company, Navinchandra Dahyalal Patel was a partner in M/s. Ravi Trading Co., which was also engaged in the business of trading rice. He has been associated with our Company since March 10, 2015 and was promoted as the Whole-time Director with effect from August 28, 2017. He was appointed as the Chief Financial Officer of our Company with effect from March 25, 2019. He heads the finance division of our Company and is also responsible for overseeing procurement and operations of our manufacturing unit and has an experience of more than a decade in the agriculture and agro-commodity industry. |
| Terms and Conditions of appointment or re-appointment along with remuneration                | Please refer Item No. 3 of this AGM Notice.   |
| The last drawn remuneration  | 6 Lakhs p.a.  |
| Shareholding in the Company  | NIL   |
| Relationship with Other Directors, Manager and other Key Managerial Personnel of the Company | N.A.  |
| The Number of Meetings of the Board attended during the year                                 | Thirteen (13) out of 13 meetings held   |
| Other Directorships  | Celtis Commodities Limited<br>Appleton Cereals Limited<br>Acoustic Eco Foods Limited<br>Mishtann Agrifoods Private Limited  |
| Memberships/Chairmanship of Committees of other companies                                    | NIL   |
| Listed entities from which the Director has resigned in the past three years                 | NIL   |

## STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

### ITEM NO. 4

M/s J M Patel & Bros. (FRN No. 107707W), Chartered Accountants, has been the Statutory Auditors of the Company since their appointment at the Annual General Meeting of the Company held on September 26, 2019. Pursuant to the provisions of Section 139 (2) of the Companies Act, 2013 (the "Act"), read with applicable Rules framed thereunder, the term of the present Statutory Auditor expires at the conclusion of this AGM. The Board of Directors place on record his appreciation for the services rendered by M/s J M Patel & Bros, Chartered Accountants.

Accordingly, the Board of Directors of the Company, based on the recommendation of the Audit Committee, at its meeting held on June 05, 2024, proposed the appointment of M.s Panchal S K & Associates, Chartered Accountants (FRN No. 145989W) as Statutory Auditor of the Company for a term of five consecutive years, to hold office from the conclusion of this AGM till the conclusion of 49th AGM to be held in the year 2029.

M/s Panchal S K & Associates has consented to the aforesaid appointment and confirmed that his appointment, if made, will be in accordance with the provisions of Section 139, 141 and other relevant provisions of the Act and the Companies (Audit and Auditors) Rules, 2014.

Details as required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

- The fees proposed to be paid to M/s Panchal S K & Associates towards statutory audit for the Financial Year 2024-25 shall not exceed 3 Lakhs, plus out of pocket expenses, with the authority to the Board to make revisions as it may deem fit for the Balance term, based on the recommendation of the Audit Committee.

The fees for services in the nature of statutory certifications and other permissible non-audit services will be in addition to the statutory audit fees as above, and will be decided by the management in consultation with the Statutory Auditor. The provision of such permissible non-audit services will be reviewed and approved by the Audit Committee.

- There is no material change in the proposed fee for the audit from that paid to the outgoing auditor.

- The Audit Committee and the Board of Directors, while recommending the appointment of M/s Panchal S K & Associates as the Statutory Auditor of the Company, have taken into consideration, among other things, the credentials of the firm, proven track record of the firm and eligibility criteria prescribed under the Act.

- M/s Panchal S K & Associates is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India ("ICAI") with Registration No. 145989W). The firm was established in 2017 with its Registered office in Dahod, Gujarat. The firm has a valid Peer Review Certificate.

- The firm is primarily engaged in providing audit and assurance services, certain tax and financial accounting advisory services to its clients. They audit several large listed and private companies across diverse market segments including industrial, infrastructure, consumer products, financial services, technology and professional services.

• None of the Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution.

• The Board of Directors recommends the resolution for approval of the Members of the Company, as set out at Item No. 4 of the Notice.

#### **ITEM NO. 5 & 6**

The Board of Directors of the Company ('the Board') at their meeting held on May 16, 2024, and on the recommendation of the Nomination & Remuneration Committee ('the Committee'), recommended for the approval of the Members, the appointment of Ms. Rainy Ramesh Singhi (DIN: 09844099), as an Independent Director of the Company for a period of 5 years w.e.f. May 16, 2024 to May 15, 2029, with a payment of sitting fees as may be decided by the Board from time to time.

The Board of Directors of the Company ('the Board') at the meeting held on May 16, 2024, and on the recommendation of the Nomination & Remuneration Committee ('the Committee'), recommended for the approval of the Members, the appointment of Mr. Nihar Gaurang Sheth (DIN: 10308024) as an Independent Director of the Company for a period of 5 years w.e.f. May 16, 2024 to May 15, 2029, with a payment of sitting fees as may be decided by the Board from time to time.

Ms. Rainy Singhi and Mr. Nihar Sheth, pursuant to Section 152 of the Companies Act, 2013 ('the Act'), have given their consent to act as a Director of the Company, and requisite Notice, pursuant to Section 160 of the Act, proposing their appointment as a Director of the Company have been received. Declarations have also been received from Rainy Singhi and Nihar Sheth that they meet the criteria of independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). Pursuant to regulation 36 of Listing regulation a brief of the Ms. Rainy Singhi and Mr. Nihar Sheth are given below:

| SR NO | PARTICULARS   | MS. RAINY RAMESH SINGHI  | MR. NIHAR GAURANG SHETH  |
|-------|---|--|--|
| 1     | Name of the Director                                    | Ms. Rainy Ramesh Singhi  | Mr. Nihar Gaurang Sheth  |
| 2     | DIN   | 09844099   | 10308024   |
| 3     | Nature of Appointment                                   | Appointment as an Independent Director   | Appointment as an Independent Director   |
| 4     | Father's Name   | Mr. Ramesh Jahurmal Singhi   | Mr. Gaurang Sheth  |
| 5     | Relationship with other Directors                       | NIL  | NIL  |
| 6     | Nationality   | INDIAN   | INDIAN   |
| 7     | Date of Birth   | July 20, 1991  | January 08, 1993   |
| 8     | Brief Resume of the Director                            | Ms. Rainy Singhi is Inter CS and Master Graduate in commerce. She has been working in Digital Marketing field with more than 4 years of experience.  | Mr. Nihar Sheth is CS and master Graduate in Commerce. He has been working as CS consultant with more than 8 years of experience in Legal & Secretarial domains, having served esteemed listed and non-listed companies. |
| 9     | Qualifications  | Master of Commerce, Inter Company Secretary  | Master of Commerce and Associate Company Secretary (ACS) – The Institute of Company Secretaries of India   |
| 10    | Expertise   | Social Media marketing, Project Management, Networking, Presentation designing, Analytical abilities   | Mr. Nihar Sheth brings over 8 years of experience in Company Law and Secretarial matters, demonstrating a strong grasp of Corporate Governance and Compliance.   |
| 11    | Date of Appointment                                     | May 16, 2024   | May 16, 2024   |
| 12    | List of Outside Directorships Held (Public Limited Co.) | 1.Groarc Industries India Limited (listed)<br>2.integrated Hitech Limited (listed)   | NIL  |
| 13    | Member of the Committees in Other Companies in India    | <b>Groarc Industries India Limited</b><br>1. Audit Committee<br>2. Nomination and Remuneration Committee<br>3. Stakeholder Relationship Committee<br>4. Risk Management Committee<br>5. Corporate Social Responsibility Committee<br><b>Integrated Hitech Limited</b><br>1. Audit Committee<br>2. Nomination and Remuneration Committee<br>3. Stakeholder Relationship Committee<br>4. Risk Management Committee<br>5. Corporate Social Responsibility Committee | NIL  |
| 14    | Shareholding in the Company                             | NIL  | NIL  |
| 15    | Other Remarks   | NA   | NA   |

**INFORMATION AS PER THE PROVISIONS OF SECTION II OF  
PART II OF SCHEDULE V IS AS FOLLOWS:**

| I.GENERAL INFORMATION  |   |                                     |                                   |                                     |               |            |             |                |            |            |                   |           |            |                  |           |            |
|--|---|-------------------------------------|-----------------------------------|-------------------------------------|---------------|------------|-------------|----------------|------------|------------|-------------------|-----------|------------|------------------|-----------|------------|
| 1. Nature of Industry  | Basmati Rice, Dal, Lentils and other foods  |                                     |                                   |                                     |               |            |             |                |            |            |                   |           |            |                  |           |            |
| 2. Date of commencement of Commercial production   | 27/02/1981  |                                     |                                   |                                     |               |            |             |                |            |            |                   |           |            |                  |           |            |
| 3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not Applicable  |                                     |                                   |                                     |               |            |             |                |            |            |                   |           |            |                  |           |            |
| 4. Financial performance based on given indicators   | Year- 2023-24   |                                     |                                   |                                     |               |            |             |                |            |            |                   |           |            |                  |           |            |
|  | <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="background-color: #e91e63; color: white;">Particulars</th> <th style="background-color: #e91e63; color: white;">Standalone Amount<br/>(₹ in lakhs)</th> <th style="background-color: #e91e63; color: white;">Consolidated Amount<br/>(₹ in lakhs)</th> </tr> </thead> <tbody> <tr> <td>Total Revenue</td> <td style="text-align: right;">32247.50/-</td> <td style="text-align: right;">128814.22/-</td> </tr> <tr> <td>Total Expenses</td> <td style="text-align: right;">30035.54/-</td> <td style="text-align: right;">93415.95/-</td> </tr> <tr> <td>Profit Before Tax</td> <td style="text-align: right;">2211.96/-</td> <td style="text-align: right;">35398.27/-</td> </tr> <tr> <td>Profit After Tax</td> <td style="text-align: right;">1416.62/-</td> <td style="text-align: right;">34602.93/-</td> </tr> </tbody> </table> | Particulars                         | Standalone Amount<br>(₹ in lakhs) | Consolidated Amount<br>(₹ in lakhs) | Total Revenue | 32247.50/- | 128814.22/- | Total Expenses | 30035.54/- | 93415.95/- | Profit Before Tax | 2211.96/- | 35398.27/- | Profit After Tax | 1416.62/- | 34602.93/- |
| Particulars  | Standalone Amount<br>(₹ in lakhs)   | Consolidated Amount<br>(₹ in lakhs) |                                   |                                     |               |            |             |                |            |            |                   |           |            |                  |           |            |
| Total Revenue  | 32247.50/-  | 128814.22/-                         |                                   |                                     |               |            |             |                |            |            |                   |           |            |                  |           |            |
| Total Expenses   | 30035.54/-  | 93415.95/-                          |                                   |                                     |               |            |             |                |            |            |                   |           |            |                  |           |            |
| Profit Before Tax  | 2211.96/-   | 35398.27/-                          |                                   |                                     |               |            |             |                |            |            |                   |           |            |                  |           |            |
| Profit After Tax   | 1416.62/-   | 34602.93/-                          |                                   |                                     |               |            |             |                |            |            |                   |           |            |                  |           |            |
| 5. Foreign investments or collaborators,   | As on March 31, 2024 the total foreign Investment in the Company is 5.02% which are held by Zinnia Global Fund PCC - Cell Dewcap Fund (1.44%), Citrine Fund Limited (1.44%) and Nomura Singapore Limited ODI (2.13%).   |                                     |                                   |                                     |               |            |             |                |            |            |                   |           |            |                  |           |            |

**II. INFORMATION ABOUT APPOINTEE**

| SR NO | PARTICULARS   | MS. RAINY RAMESH SINGHI   | MR. NIHAR GAURANG SHETH  |
|-------|---|---|--|
| a.    | Background  | Ms. Rainy Singhi is Inter CS and Master Graduate in commerce. She has been working in Digital Marketing field with more than 4 years of experience. | Mr. Nihar Sheth is CS and master Graduate in Commerce. He has been working as CS consultant with more than 8 years of experience in Legal & Secretarial domains, having served esteemed listed and non-listed companies. |
| b.    | Past Remuneration   | NIL   | NIL  |
| c.    | Recognition or Awards   | NIL   | NIL  |
| d.    | Job Profile and his Suitability   | She will make sure to form Proper marketing and distribution channel and also help in social media marketing.                                       | He will review the secretarial and legal compliance to mitigate the compliance risk.   |
| e.    | Remuneration Proposed   | Nil (Sitting Fees of Rs. 30,000/- p.a., as may be decided by the Board from time to time)   | Nil (Sitting Fees of Rs. 30,000/- p.a., as may be decided by the Board from time to time)  |
| f.    | Comparative Remuneration Profile with respect to Industry, Size of the Company, Profit of the Position and Person | The Independent Directors of FMCG Companies of comparable status are generally receiving sitting fees in above scale only.                          | The Independent Directors of FMCG Companies of comparable status are generally receiving sitting fees in above scale only.   |
| g.    | Pecuniary Relationship Directly or Indirectly with the Company  | NIL   | NIL  |

### III. OTHER INFORMATION:

- 1. Reasons of loss or inadequate profits:** Not Applicable
- 2. Steps taken or proposed to be taken for improvement:** Not Applicable
- 3. Expected increase in productivity and profits in measurable terms:** In the competitive environment, it is difficult to estimate the revenue/profits in measurable terms. As the Company is taking numerous initiatives to improve its financial position and the management is confident of increase in revenue and profits in coming years.
- 4. DISCLOSURES:** Disclosures in the Board of Directors' report under the heading 'Corporate Governance' included in Annual Report 2023-24: The requisite details of remuneration of Directors are included in the Corporate Governance Report, forming part of the Annual Report of FY 2023-24 of the Company

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

The Board recommends the Special Resolution set out at Item No. 5 & 6 of the Notice for approval by the Members.

**By Order of the Board of Directors  
For Mishtann Foods Limited**

**Date: June 05, 2024**  
**Place: Ahmedabad**

**Shivangi Shah**  
**Company Secretary and Compliance Officer**

**Registered Office:**

B-905, Empire Business Hub, Opp. Shakti Farm,  
Science City Road Sola Daskroi Ahmedabad Gujarat 380060  
CIN: L15400GJ1981PLC004170  
E-mail Id.: cs@mishtann.com



## NOTES

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available 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.
4. 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.
5. 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 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 entered into an agreement with National Securities Depository Limited (NSDL) 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 venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.mishtann.com](http://www.mishtann.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and the Metropolitan Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.msei.in](http://www.msei.in) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
8. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, June 22, 2024 to Saturday, September 29, 2024 (both days inclusive).

10. The Board of Directors has recommended 0.1% final dividend (i.e., ₹ 0.001/- per share) for the financial year ended 31st March, 2024 subject to the approval of the shareholders at the 44th AGM, the dividend, if declared, shall be payable within 30 days from the date of declaration to those Members of the Company whose names appear:
- as Beneficial Owners as at the close of the business hours on Friday, June 21, 2024 as per the list to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
  - as Members in the Register of Members of the Company as on Friday, June 21, 2024 in respect of shares held in physical form.
11. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed to the notice.
12. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business in the notice is annexed hereto.
13. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM i.e. June 29, 2024. Members seeking to inspect such documents can send an email to [cs@mishtann.com](mailto:cs@mishtann.com).
14. The Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) have advised all listed companies to mandatorily use the Electronic Clearing Services (ECS) mandate facility wherever possible for payment of dividend to the Members. In view of this stipulation, the Company has implemented the ECS facility. Members holding shares in physical form are requested to provide the Company with ECS details for crediting the dividend payment directly to their respective bank accounts. The Company shall be able to co-ordinate with the bankers only on receipt of necessary information. The Members holding shares in electronic form may instruct their Depository Participants (DPs) accordingly.
15. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited (NSDL), on all resolutions set forth in this Notice.
16. Dispatch of Notice of AGM and Annual Report through electronic mode: In compliance with the MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participants (DP). Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website at [www.mishtann.com](http://www.mishtann.com); website of the Stock Exchanges i.e. BSE Limited and Metropolitan Stock Exchange of India Limited at <https://www.bseindia.com/> and [www.msei.com](http://www.msei.com) respectively.
- In case any member is desirous of obtaining hard copy of the Annual Report for the Financial Year 2023-24 and Notice of the 44th AGM of the Company, may send request to the Company's email address at [cs@mishtann.com](mailto:cs@mishtann.com) mentioning Folio No./DP ID and Client ID.
- For receiving Notice and Annual Report from the Company electronically, Members are requested to write to the Company with details of Folio number/ DPID/ Client ID and attaching a self-attested copy of PAN at [cs@mishtann.com](mailto:cs@mishtann.com).

17. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
18. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their requesting advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (cs@mishtann.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (cs@mishtann.com). These queries will be replied to by the Company suitably by email.
19. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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

The remote e-voting period begins on Wednesday, June 26, 2024 at 10:00 A.M. and ends on Friday, June 28, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Friday, June 21, 2024 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, being Friday, June 21, 2024.

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

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

**Step 1: Access to NSDL e-Voting system**

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

In terms of SEBI circular dated December 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.

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

| Type of shareholders  | Login Method  |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <p>1. Existing IDeAS user can visit the e-Services website of NSDL Viz . <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at</p> |

<https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience

NSDL Mobile App is available on

 App Store  Google Play



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi user name & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there

|  |   |   |   |
|--|---|---|---|
|  | <p>Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p> | <p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> |
|--|---|---|---|

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

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

| Login type   | Helpdesk details   |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 and 022 - 2499 7000                        |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at toll free no. 1800 22 55 33 |

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

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

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

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

4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is:   |
|--|--|
| a) For Members who hold shares in demat account with NSDL.     | 8 Character DP ID followed by 8 Digit Client ID. For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.  |
| b) For Members who hold shares in demat account with CDSL.     | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****   |
| c) For Members holding shares in Physical Form.                | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client

ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "[Forgot User Details / Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and

General Meeting is in active status.

- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [parshwa.psassociates@gmail.com](mailto:parshwa.psassociates@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to

key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Sachin Kareliya) at [evoting@nsdl.com](mailto:evoting@nsdl.com)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@mishtann.com](mailto:cs@mishtann.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@mishtann.com](mailto:cs@mishtann.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.



2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cs@mishtann.com](mailto:cs@mishtann.com). The same will be replied by the company suitably.

**OTHER INSTRUCTION:**

1. Mr. Parshwa Shah, Practicing Company Secretary has been appointed as Scrutinizer for the purpose of e-Voting and voting at the AGM. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-Voting and make, not later than two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
2. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company immediately after declaration of results by the Chairman or person authorized by him in writing. The results would be communicated on BSE Limited/ Metropolitan Stock Exchange of India and will be placed on their website thereafter. The result will also be displayed on the Notice Board of the Company at its Registered Office.

# DIRECTOR'S REPORT



**To  
The Members,  
MISHTANN FOODS LIMITED**

**1. STATE OF AFFAIRS OF THE COMPANY**

The Company is primarily engaged in the agricultural business i.e manufacturing, processing & trading of rice, wheat, other food grains and salt.

**2. FINANCIAL HIGHLIGHTS**

(Amount in Lakhs)

| Particulars   | Standalone               |                          | Consolidated             |                          |
|---|--------------------------|--------------------------|--------------------------|--------------------------|
|   | Year Ended<br>31.03.2024 | Year Ended<br>31.03.2023 | Year Ended<br>31.03.2024 | Year Ended<br>31.03.2023 |
| Revenue from Operations                                       | 32241.83                 | 65038.52                 | 128808.55                | 65038.52                 |
| Other Income  | 5.67                     | 4.64                     | 5.67                     | 4.64                     |
| <b>Total Revenue</b>  | <b>32247.50</b>          | <b>65043.16</b>          | <b>128814.22</b>         | <b>65043.16</b>          |
| Cost of Raw Materials Consumed                                | 29125.58                 | 56376.93                 | 74543.14                 | 56376.93                 |
| Purchase of Stocks in Trade                                   | -                        | -                        | -                        | -                        |
| Changes in inventories of Finished Goods and Work in Progress | -                        | -                        | -                        | -                        |
| Employee Benefits Expenses                                    | 87.55                    | 115.87                   | 342.66                   | 115.87                   |
| Finance Costs   | 445.58                   | 499.18                   | 445.64                   | 499.18                   |
| Depreciation and Amortization                                 | 68.12                    | 79.83                    | 68.12                    | 79.83                    |
| Other Expenses  | 308.71                   | 289.96                   | 18016.39                 | 289.96                   |
| <b>Total Expenses</b>   | <b>30035.54</b>          | <b>57361.77</b>          | <b>93415.95</b>          | <b>57361.77</b>          |
| Share in Profit of Joint Venture                              | -                        | -                        | -                        | -                        |
| Profit/(Loss) before tax                                      | 2211.96                  | 7681.39                  | 35398.27                 | 7681.39                  |
| Tax Expense   | 795.34                   | 2689.13                  | 795.34                   | 2689.13                  |
| <b>Net Profit/(Loss) after tax</b>                            | <b>1416.62</b>           | <b>4992.26</b>           | <b>34602.93</b>          | <b>4992.26</b>           |
| Other Comprehensive Income/<br>(Expenses)                     | -                        | -                        | -                        | -                        |
| <b>Total Comprehensive Income for<br/>the year</b>            | <b>1416.62</b>           | <b>4992.26</b>           | <b>34602.93</b>          | <b>4992.26</b>           |

For the financial year ended 31st March, 2024, your Company has reported standalone revenue from operations of ₹ 32,241.83 Lakhs and Net Profit of ₹ 1,416.62 Lakhs as compared to previous financial year 2022-23's revenue from operations of ₹ 65,038.52 Lakhs and Net Profit of ₹ 4,992.26 Lakhs.

For the financial year ended 31st March, 2024, your Company has reported consolidated revenue from operations of ₹ 1,28,808.55 Lakhs and Net Profit of ₹ 34,602.93 Lakhs.

### 3. BUSINESS DEVELOPMENT

During the year under review, the company broadened its product line by bringing in newer and better options for its consumers. The strategic decision of tapping the market in the middle East was successful with handsome contributions coming from the subsidiary in United Arab Emirates (UAE). The subsidiary in Singapore is expected to follow suit. These favorable decisions have encouraged the management to foray into the market in the United States of America through the wholly owned subsidiary route. The management is also looking at the option of acquiring an established business so that the benefits of forward and backward linkages can be taken.

The Company's basmati rice product line, rock salt and edible common salt product line has gathered high degree of acceptability in the market. Word of mouth has been the biggest source of encouragement and also one of the reasons in the spurt of demand for the company's products. The Company's Managing Director- Shri Hiteshkumar G Patel has through his perseverance and strong leadership goals has consolidated the transformation story of the Company. In 2022, he was awarded the "Business Transformation Leaders Award" by The Economic Times & Times Interact. His constant efforts to add to the growth potential and improve upon previously set benchmarks adds to the strong foundation and work ethos of the Company.

### 4. SHARE CAPITAL

The Paid-up Equity Share Capital as at 31st March, 2024 stood at ₹ 102,96,00,000/-

i Pursuant to the approval of the Board of Directors at its meeting held on 11th September, 2023 and approval of the members of the Company at their Extra-Ordinary General Meeting held on 11th October, 2023 and pursuant to In-principle approvals granted by BSE Limited and Metropolitan Stock Exchange of India Limited vide their respective letters dated 17th October, 2023 and 31st October, 2023 respectively, and upon receipt of an amount aggregating to ₹ 24,97,50,000/- (Rupees Twenty Four Crores Ninety Seven Lakhs Fifty Thousands only) at the rate of ₹ 13.50/- per Equity Share of ₹ 1 each, the Board of Directors of the Company, has considered and approved the Allotment of 7,40,00,000 (Seven Crores and Forty Lakhs) Convertible warrants on preferential basis to non-promoter persons/ entities. Allotment of Equity Shares were done on 17th January, 2024 and 22nd February, 2024 for 1,48,00,000 (One Crores and Forty Eights Lakhs) each after receiving 75% Warrant exercise amount for two allottees out of five allottees. Trading of 2,96,00,000 (Two Crores and Ninety-Six Lakhs) equity shares has been started from 19th March, 2024 on BSE Limited and Metropolitan Stock Exchange of India Limited. 4,44,00,000 (Four Crores Forty-Four Lakhs) warrants are yet to be converted as on date.

ii. Pursuant to the approval of the Board of Directors at its meeting held on 23rd August, 2023, the Board of Directors of the Company considered and approved raising of funds by way of Rights issue up to an amount of ₹ 50 Crores. Then, pursuant to filing of Draft Letter of Offer with BSE Limited and Metropolitan Stock Exchange of India Limited and pursuant to In-principle approvals granted by BSE Limited and Metropolitan Stock Exchange of India Limited vide their respective letters dated 1st March, 2024 and 7th March, 2024 respectively, the Rights issue committee of the Board of Directors of the Company in its meeting held on 7th March, 2024 considered and approved the terms of Rights Issue including Record Date, Rights Issue price, Rights issue period, Rights entitlement ratio etc. Further, the Rights Issue Committee in its meeting held on 19th March, 2024, considered and approved Letter of Offer and Abridged Letter of offer.

Further, the Rights Issue Committee considered and approved the Issue opening period as 2nd April, 2024 and closing period as 18th April, 2024 and Last date for on-market renunciation as 12th April, 2024.

For the financial year ended 31st March, 2024, your Company has reported consolidated revenue from operations of ₹ 1,28,808.55 Lakhs and Net Profit of ₹ 34,602.93 Lakhs.

Out of the total 24,896 Applications for 6,03,33,320 Rights Equity Shares, 1,312 Applications for 15,22,887 Rights Equity Shares were rejected due to technical reasons as disclosed in the Letter of Offer. The total number of valid Applications received were 23,584 for 5,88,10,433 Rights Equity Shares, which was 177.07% of the number of Rights Equity Shares allotted under the issue. In accordance with the Letter of Offer and the Basis of Allotment finalized on Tuesday, April 23, 2024 in consultation with BSE Limited ("BSE"), the Designated Stock Exchange and the Registrar to the Issue, the Company has, on 23rd April 2024, approved the allotment of 3,32,12,903 Fully paid-up Rights Equity Shares of the face value of ₹ 1/- each to the successful Applicants with issue price of ₹ 15/- each including premium of ₹ 14/- each. With bearing distinctive numbers from 1029600001 to 1062812903. In the Issue, no Rights Equity Shares have been kept in abeyance. All valid Applications after technical rejections have been considered for Allotment.

The trading of 3,32,12,903 (Three Crores Thirty-two Lakhs Twelve Thousand Nine Hundred and Three) Equity shares has been started from 6th May, 2024 on BSE Limited and the Metropolitan Stock Exchange of India Limited.

## 5. DIVIDEND

The Board of Directors has recommended a Final Dividend @ Rs. 0.001/- per share (i.e. 0.1%) on equity shares of face value of Rs. 1/- each for the Financial Year ended March 31, 2024, subject to the approval of the shareholders in the ensuing Annual General Meeting. The Dividend Distribution Policy of the Company can be accessed at

<http://www.mishtann.com/uploads/specification/Dividend%20Distribution%20Policy.pdf>

In view of the changes made under the Income Tax Act, 1961, by the Finance Act, 2020, dividends paid or distributed by the Company shall be taxable in the hands of the Shareholders. The Company shall, accordingly, make the payment of the final dividend after deduction of tax at source, wherever applicable.

## TRANSFER OF UN-CLAIMED DIVIDENDS

The Company does not have any funds lying as unpaid or unclaimed for a period of seven years. Therefore, there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

## 6. GENERAL RESERVES

During the year under review Rs. 14,16,61,753/- has been transferred to General Reserves.

## 7. CHANGE IN NATURE OF BUSINESS

During the Financial Year 2023-24 the Company has not commenced any new business nor discontinued/sold or disposed of any of its existing businesses or hived off any segment or division.

## 8. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

As on 31st March, 2024, your Company has Two (2) Subsidiaries namely Grow and Grub Nutrients FZ-LLC, (Wholly-Owned Subsidiary), Grow & More Nutrifooods PTE. LTD. (Wholly Owned Subsidiary). Grow & More Nutrifooods PTE. LTD. has yet not commenced Business Operations as on date. Further there has been no material change in the nature of business of the subsidiaries.

In terms of proviso to sub-section (3) of Section 129 of the Companies Act, 2013 the salient features of the financial statement of the subsidiaries is set out in the prescribed form AOC-1, which forms part of this Board of Director's Report as Annexure – H.

The Performance of Subsidiary is as under:

Grow and Grub Nutrients FZ-LLC is the Wholly-

Owned Subsidiary of the Company. For the financial year ended 2023-24 Grow and Grub achieved sales of ₹ 96,567 Lakhs. Total profit before tax for the financial year 2023-24 is ₹ 33,186 Lakhs. Profit after tax (PAT) is ₹ 33,186 Lakhs during the financial year 2023-24.

## 9. CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of the Company pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and prepared in accordance with the Accounting Standards prescribed by the Institute of Chartered Accountants of India are attached herewith this Annual Report.

## 10. DIRECTORS AND KEY MANAGERIAL PERSONNEL APPOINTED AND RESIGNED DURING THE YEAR

The Board of Directors of your Company comprises of Six (6) Directors of which Two (2) are Executive Directors and One (1) is Non-Executive and Non-independent Director and Three (3) are Non-Executive and Independent Directors as on 31st March, 2024.

Pursuant to Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, top 1000 listed entities shall have at least one independent woman director. Your Company has Ms. Bhumi Gor as an Independent Woman Director on the Board of the Company.

As per the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Mr. Navinchandra D. Patel being longest in the office shall retire at the ensuing Annual General Meeting and being eligible for re-appointment, offers himself for re-appointment

Details of Director seeking re-appointment as required under the Listing Regulations are provided in the Notice forming part of this Annual Report. Their re-appointments are appropriate and in the best interest of the Company

All Independent Directors have given declarations that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013

and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms and conditions of the Independent Directors are incorporated on the website of the Company [www.mishtann.com](http://www.mishtann.com)

To familiarize the Independent Directors with the strategy, operations and functions of our Company, the Executive Directors/Senior Managerial Personnel make presentations to the Independent Directors about the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management. Further, the Company has devised a Familiarization Program for Independent Director and same been placed on the web site of the Company at the Link: <https://www.mishtann.com/uploads/specification/familiarization-programme-for-independent-directors.PDF>

None of the Directors of the Company is disqualified for being appointed as Director as specified in Section 164 (2) of the Companies Act, 2013.

Mr. Rajnish Pathak, Independent Director and Mr. Keval Bhatt, Non-Executive Non-Independent Director resigned from the Board of the Company with effect from close of working hours of 15th May, 2024. The Board of the Company, based on the recommendations of Nomination and Remuneration committee, has appointed Mr. Nihar Sheth and Ms. Rainy Singhi as an Additional Director in the capacity of Non-executive and Independent Directors of the Company w.e.f. 16th May, 2024 subject to approval of Shareholders in ensuing Annual General Meeting.

## 11. PARTICULARS OF EMPLOYEES & EMPLOYEE REMUNERATION

Information 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 and a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in Rule 5(2) and 5(3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 is annexed hereto as "Annexure - A" and forms part of this report.

None of the employees of the Company drew remuneration in excess of the limits set out in the said rules during the year. No employee was in receipt of remuneration during the year or part thereof which, in the aggregate, at a rate which is in excess of the remuneration drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company. Hence, no information is required to be furnished as required under Rule, 5(2) and 5(3) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

## 12. BOARD MEETINGS

During the year, Thirteen Board Meetings were duly held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

## BOARD COMMITTEES

The Board has following Committees, viz,

1. Audit Committee
2. Stakeholders' Relationship Committee
3. Nomination and Remuneration Committee
4. Corporate Social Responsibility Committee
5. Risk Management Committee (constituted on 11<sup>th</sup> July, 2022)
6. Rights Issue Committee

The details of the Committees along with their composition, number of meetings and attendance at the meetings are provided in the Corporate Governance Report.

## 13. POLICIES

In pursuance of the Act and the Listing Regulation, the following policies have been framed and disclosed on the Company's website [www.mishtann.com](http://www.mishtann.com)

- i. Board Diversity Policy
- ii. Nomination and Remuneration Policy
- iii. Policy for determining Material subsidiaries
- iv. Policy on preservation of docs
- v. Related Party Transactions Policy
- vi. Terms and conditions of appointment of

- Independent Directors
- vii. Whistle Blower Policy
- viii. Familiarization program for Independent Directors
- ix. Fair Disclosure Code
- x. Policy on archival of Documents
- xi. Policy for determination of materiality
- xii. Corporate Social Responsibility Policy
- xiii. Risk Management Policy
- xiv. Dividend Distribution Policy

## 14. FORMAL ANNUAL EVALUATION

Pursuant to the requirements of Section 134(3)(p) of the Companies Act, 2013 read with Regulation 17 of the listing regulations, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of its Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The Directors expressed their satisfaction with the evaluation process.

## 11. STATEMENT OF DECLARATION BY INDEPENDENT DIRECTOR(S)

Pursuant to the requirements of Section 149(7) of the Companies Act, 2013, the company has received the declarations from all the independent directors confirming the fact that they all are meeting the eligibility criteria as stated in Section 149(6) of the Companies Act, 2013.

The Independent Directors have complied with the Code of Conduct for Independent Directors prescribed in Schedule IV of the Companies Act, 2013 and the Code of conduct formulated by the Company as hosted on the Company's Website i.e. [www.mishtann.com](http://www.mishtann.com)

Mishtann.com.

The Board is satisfied of the integrity, expertise, and experience (including proficiency in terms of Section 150(1) of the Act and applicable rules thereunder) of all Independent Directors on the Board. Further, in terms of Section 150 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, Independent Directors of the Company have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs.

## 16. NOMINATION AND REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The salient features of Nomination & Remuneration Policy of the Company is disclosed in the Corporate Governance Report the web address of the Nomination and Remuneration policy is <http://www.mishtann.com/uploads/specification/nomination-and-remuneration-policy.PDF>

## 17. AUDIT AND AUDITORS

### ❖ STATUTORY AUDITORS

Pursuant to the provisions of Section 139(2) of the Companies Act, 2013 and rules made thereunder, M/s. J.M. Patel & Bros., Chartered Accountants, Ahmedabad (Firm Registration No. 107707W) were appointed as Statutory Auditors of the Company for period of 5 years, to hold office upto the conclusion of

44th Annual General Meeting of the Company.

The Auditors' Report for the financial year 31st March, 2024 is unmodified, i.e. It does not contain any qualification, reservation, adverse remark or disclaimer.

The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company during the financial year under review.

### ❖ SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors appointed Mr. Kamlesh M. Shah, Practicing Company Secretaries, Ahmedabad to undertake the Secretarial Audit of your Company for the financial year 2023-2024.

The Secretarial Auditor Report u/s 204 of the Companies Act, 2013 in the Format MR-3 is annexed to this Report as "Annexure - B"

There has been no qualification, reservation, adverse remark or disclaimer given by the Secretarial Auditors in their Report except the following:

Details of compliance/ non-compliance/ late compliance / late submissions for various regulations of SEBI (LODR) 2015 during the year 31/03/2024 and the penal actions if any taken by the stock exchanges against the company and payment of penalty if any made by the company.



| SR NO. | Compliance Requirement (Regulations / circulars / guidelines including specific clause) | Regulation / Circular No.  | Deviations      | Action Taken by | Type of Action / Advisory / Clarification Details / Fine / Show Cause Notice / Warning, etc. | of              | Fine Amount | Observations / Remarks of the Practicing Company Secretary | Management Response | Remarks             |
|--------|---|--|-----------------|-----------------|--|-----------------|-------------|--|---------------------|---------------------|
| 1.     | SOP-Reg-13 (3) for quarter ended Sep-22   | Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Late Submission | Stock Exchange  | Fine   | Late Submission | 8000        | Payment done   | Payment done timely | Payment done timely |
| 2.     | SOP-Reg-23 (9) for quarter ended Sep-22   | Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Non-submission  | Stock Exchange  | Fine   | Non-submission  | 30000       | Payment done   | Payment done timely | Payment done timely |
| 3.     | SOP-Reg-21 (2) for quarter ended Sep-22   | Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Non-submission  | Stock Exchange  | Fine   | Non-submission  | 30000       | Payment done   | Payment done timely | Payment done timely |

|    |  |  |   |                |      |   |        |              |                     |                     |
|----|--|--|---|----------------|------|---|--------|--------------|---------------------|---------------------|
| 4. | Regulation 24A of SEBI Listing Regulations for year ended March 2023       | Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Non-compliance on MSEI only   | Stock Exchange | Fine | Non-compliance on MSEI only   | 4720   | Payment done | Payment done timely | Payment done timely |
| 5. | Regulation 17(2) of SEBI Listing Regulations for quarter ended June, 2023  | Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Non-compliance with the requirements pertaining to the number of Board meetings | Stock Exchange | Fine | Non-compliance with the requirements pertaining to the number of Board meetings | 11800  | Payment done | Payment done timely | Payment done timely |
| 6. | Regulation 33 of SEBI Listing Regulations for quarter ended September 2023 | Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Wrong and late submission of consolidated Cash flow                             | Stock Exchange | Fine | Wrong and late submission of consolidated Cash flow                             | 277300 | Payment done | Payment done timely | Payment done timely |

In accordance with the SEBI Circular dated February 8, 2019 read with Regulation 24A of SEBI Listing Regulations, the Company has obtained an Annual Secretarial Compliance Report from M/s. Kamlesh M. Shah, Practising Company Secretaries, confirming compliances with all applicable SEBI Regulations, Circulars and Guidelines for the year ended March 31, 2024

## 18. INTERNAL AUDIT & CONTROLS

The company has appointed Mr. Mikil Vora as an internal auditor for FY 2023-2024, the accounting and other system have been designed in such a manner that review of entire process for safeguarding the assets of the company, its operational efficiency, and effectiveness of the systems are taken care of properly. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

### DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

Your Company has in place adequate internal financial controls commensurate with its size, scale and operations. Such controls have been assessed during the year under review taking into consideration the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. Based on the results of such assessments carried out by the management, no reportable or significant deficiencies, no material weakness in the design or operation of any control was observed. Nonetheless your Company recognizes that any internal control framework, no matter how well designed, has inherent limitations and accordingly, regular audits and review processes ensure that such systems are re-enforced on an ongoing basis. The internal financial controls with reference to the Financial Statements are commensurate with the size and nature of business of the Company.

## 19. EXTRACT OF ANNUAL RETURN

The Annual Return for financial year 2023-24 as per provisions of the Act and Rules thereto, will be available on the Company's website at <http://www.mishtann.com/relation.php?category=an>

nual-return

## 21. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

In Compliance with Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the top one thousand listed entities based on market capitalization, are required to prepare a Business Responsibility and Sustainability Report on the environmental, social and governance disclosures.

The first Business Responsibility & Sustainability Report of the Company for the financial year 2023-24 in the specified format forms part of this Board of Director's Report as Annexure-G.

### 21. VIGIL MECHANISM:

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The web link of Vigil Mechanism Policy on the website of the Company is <http://www.mishtann.com/relation.php?category=disclosures-and-policies>

### 22. RISK MANAGEMENT

The Risk Management Policy as per provisions of the Act and Rules thereto and Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, will be available on the Company's website at <http://www.mishtann.com/uploads/specification/RISK%20MANAGEMENT%20POLICY-1.pdf>

The Risk Management Committee held its meetings on 18.07.2023 and 08.01.2024 in which all members were present.

## 23. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

During the Financial Year 2023-2024 there were no Material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report.

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

During the financial year under review, no significant and material orders were passed by the Indian Regulators or Courts or Tribunals that would impact the going concern status of the Company and its future operations.

#### **25. INVESTIGATION BY SECURITIES AND EXCHANGE BOARD OF INDIA**

Our Company has received a letter dated April 26, 2023 bearing number SEBI/HO/CFI D/SEC-4/OW/P/2023/17095/1 ("Letter") from the Assistant General Manager, Corporation Finance Investigation Department, Securities and Exchange Board of India ("AGM") in respect of an investigation initiated against our Company. The AGM in the Letter had sought certain documents and details relating to the related party transactions undertaken by our Company in the preceding five years. Our Company has vide an email dated May 4, 2023 replied to the Letter and has also provided the documents sought by the AGM. Afterwards, the Company has been asking for various documents relating to statutory compliances and financials of the Company and also receiving summons to appear in person or produce the documents etc., The Company has been co-operating with AGM and giving timely reply to each and every emails/letters/summons. The Company has not received any order yet hence, the matter is currently pending.

#### **26. PUBLIC DEPOSITS**

Company has not accepted / renewed any deposits from the public during the Financial Year 2023-2024.

Details of compliance/ non-compliance/ late compliance / late submissions for various regulations of SEBI (LODR) 2015 during the year 31/03/2024 and the penal actions if any taken by the stock exchanges against the company and payment of penalty if any

made by the company.

#### **27. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186**

Particulars of loans given, investments made, guarantees and securities provided under section 186 of the Companies Act, 2013 are provided in the notes of Financial Statements.

#### **28. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

All transactions executed by the Company during the financial year with related parties were on arm's length basis and in ordinary course of business. All such related party transactions were placed before the Audit Committee for approval, wherever applicable. Particulars of the contracts or arrangement with related parties referred into Section 188 (1) of the Companies Act, 2013, in prescribed Form AOC -2 is attached as "**Annexure - C**".

#### **29. CORPORATE GOVERNANCE**

The Company has been proactive in the following principles and practices of good corporate governance. A report in line with the requirements of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the report on Management Discussion and Analysis and the Corporate Governance practices followed by the Company and the Auditors Certificate on Compliance of mandatory requirements are given as an "Annexure - D" respectively to this report.

Company is committed to the tenets of good Corporate Governance and has taken adequate steps to ensure that the requirements of Corporate Governance as laid down in Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are complied with.

As per 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange, the Corporate Governance Report, Management Discussion and Analysis and the Auditor's Certificate regarding compliance of conditions of Corporate Governance are attached separately and form part of the Annual Report.

### 30. MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis as required in terms of the SEBI Listing Regulations is annexed to the report.

### 31. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Company has only one female Employee, it is beyond the practicality to constitute a local compliance committee but a system has been put in place to protect Female Employee(s) from sexual harassment. During the year Company has not received any complaint of harassment.

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

The Particulars regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo, pursuant to Section 134(3)(m) of the Companies Act 2013 read with the Rule 8 of Companies (Account) Rules, 2014 is given in "Annexure - E".

### 33. CORPORATE SOCIAL RESPONSIBILITY (CSR)

In compliance with the requirements of Section 135 read with Schedule VII of the Companies Act 2013, the Board has constituted Corporate Social Responsibility Committee.

The Annual Report on CSR activities as required under Companies (Corporate Social Responsibility Policy) Rules, 2014 is set out as "Annexure - F" forming part of this Report.

Brief terms of reference for the CSR Committee include:

1. To formulate a CSR policy which shall indicate activities to be undertaken by the Company.
2. To recommend the CSR policy to the Board.
3. To recommend the amount of expenditure to be incurred on the activities.
4. To monitor the policy from time to time as per the CSR policy.

The complete policy of Corporate Social Responsibility is displayed on the company's website at i.e. <http://www.mishtann.com/uploads/specification/Mishtann%20Foods%20Limited-%20Corporate%20Social%20Responsibility%20Policy.pdf>

### 34. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that—

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

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

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

(e) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(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

### 35. MAINTENANCE OF COST RECORDS

The Central Government has not specified for the maintenance of cost records under section 148(1) of the Act for any goods sold or services rendered by the company.

### 36. LISTING WITH STOCK EXCHANGES

The Company has listed its Equity Shares on BSE Limited and Metropolitan Stock Exchange of India Limited.

**37. SECRETARIAL STANDARDS**

The Directors State that applicable Secretarial Standards - 1,2,3 and 4 issued by the Institute of Company secretaries of India relating to 'Meetings of the Board of Directors' and General Meetings',

'Payment of Dividend' and 'Report of the Board of Directors' respectively, have been duly followed by the Company.

**ACKNOWLEDGMENT**

We thank our customers, vendors, dealers, investors, business associates and bankers for their continued support during the year.

We place on record our appreciation of the contribution made by employees at all levels. Our resilience to meet challenges was made possible by their hard work, solidarity, co-operation and support.

**For and on behalf of the Board**

**Date: 05-06-2024**  
**Place: Ahmedabad**

Hiteshkumar Gaurishankar Patel  
Managing Director  
(DIN: 05340865)

Navinchandra Dahyalal Patel  
Director  
(DIN: 05340874)

## ANNEXURE - A

**PARTICULARS OF EMPLOYEES**

**INFORMATION AS PER RULE 5(1) OF CHAPTER XIII, COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

**A. PARTICULARS OF REMUNERATION**

**I. Ratio of remuneration of each Executive Director to the median remuneration of Employees of the Company for the financial year**

**II. 2023-24, the percentage increase in remuneration of Chairman & Managing Director, Executive Directors, Company Secretary and CFO during the financial year 2023-24:**

| Name of the Director and KMP    | Designation                            | Ratio of remuneration of each Director / KMP to the Median Remuneration of Employees | Percentage increase in Remuneration in the Financial year 2023-24 |
|---------------------------------|--|--|---|
| Mr. Navinchandra Dahyalal Patel | Whole time Director & CFO              | 1.27   | NA  |
| Ms. Shivangi Shah               | Company secretary & Compliance Officer | 1.00   | 18.89   |

**Note:**

- The details of remuneration, if any of the Independent Directors, Non-Executive Directors of the Company have been provided in the Corporate Governance Report. The ratio of remuneration and percentage increase for the Independent Directors' Remuneration is, therefore, not considered for the purpose above.
- Percentage increase in remuneration indicates annual total compensation increase, as recommended by the Nomination and Remuneration Committee and duly approved by the Board of Directors of the Company.
- The percentage increase in the median remuneration of employees in the financial year 2023-2024: 16.21%.
- There were 5 permanent employees on the rolls of the Company as on March 31, 2024.
- Average percentage increase made in the salaries of employees other than the KMP in the previous financial year – 31.31%, whereas the average percentage increase in remuneration of the KMP is 2.41%. The average increase of remuneration every year is an outcome of the Company's market competitiveness as against similar Companies.
- The increase of remuneration this year is a reflection of the compensation philosophy of the Company and in line with the benchmark results.
- It is hereby affirmed that the remuneration paid to all the Directors, KMP, Senior Managerial Personnel and all other employees of the Company during the financial year ended March 31, 2024, were as per the Nomination and Remuneration Policy of the Company.

## B. PARTICULARS OF EMPLOYEES

### RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

#### Particulars of top Ten Employee in terms of remuneration drawn

| SRN | Name & Designation of Employee | Remuneration Received (In Rs.) | Nature of Employment | Qualifications    | Experience | Date of Commencement of Employment | AGE | Name of Previous Employment | % of Equity Shares held | Relative of Director or Manager |
|-----|--------------------------------|--------------------------------|----------------------|-------------------|------------|------------------------------------|-----|-----------------------------|-------------------------|---------------------------------|
| 1   | NAVINCHANDRA PATEL             | 6,00,000                       | Permanent            | B.com             | 23         | 10.03.2015                         | 57  | Not Known                   | -                       | Whole-Time Director             |
| 2   | DARSHAN PANCHAL                | 5,35,395                       | Permanent            | M.com (Marketing) | 9          | 01.06.2021                         | 40  | Not Known                   | -                       |                                 |
| 3   | SHIVANGI SHAH                  | 4,73,849                       | Permanent            | C.S               | 9          | 01.12.2021                         | 31  | Not Known                   | -                       | -                               |
| 4   | HITESHBHAI SHAH                | 1,51,500                       | Permanent            | B.com             | 13         | 01.12.2023                         | 53  | Not Known                   | -                       |                                 |
| 5   | BHAUMIK MEHTA                  | 1,05,040                       | Permanent            | B.com             | 13         | 01.12.2023                         | 35  | Not Known                   | -                       | -                               |

#### For and on behalf of the Board

**Date: 05-06-2024**  
**Place: Ahmedabad**

Hiteshkumar Gaurishankar Patel  
Managing Director  
(DIN: 05340865)

Navinchandra Dahyalal Patel  
Director  
(DIN: 05340874)



## ANNEXURE - B

FORM NO. MR-3  
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2023

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

To,  
The Members,  
Mishtann Foods Limited  
CIN: L15400GJ1981PLC004170  
Listed at BSE Ltd: SCRIP CODE: 539594  
Listed at MSEIL: SCRIP CODE: MISHTANN  
ISIN: INE094S01041

I/we have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **MISHTANN FOODS LIMITED** (Hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my/our verification of the records of **MISHTANN FOODS LIMITED**, books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, I/We hereby report that in my/our opinion, the company has, during **the audit period covering the financial year ended on 31st March 2024** complied with the statutory provisions listed hereunder and also that the company has proper Board-processes and compliances mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I/We have examined the books, papers, minute books, forms and returns filed and record maintained by **MISHTANN FOODS LIMITED (CIN: L15400GJ1981PLC004170)** for the financial year ended on 31st March, 2024 according to the provisions of:

(i) The Companies Act, 2013(the Act) and the rules made there under; **subject to our observations in this report;**

(ii) The Securities Contracts (Regulations) Act,1956

('SCRA') and the rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act,1999 and the rules and regulation made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings: **During the Company has opened two Foreign Subsidiary companies namely: (a) Grow and Grub Nutrients FZ-LLC UAE. and (b) Grow & More Nutrifoods PTE LTD Singapore.**

The Company does declare the consolidated financial results from the quarter June 2023 onwards.

(v) The following Regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011; **(Annual Disclosure of Holdings made by Promoters/Directors and their Relatives as per Regulation 30 through System Driven Disclosure of depositories with whom the company has made agreement as per SEBI Circular).**

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 as amended up to the date has been complied as are applicable from time to time. **The Company has the system of Structural Digital Database installed where proper records as per requirements of Regulation 3, 4 and 6 of the SEBI (Prohibition of Insider Trading) Regulations.**

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations,

During the year Pursuant to the approval of the Board of Directors resolution dated 11th September, 2023

and approval of the members of the Company at an Extra-Ordinary General Meeting dated 11th October, 2023 and after obtaining In-principle approvals of BSE Limited and the Metropolitan Stock Exchange of India Limited vide their respective letters dated 17th October, 2023 and 31st October, 2023 and upon receipt of an amount aggregating to ₹ 19,98,00,000/- (Rupees Nineteen Crores Ninety-Eight Lakhs only) at the rate of ₹ 13.50/- per Equity Share of ₹ 1 each, the Board of Directors of the Company, has approved the Allotment of 1,48,00,000 (One Crore and Forty-Eight Lakhs) Equity Shares on January 17, 2024 and 1,48,00,000 (One Crore and Forty-Eight Lakhs) Equity Shares on February 22, 2024 on preferential basis to non-promoter persons/ entities. All such securities were Credited in respective demat accounts of allottees and are listed on BSE Ltd and MSEIL Ltd and traded.

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(NOT APPLICABLE FOR THE YEAR UNDER REVIEW)**

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(NOT APPLICABLE FOR THE YEAR UNDER REVIEW)**

(f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding compliance with the Companies Act and dealing with client.

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **NOT APPLICABLE FOR THE YEAR**

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 as amended; **(NOT APPLICABLE FOR THE YEAR UNDER REVIEW)**

(I) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations are complied with **subject to payment of financial penalties as imposed by the stock exchange for Non-Compliance/ Late submission of certain quarterly/ half yearly/ yearly information as stated in Annexure-B of this Report.**

(vi) As stated in the **Annexure – A** – all the laws, rules, regulations are applicable specifically to the company

and the compliance is subject to our observations at relevant para.

(vii) Except what is stated in this Report elsewhere, No other major corporate events occurred during the year and various compliances made by the Company with applicable Laws, Rules, Regulations, and Listing Regulations etc.

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India are applicable w.e.f July 01, 2015 or any amendment, substitution, if any, thereof are adopted by the Company and are complied with.

(ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited and the Metropolitan Stock Exchange of India Limited (MSEIL), the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are complied with subject to our observation in Annexure-B of this Report.

During the period under review the Company has complied with the provision of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, subject to our observations elsewhere in this report.

#### **I further report that**

The board of directors of the company is duly constituted with proper balance of executive directors, non -executives directors, independent directors, and woman director. There was no Change in the Constitution of the Board of Directors during the year under review.

After a Fire Broke out at the Registered office of the Company on 06th May, 2022 Now, the Company has prepared the Minutes for the Various Meetings held based on resolutions passed at such meetings, and submitted to Various Authorities. **In View of this we do not comment upon the accuracy of the records regenerated and updated based on such available information.**

The Company has provided to us information on Compliances made for Filings of Various Resolutions

and E-FORMS with Registrar of Companies as well as the Various Documents information submitted to the Stock Exchanges and Uploaded on the Company's Website stock Exchange website and ROC Website Our This Report is based on Verification of Such information as is available and such further information as provided to us by the company and management.

The changes in the composition of the board of directors that took place during the period under review were carried out in compliance with the provisions of the act and with intimation to stock exchanges and the Registrar of Companies, Ministry of Corporate Affairs. (Not Applicable for the year under review)

Adequate notice is given to all directors to schedule the board meetings, agenda and detailed notes on agenda were sent at least seven days in advance or with consent of directors at a shorter notice, and a system exists for seeking and obtaining further

information and clarification on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views, if any, are captured and the records are kept as part of the minutes. There is a system of sending draft minutes of every meetings to every directors prior to their approval and signature.

**I Further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliances with applicable laws, rules, regulations and guidelines.

**I further report that** during the audit period, in the company there has not occurred any specific event / action that can have a bearing on the company's compliance responsibilities in pursuance of the above referred laws, rules, regulations, guideline, standards, etc.

**Place: Ahmedabad**  
**Date: 23rd May 2024**  
**UDIN: A008356F000435332**

**FOR KAMLESH M. SHAH & CO.,**  
**PRACTICING COMPANY SECRETARIES**

**(Kamlesh M. Shah)**  
**PROPREITOR**  
**ACS: 8356, COP: 2072**

## “ANNEXURE-A”

### Securities Laws

1. All Price Sensitive Information were informed to the stock exchanges from time to time. However, the Company had made late submission of Cash Flow statement for the half year ended 30th September 2023 to stock exchange as per requirements of Regulation 33. The Company has paid a penalty of Rs. 2,77,300/- to Stock Exchange.

2. All investors complain directly received by the RTA& Company is recorded on the same date of receipts and is resolved within reasonable time. The Company is yet to Resolve 32 Investors Complaints. During the year company has paid a Penalty of Rs. 8000/- to Stock Exchange for late submission of Investors Complaints redressal Report as per Regulation 13(3) of the SEBI (LODR).

### Labour Laws

1. All the premises and establishments have been registered with the appropriate authorities.  
2. The Company has not employed any child labour/ Bonded labour in any of its establishments.  
3. Provisions with relate to compliances of PF/ESI Act are applicable to Company and Complied with. **However, the Company has not made provision for payment of Gratuity and also had not done assessment of Gratuity Liability during the year under review. No compliance has been made with AS-15 in this regard.**

### Environmental Laws

As the company is engaged in the manufacturing activities, the environmental laws as are applicable to it, has been complied to the extent possible and as applicable to it, as confirmed by Management.

### Taxation Laws

We are not expert for financial audit and Taxation laws. Regarding Compliance filing of returns, payment of taxes and liabilities of company towards payment of Direct and In-direct Taxes if any, we have relied upon the Internal Auditors Report and observations of the Statutory Auditor.

### LAWS APPLICABLE SPECIFICALLY TO THE COMPANY:

The Company is engaged in the business of Agro Food processing, packaging, distribution business. It is making compliance of all applicable laws like FSSAI and others quality control related laws, rules, regulations, from time to time. During the year, no penal action or breach in compliances are observed as confirmed by the Management.

**FOR KAMLESH M. SHAH & CO.,  
PRACTICING COMPANY SECRETARIES**

**Place: Ahmedabad  
Date: 23rd May 2024  
UDIN: A008356F000435332**

**(Kamlesh M. Shah)  
PROPREITOR  
ACS: 8356, COP: 2072**

**ANNEXURE - B**

DETAILS OF COMPLIANCE/ NON-COMPLIANCE/ LATE COMPLIANCE / LATE SUBMISSIONS FO VARIOUS REGULATIONS OF SEBI (LODR) 2015 DURING THE YEAR 31/03/2023 AND THE PENAL ACTIONS IF ANY TAKEN BY THE STOCK EXCHANGES AGAINST THE COMPANY AND PAYMENT OF PENALTY IF ANY MADE BY THE COMPANY.

| SR No. | Quarter ending                      | Nature of non-compliance   | Amount of penalty/ fine | Date of payment    |
|--------|-------------------------------------|--|-------------------------|--------------------|
| 1      | Sep-22                              | SOP-Reg-13(3) <b>Late Submission</b>   | 8,000                   | October 05, 2023   |
| 2      | Sep-22                              | SOP-Reg-23(9) <b>Non-submission</b>  | 30,000                  | October 05, 2023   |
| 3      | Jun-22                              | SOP-Reg-21(2) <b>(Non-compliance with the constitution of risk management committee</b>                                      | 1,80,000                | October 05, 2023   |
| 4      | Financial Year ended March 31, 2023 | Regulation 24A of SEBI Listing Regulations <b>(Non-compliance on MSEI only)</b>  | 4,720                   | July 25, 2023      |
| 5      | June 30, 2023                       | Regulation 17(2) of SEBI Listing Regulations Non-compliance with the requirements pertaining to the number of Board meetings | 11,800                  | September 16, 2023 |
| 6      | September 30, 2023                  | Regulation 33 of SEBI Listing Regulations (Wrong and late submission of consolidated Cash flow)                              | 2,77,300                | January 11, 2024   |
|        |                                     | <b>TOTAL</b>   | <b>5,11,820</b>         |                    |

**FOR KAMLESH M. SHAH & CO.,  
PRACTICING COMPANY SECRETARIES**

**Place: Ahmedabad  
Date: 23rd May 2024  
UDIN: A008356F000435332**

**(Kamlesh M. Shah)  
PROPREITOR  
ACS: 8356, COP: 2072**

**“ANNEXURE-C”**

To  
The Members,  
MISHTANN FOODS LIMITED  
CIN: L15400GJ1981PLC004170  
B-905, Empire Business Hub,  
Opp: Shakti farms, Science City Road,  
Sola, Ahmedabad 380 060 Gujarat State, India

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

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

**FOR KAMLESH M. SHAH & CO.,  
PRACTICING COMPANY SECRETARIES**

**Place: Ahmedabad  
Date: 23rd May 2024  
UDIN: A008356F000435332**

**(Kamlesh M. Shah)  
PROPREITOR  
ACS: 8356, COP: 2072**

## ANNEXURE - C

## Form No. AOC - 2

## MATERIAL RELATED PARTY TRANSACTIONS

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 subsection (1) of Section 188 of the Act including certain arm's length transactions under third proviso thereto.

**A.Details of contracts or arrangements or transactions not at arm's length basis during the year ended March 31, 2024:** None

**B.Details of material contracts or arrangements or transactions at arm's length basis during the year ended March 31, 2024:** None

**Details of Related Party Transaction at arms-length basis in the ordinary course of business:**

| Name(s) of the related party | Nature of relationship | Duration of contracts/ arrangements/ transactions | Salient terms of the contracts or arrangements or transaction | Value of Transaction (in Rs.) | Date(s) of approval by the Board | Amount paid as advance |
|------------------------------|------------------------|---|---|-------------------------------|----------------------------------|------------------------|
| Navinchandra Dahyalal Patel  | Director               | -   | Remuneration  | 6,00,000                      | -                                | -                      |

## For and on behalf of the Board

**Date: 05-06-2024**  
**Place: Ahmedabad**

Hiteshkumar Gaurishankar Patel  
Managing Director  
(DIN: 05340865)

Navinchandra Dahyalal Patel  
Director  
(DIN: 05340874)

## ANNEXURE - D

## REPORT ON CORPORATE GOVERNANCE

“Corporate Governance refers to the set of systems, principles and processes by which Company is governed. They provide the guideline as to how the Company can be directed or controlled so as to fulfil its goals and objectives in a manner that adds to the value of the Company and benefit to all the stakeholders in the long term. Strong and improved Corporate Governance practices are indispensable in today's competitive world and complex economy”.

Mishtann Foods Limited's (MFL) philosophy of Corporate Governance is founded on the pillars of fairness, accountability, disclosures and transparency. These pillars have been strongly cemented which is reflected in your Company's business practices and work culture. MFL firmly believe that the practice of each of these creates the right corporate culture that fulfils the true purpose of Corporate Governance.

MFL's philosophy is to view the Corporate Governance from the view point of business strategy rather than mere compliance norms. The Company believes in adopting and adhering to the best recognized corporate governance practices and continuously benchmarking itself against each such practice. As a responsible Corporate, we use this framework to maintain accountability in all our affairs, and employ democratic and open processes. Strong Governance practices of the Company have been rewarded in terms of improved share valuations, stakeholder's confidence, market capitalizations etc.

#### ● COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Mishtann Foods Limited (MFL or the Company) commitment for effective Corporate Governance continues and the Company has always been at their benchmarking efforts to follow the internal systems and policies within accepted standards for the creation of golden & trustable value towards the shareholders. The Board of Directors represents the interest of the Company's stakeholders, for optimizing long term value by way of providing necessary guidance and strategic vision to the Company. The Company's continued endeavour is to achieve good governance which ensures our performance rules with integrity whereby ensuring the truth,

transparency, accountability and responsibility in all our dealings with our employees, shareholders, consumers and the community at large. Apart from the compliance with the statutory provisions of the Companies Act, Allied Acts and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is in compliance with all the requirements of the Corporate Governance code as enriched in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. We believe that sound Corporate Governance is critical to enhance and retain stakeholder's trust.

#### CODE/GOVERNANCE POLICIES

- ✦ Whistle Blower Policy
- ✦ Dividend Distribution Policy
- ✦ Risk Management Policy
- ✦ Policy for determination of Materiality
- ✦ Policy on Archival of Documents
- ✦ Corporate Social Responsibility Policy
- ✦ Board Diversity Policy
- ✦ Nomination & Remuneration Policy
- ✦ Policy for Determining Material Subsidiaries
- ✦ Related Party Transactions Policy
- ✦ Familiarisation Programme for Independent Directors
- ✦ Policy on Preservation of Documents
- ✦ Code of practices and procedures for fair disclosures of Unpublished price sensitive information

#### 1. BOARD OF DIRECTORS

##### (a) Composition of Board

The Board of Mishtann is an optimum combination of Executive, Non-executive and Independent Directors including Independent Woman Director. For the Financial Year ended March 31, 2024 the board composition was as follows;

|  |          |
|--|----------|
| <b>Promoter &amp; Promoter Group</b>               | <b>1</b> |
| <b>Executive Directors</b>                         | <b>2</b> |
| <b>Independent and Non-Executive Directors</b>     | <b>3</b> |
| <b>Non Independent and Non-Executive Directors</b> | <b>1</b> |



**(b) During the Financial Year 2023-2024 Thirteen Board Meetings were held on the following dates;**

|    |                             |
|----|-----------------------------|
| 1  | Tuesday, 25 April, 2023     |
| 2  | Tuesday, 30 May, 2023       |
| 3  | Monday, 26 June, 2023       |
| 4  | Tuesday, 18 July, 2023      |
| 5  | Wednesday, 23 August, 2023  |
| 6  | Tuesday, 05 September, 2023 |
| 7  | Monday, 11 September, 2023  |
| 8  | Tuesday, 31 October, 2023   |
| 9  | Friday, 3 November, 2023    |
| 10 | Thursday, 21 December, 2023 |
| 11 | Wednesday, 17 January, 2024 |
| 12 | Tuesday, 6 February, 2024   |
| 13 | Thursday, 22 February, 2024 |

**(c) Meetings attended by the Board Members during the Year 2023-2024**

| Name of Director           | Category                             | No. of Directorship held in other listed Entity | No. of Board Meeting Attended | Attended last AGM | No. of Member ships of other Board Committees | No. of other Board Committees of which the Director is a Chair person | No. of Equity shares held |
|----------------------------|--------------------------------------|---|-------------------------------|-------------------|---|---|---------------------------|
| Mr. Hiteshkumar G. Patel   | Managing Director                    | -   | 13                            | YES               | -   | 2   | 49,81,71,027              |
| Mr. Navinchandra D. Patel  | Whole time Director                  | -   | 13                            | YES               | -   | -   | -                         |
| Rajnish Pathak             | Non-executive & Independent Director | 2   | 13                            | YES               | 4   | -   | -                         |
| Ashish Agarwal             | Non-executive & Independent Director | 1   | 13                            | YES               | 4   | -   | -                         |
| Mrs. Bhumi Jayantkumar Gor | Non-executive & Independent Director | -   | 13                            | YES               | 2   | 4   | -                         |
| Keval Bhatt                | Non-executive & Independent Director | -   | 13                            | YES               | 2   | -   | -                         |

**There is no relationship between directors inter-se.**

**Minutes of the meetings of all the Board and Committees are circulated to all the Directors.**

**(d) KEY FUNCTIONS OF THE BOARD**

The Board performs various statutory and other functions for managing the affairs of the Company. The key functions include, reviewing and guiding corporate strategy, annual budgets and business plans; setting performance objectives; monitoring implementation and corporate performance; overseeing major capital expenditures; ensuring integrity of the Company's accounting and financial reporting system, financial and operating controls, compliance with applicable laws; appointment and removal of Directors and Key Managerial Personnel; and evaluating the performance of the Board, its committees and individual Directors.

**(e) Familiarisation Programme for Independent Directors**

The Company conducts familiarisation programs for Independent Directors with regard to their roles, rights, responsibilities towards the Company, the business operations of the Company, etc. Descriptions of the familiarisation programs extended to the Independent Directors is disclosed on the Company website at

<http://www.mishtann.com/uploads/specification/familiarization-programme-for-independent-directors.PDF>

**(f) The list of core skills/expertise/competencies identified by the board of directors as required in the context of the business(es) and sector(s) for it to function effectively and those actually available with the board**

The Directors on the Board are eminent industrialists/professionals and have expertise in their respective functional areas, bringing with them the reputation of independent judgement and experience which adds value to the Company's business.

Directors are inducted on the Board on the basis of their possession of skills identified by the Board and their special skills with regards to the industries/fields they come from.

The brief profiles of Directors forming part of this Annual Report gives an insight into the education, expertise, skills and experience of the Directors, thus bringing in diversity to the Board's perspectives. The core skills/expertise/competencies identified by the

Board of Directors as required in the context of its business(es) and sector(s) for it to function effectively:

i) Knowledge – Understand the Company's business, policies and culture (including its mission, vision, values, goals, current strategic plan, governance structure, major risks and threats and potential opportunities) and knowledge of the industry in which the Company operates.

ii) Behavioural skills – Attributes and competencies to use their knowledge and skills to function well as team members and to interact with key stakeholders.

iii) Strategy and planning – Experience in developing strategies, critically accessing strategic opportunities and threats for growth of the business in a sustainable manner, assisting the management in taking decisions in consideration of the diverse and varied business and also uncertain environment.

iv) Governance - Experience in developing governance framework, serving the best interests of all stakeholders, driving Board and management accountability, building long-term effective stakeholder engagement and sustaining corporate ethics and values.

v) Governance - Experience in developing governance framework, serving the best interests of all stakeholders, driving Board and management accountability, building long-term effective stakeholder engagement and sustaining corporate ethics and values.

In terms of the requirement of the Listing Regulations, the Board has identified the core skills/expertise/competencies of the Directors in the context of the Company's business for effective functioning and as available with the Board. These are as follows:

| Skills /Expertise/ Competencies  | Hitesh kumar Gauri shankar Patel | Navin chandra Dahyalal Patel | Keval Manu prasad Bhatt | Bhumi Jayant kumar Gor | Rajnish Pathak | Ashish Agarwal |
|--|----------------------------------|------------------------------|-------------------------|------------------------|----------------|----------------|
| Knowledge  | ✓                                | ✓                            | ✓                       | ✓                      | ✓              | ✓              |
| Behavioural skills   | ✓                                | ✓                            | ✓                       | ✓                      | ✓              | ✓              |
| Strategy and planning  | ✓                                | ✓                            | ✓                       | ✓                      | ✓              | ✓              |
| Financial/technical/ professional skills and specialised knowledge to assist the ongoing aspects of the business | ✓                                | ✓                            | ✓                       | ✓                      | ✓              | ✓              |
| Governance   | ✓                                | ✓                            | ✓                       | ✓                      | ✓              | ✓              |

(g) The Board confirms that the Independent Directors fulfill the conditions specified in Section 149 of the Act and Regulation 16(1)(b) of the Listing Regulations and are independent of the management.

#### (i) SEPARATE MEETING OF INDEPENDENT DIRECTORS

Schedule IV of the Companies Act, 2013 and Regulation 25(3) of the SEBI Listing Regulations, mandates the Independent Directors of the Company to hold at least one meeting in a financial year without the attendance of Non-Independent Directors and members of the management. The separate Independent Directors' meeting was scheduled and on March 7th, 2024.

The meeting was chaired by Mr. Bhumi Gor, Independent Director, wherein the Independent Directors, inter alia, discussed the following:

- i. Reviewed the performance of Non-Independent Directors and the Board as a whole;
- ii. Reviewed the performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
- iii. Assessed the quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the

Board to effectively and reasonably perform its duties.

All the Independent Directors were present at this meeting. The outcome of the meeting was apprised to the Chairman of the Company

#### 1. COMMITTEES OF BOARD

##### 1) Audit Committee

##### Brief description of terms of reference:

##### A. Powers of Audit Committee

The Audit Committee shall have powers, including the following:

- (1) to investigate any activity within its terms of reference;
- (2) to seek information from any employee;
- (3) to obtain outside legal or other professional advice;
- (4) to secure attendance of outsiders with relevant expertise, if it considers necessary; and
- (5) such other powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

##### Role of Audit Committee

The role of the Audit Committee shall include the

following:

(1) oversight of financial reporting process and the disclosure of financial information relating to Mishtann Foods Limited (the "Company") to ensure that the financial statements are correct, sufficient and credible;

(2) recommendation for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company and the fixation of the audit fee;

(3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;

(4) formulation of a policy on related party transactions, which shall include materiality of related party transactions;

(5) reviewing, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;

(6) examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

a. Matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;

b. Changes, if any, in accounting policies and practices and reasons for the same;

c. Major accounting entries involving estimates based on the exercise of judgment by management;

d. Significant adjustments made in the financial statements arising out of audit findings;

e. Compliance with listing and other legal requirements relating to financial statements;

f. Disclosure of any related party transactions; and

g. Modified opinion(s) in the draft audit report.

(7) reviewing, with the management, the quarterly, half-yearly and annual financial statements before

submission to the Board for approval;

(8) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the Issue document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board of directors of the Company (the "Board" or "Board of Directors") to take up steps in this matter;

(9) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

(10) approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed;

Explanation: The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.

(11) scrutiny of inter-corporate loans and investments;

(12) valuation of undertakings or assets of the Company, wherever it is necessary;

(13) evaluation of internal financial controls and risk management systems;

(14) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

(15) 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;

(16) discussion with internal auditors of any significant findings and follow up there on;

(17) reviewing the findings of any internal investigations by the internal auditors into matters

where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board

(18) 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;

(19) recommending to the board of directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;

(20) monitoring the end use of funds raised through public offers and related matters;

(21) looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

(22) reviewing the functioning of the whistle blower mechanism;

(23) monitoring the end use of funds raised through public offers and related matters;

(24) overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;

(25) approval of appointment of chief financial officer (i.e., the whole-time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

(26) To formulate, review and make recommendations to the Board to amend the Terms of Reference of Audit Committee from time to time;

(27) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders; and

Company (the "Board" or "Board of Directors") to take up steps in this matter;

(28) carrying out any other functions required to be carried out by the Audit Committee as contained in the SEBI Listing Regulations, Companies Act, 2013, uniform listing agreements and/or any other applicable law, as and when amended from time to time."

As required under Regulation 18(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audit Committee had reviewed the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Management letters / letters of internal control weaknesses issued by the statutory auditors;
3. Internal audit reports relating to internal control weaknesses;
4. The appointment, removal and terms of remuneration of the chief internal auditor;
5. Statement of deviations in terms of the SEBI Listing Regulations:
  - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) where the Equity Shares are proposed to be listed in terms of the SEBI Listing Regulations; and
  - b. annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice in terms of the SEBI Listing Regulations.
6. review the financial statements, in particular, the investments made by any unlisted subsidiary;
7. Such information as may be prescribed under the Companies Act and SEBI Listing Regulations.

**During the year six meetings of Audit Committee were held on the following dates:**

|   |                            |
|---|----------------------------|
| 1 | Tuesday, May 30, 2023      |
| 2 | Tuesday, July 18, 2023     |
| 3 | Wednesday, August 23, 2023 |
| 4 | Monday, September 11, 2023 |
| 5 | Friday, November 03, 2023  |
| 6 | Tuesday, February 06, 2024 |

**The constitution, composition and attendance details of the Audit Committee are as under:**

The audit Committee as on March 31, 2024 comprises of three Non-executive and Independent Directors.

| Name of Director   | Title       | No. of meetings attended |
|--------------------|-------------|--------------------------|
| Mr. Rajnish Pathak | Member      | 6                        |
| Ms. Bhumi Gor      | Chairperson | 6                        |
| Mr. Ashish Agarwal | Member      | 6                        |

**2) Nomination and Remuneration Committee**

**Brief description of terms of reference:**

The Committee has adopted a policy relating to the appointment and remuneration of Directors, Key Managerial Personnel and Senior Management employees.

**The role of Nomination and Remuneration Committee is as follows:**

(1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors of the Company (the "Board" or "Board of Directors") a policy relating to the remuneration of the directors, key managerial personnel and other employees ("Remuneration Policy").

The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

(i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully

(ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goals.

(2) For every appointment of an independent director, evaluating the balance of skills, knowledge and

experience on the Board and on the basis of such evaluation, preparing 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 Nomination and Remuneration 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 independent directors and the Board;

(4) Devising a policy on Board diversity;

(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 their appointment and removal and carrying out evaluation of every director's performance (including independent director);

(6) Analysing, monitoring and reviewing various human resource and compensation matters;

(7) Deciding whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

(8) Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

(9) Recommending to the board, all remuneration, in whatever form, payable to senior management and other staff, as deemed necessary;

(10) Carrying out any other functions required to be carried out by the Nomination and Remuneration Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time;

(11) Reviewing and approving the Company's compensation strategy from time to time in the context of the then current Indian market in

accordance with applicable laws;

(12) Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, if applicable;

(a) To administer the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the terms of such scheme/plan ("ESOP Scheme") including the following:

i. determining the eligibility of employees to participate under the ESOP Scheme;

ii. determining the quantum of option to be granted under the ESOP Scheme per employee and in aggregate;

iii. date of grant;

iv. determining the exercise price of the option under the ESOP Scheme;

v. the conditions under which option may vest in employee and may lapse in case of termination of employment for misconduct;

vi. the exercise period within which the employee should exercise the option and that option would lapse on failure to exercise the option within the exercise period;

vii. the specified time period within which the employee shall exercise the vested option in the event of termination or resignation of an employee;

viii. the right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;

ix. re-pricing of the options which are not exercised, whether or not they have been vested if stock option rendered unattractive due to fall in the market price of the equity shares;

x. the grant, vest and exercise of option in case of employees who are on long leave;

xi. allow exercise of unvested options on such terms and conditions as it may deem fit;

xii. the procedure for cashless exercise of options;

xiii. forfeiture/cancellation of options granted;

xiv. formulating and implementing the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard following shall be taken into consideration:

- the number and the price of stock option shall be adjusted in a manner such that total value of the option to the employee remains the same after the corporate action;
- for this purpose, follow global best practices in this area including the procedures followed by the derivative markets in India and abroad may be considered; and
- the vesting period and the life of the option shall be left unaltered as far as possible to protect the rights of the employee who is granted such option.

(13) Construing and interpreting the ESOP Scheme and any agreements defining the rights and obligations of the Company and eligible employees under the ESOP Scheme, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOP Scheme.

(14) Frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:

(a) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and

(b) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003, by the trust, the Company and its employees, as applicable.

(15) Perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 to the extent notified and effective, as amended or by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended or by any other applicable law or regulatory authority.

(16) To consider any other matters as may be requested by the Board; and

(17) To make available its terms of reference and review annually those terms of reference and its own effectiveness and recommend any necessary changes to the Board.

The committee is authorised by the Board to:

(a) investigate any activity within its terms of reference;

(b) seek any information from any employee of the Company or any associate or subsidiary, joint venture Company in order to perform its duties and all employees are directed by the Board to co-operate with any request made by the Committee; and

(c) call any director or other employee to be present at a meeting of the Committee as and when required.

If the Committee considers it necessary so to do it is authorised to obtain appropriate external advice including but not limited to legal and professional advice to assist it in the performance of its duties and to secure the services of outsiders with relevant experience and expertise and to invite those persons to attend at meetings of the Committee. The cost of obtaining any advice or services shall be paid by the Company within the limits as authorised by the Board.

**During the Year one meeting of NRC was held on the following date:**

|   |                             |
|---|-----------------------------|
| 1 | Tuesday, September 05, 2023 |
|---|-----------------------------|

**The constitution, composition and attendance details of the NRC are as under:**

The Nomination and Remuneration Committee as on March 31, 2024 comprises of three Non-executive and Independent Directors.

| Name of Director   | Title       | No. of meetings attended |
|--------------------|-------------|--------------------------|
| Mr. Rajnish Pathak | Member      | 1                        |
| Mrs. Bhumi Gor     | Chairperson | 1                        |
| Mr. Ashish Agarwal | Member      | 1                        |

**Performance evaluation criteria for Directors**

During the year, the Board adopted a formal mechanism for evaluating its performance as well as that of its committees and individual Directors, including the Chairman of the Board. The exercise was

carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

**Remuneration of directors**

(a) There were no pecuniary relationship or transactions with the Non-executive directors during the year. The company do not pay sitting fees or commissions to the Non-executive directors.

(b) The criteria for making payments to non-executive directors are placed on the company's website at <http://www.mishtann.com/uploads/specification/criteria-for-making-payment-to-non-executive-directors.PDF>

**(c) Remuneration details of Directors**

| Name of Director          | Remuneration inclusive of all benefits per Annum in Rs. |
|---------------------------|---|
| Mr. Hiteshkumar G. Patel  | NIL   |
| Mr. Navinchandra D. Patel | 6,00,000  |

**3) STAKEHOLDERS' GRIEVANCE COMMITTEE / STAKEHOLDERS RELATIONSHIP COMMITTEE**

**The dates of the four meetings of the committee held during the year are following:**

|   |                            |
|---|----------------------------|
| 1 | Wednesday, April 12, 2023  |
| 2 | Tuesday, July 11, 2023     |
| 3 | Thursday, October 19, 2023 |
| 4 | Thursday, January 04, 2024 |



**The committee composes of the following Non-executive and Non-Independent Directors:**

| Name of Director   | Title       | No. of meetings attended |
|--------------------|-------------|--------------------------|
| Mr. Rajnish Pathak | Member      | 4                        |
| Mrs. Bhumi Gor     | Chairperson | 4                        |
| Mr. Ashish Agarwal | Member      | 4                        |

**Complaints status for the period 01-04-2023 to 31-03-2024**

| Number of complaints received | Number of complains pending | Number of complains resolved |
|-------------------------------|-----------------------------|------------------------------|
| 65                            | 1                           | 64                           |

**Name and Designation of the Compliance Officer**

Ms. Shivangi Shah, Company Secretary & Compliance Officer of the Company.

**The Stakeholders Relationship Committee also have the following roles;**

(1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer of shares or debentures, including non-receipt of share or debenture certificates and review of cases for refusal of transfer/transmission of shares and debentures, non-receipt of annual report or balance sheet, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc. and assisting with quarterly reporting of such complaints;

(2) Review of measures taken for effective exercise of voting rights by shareholders;

(3) Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities

(4) Giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time

(5) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the registrar and share transfer agent of the Company and to recommend

measures for overall improvement in the quality of investor services;

(6) 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;

(7) To approve allotment of shares, debentures or any other securities as per the authority conferred / to be conferred to the Committee by the Board of Directors from time to time;

(8) To approve requests for transfer, transposition, deletion, consolidation, sub-division, change of name, dematerialization, rematerialisation etc. of shares, debentures and other securities;

(9) To monitor and expedite the status and process of dematerialization and rematerialisation of shares, debentures and other securities of the Company;

(10) Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act or SEBI Listing Regulations, or by any other regulatory authority; and

(11) Such terms of reference as may be prescribed under the Companies Act and SEBI Listing Regulations.

#### **4. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

**The dates of the two meetings of the committee held during the year are following:**

|   |                             |
|---|-----------------------------|
| 1 | Tuesday, May 30, 2023       |
| 2 | Thursday, February 22, 2024 |

**The committee composes of the following Non-executive and Non-Independent Directors:**

| Name of Director   | Title       | No. of meetings attended |
|--------------------|-------------|--------------------------|
| Mr. Rajnish Pathak | Member      | 2                        |
| Mrs. Bhumi Gor     | Chairperson | 2                        |
| Mr. Ashish Agarwal | Member      | 2                        |

**The Corporate Social Responsibility Committee also have the following roles;**

(a) formulate and recommend to the Board, a “Corporate Social Responsibility Policy” which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and the rules made thereunder, as amended, monitor the implementation of the same from time to time, and make any revisions therein as and when decided by the Board;

(b) identify corporate social responsibility policy partners and corporate social responsibility policy programmes;

(c) review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a) and the distribution of the same to various corporate social responsibility programs undertaken by the Company;

(d) delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;

(e) review and monitor the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;

(f) any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board, from time to time;

(g) The Corporate Social Responsibility Committee shall formulate and recommend to the Board, an annual action plan in pursuance of its corporate social responsibility policy, which shall include the following:

(i) the list of corporate social responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Companies Act;

(ii) the manner of execution of such projects or programmes as specified in the rules notified under the Companies Act;

(iii) the modalities of utilisation of funds and implementation schedules for the projects or programmes;

(iv) monitoring and reporting mechanism for the

projects or programmes; and

(v) details of need and impact assessment, if any, for the projects undertaken by the Company;

(h) exercise such other powers as may be conferred upon the Corporate Social Responsibility Committee in terms of the provisions of Section 135 of the Companies Act.

## 5) RISK MANAGEMENT COMMITTEE

The dates of the two meetings of the committee held during the year are following:

|   |                          |
|---|--------------------------|
| 1 | Tuesday, July 18, 2023   |
| 2 | Monday, January 08, 2024 |

The committee composes of the following executive and Non-executive Directors:

| Name of Director      | Title       | No. of meetings attended |
|-----------------------|-------------|--------------------------|
| Mr. Hiteshkumar Patel | Chairperson | 2                        |
| Mrs. Bhumi Gor        | Member      | 2                        |
| Mr. Keval Bhatt       | Member      | 2                        |

The Risk Management Committee also have the following roles;

(i) To formulate a detailed risk management policy which shall include:

- framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, Environmental, Social and Governance (ESG) related risks), information, cyber security risks or any other risk as may be determined;
- Measures for risk mitigation including systems and processes for internal control of identified risks; and
- Business continuity plan.

(ii) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

(iii) To monitor and oversee implementation of the risk management policy, including evaluating the

adequacy of risk management systems;

(iv) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

(v) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

(vi) The appointment, removal and terms of remuneration of the Chief Risk Officer shall be subject to review by the Risk Management Committee.

(vii) To seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

(viii) Laying down risk assessment and minimization procedures and the procedures to inform Board of the same;

(ix) Framing, implementing, reviewing and monitoring the risk management plan for the Company and such other functions, including cyber security, as may be delegated by the Board; and

(x) Performing such other activities as may be delegated by the Board and/or are statutorily prescribed under any law to be attended to by the Risk Management Committee.”

## 6) RIGHTS ISSUE COMMITTEE

The dates of the three meetings of the committee held during the year are following:

|   |                          |
|---|--------------------------|
| 1 | Wednesday, May 24, 2023  |
| 2 | Thursday, March 07, 2024 |
| 3 | Tuesday, March 19, 2024  |

The committee composes of the following executive and Non-executive Directors:

| Name of Director      | Title       | No. of meetings attended |
|-----------------------|-------------|--------------------------|
| Mr. Hiteshkumar Patel | Chairperson | 3                        |
| Mrs. Bhumi Gor        | Member      | 3                        |
| Mr. Keval Bhatt       | Member      | 3                        |

The Rights Issue Committee also have the following roles;

(a) Approving all actions required to for seeking the admission of the Rights Equity Shares into the Central Depository Services (India) Limited (the “CDSL”) and the National Securities Depository Limited (the “NSDL”);

(b) Finalizing and arranging for the submission of the DLOF and LOF or the abridged letter of offer and any amendments, supplements, notices or corrigenda thereto, to appropriate government and regulatory authorities, institutions or bodies;

(c) Issuing advertisements as it may deem fit and proper in accordance with Applicable Laws;

(d) Deciding on the size and all other terms and conditions of the Issue and/or the number of Equity Shares to be issued in the Issue, including any rounding off in the event of any oversubscription as permitted under Applicable Laws;

(e) Taking all actions as may be necessary or authorized in connection with the Issue;

(f) Appointing and instructing bankers to the Issue, the registrar to the Issue, bankers of the Company, managers, escrow agents, accountants, auditors, legal counsel, depositories, trustees, custodians, credit rating agencies, monitoring agencies, advertising agencies and all such persons or agencies as may be involved in or concerned with the Issue and whose appointment is required in relation to the Issue, including any successors or replacements thereof;

(g) Opening bank accounts, share/securities accounts, escrow or custodian accounts, in India or abroad, in Rupees or in any other currency, in accordance with Applicable Laws;

(h) Entering into agreements with, and remunerating all such bankers to the Issue, the registrar to the Issue, bankers of the Company, managers, escrow agents, accountants, auditors, legal counsel, depositories, trustees, custodians, credit rating agencies, monitoring agencies, advertising agencies, and all other agencies or persons as may be involved in or concerned with the Issue, including any successors or replacements thereof, by way of commission, brokerage, fees or the like;

(i) Seeking the listing of the Rights Equity Shares on the Stock Exchanges, submitting listing application to the Stock Exchanges and taking all such actions as may be necessary in connection with obtaining such listing;

(j) Seeking, if required, the consent of the Company's lenders and lenders of its subsidiaries, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the Issue;

(k) Submitting undertaking/certificates or providing clarifications to the SEBI and the Stock Exchanges;

(l) Determining the following points with respect to the Issue in accordance with Applicable Laws, in consultation with the any other advisors,

- Issue Opening Date and Issue Closing Date,
- Price of the Issue per Share, including premium (if any),
- Right Entitlement Ratio at which the new shares to be offered to the existing equity shareholders, Issue Size,
- Record Date / Book Closure Period
- Content as well as Art Work of Application Form, Abridge Letter of Offer, newspaper advertisement etc.
- Finalization and approve the Newspaper Advertisement about Pre-issue, Post-issue and/or any other matter which is incidental, whether directly or indirectly, to the Right Issue Process,
- Take any decision with respect to on market and off market renunciation;
- Determine the Schedule for the Issue;
- Take decisions with respect to fractional right entitlements;
- Activation of Right Entitlement's ISIN request to be submitted to concerned authority.

(m) Finalizing the basis of allocation of Equity Shares to retail investors/non-institutional investors/qualified institutional buyers and any other investor in consultation with the Stock Exchanges and/or any other entity;

(n) Opening with the bankers to the Issue, escrow collection banks and other entities such accounts as are required under Applicable Laws;

(o) To issue receipts/allotment letters/confirmations of allotment notes either in physical or electronic mode representing the underlying equity shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchange(s), with power to authorise one or more officers of the Company to sign all or any of the aforesaid documents;

(p) Severally authorizing Mr. Hiteshkumar G. Patel, Managing Director (DIN: 05340865) (**"Authorized Officer"**), for and on behalf of the Company, to execute and deliver, on a several basis, any agreements and arrangements as well as amendments or supplements thereto that the Authorized Officer considers necessary, desirable or expedient, in connection with the Issue, including, without limitation, engagement letters, memoranda of understanding, the registrar's agreement, the depositories' agreements and other entities as appropriate, the escrow agreement, the advertisement agency agreement and any undertakings and declarations, and to make payments to or remunerate by way of fees, commission, brokerage or the like or reimburse expenses incurred in connection with the Issue, bankers to the Issue, registrar to the Issue, bankers of the Company, managers, escrow agents, accountants, auditors, legal counsel, depositories, trustees, custodians, credit rating agencies, monitoring agencies, advertising agencies, and all such persons or agencies as may be involved in or concerned with the Issue including any successors or replacements thereof; and any such agreements or documents so executed and delivered and acts, deeds, matters and things done by any such Authorized Officer shall be conclusive evidence of the authority of the Authorized Officer and the Company in so doing;

(q) Severally authorizing the Authorized Officers to take any and all action in connection with making applications, seeking clarifications and obtaining approvals (or entering into any arrangement or agreement in respect thereof) in connection with the Issue, including, without limitation, applications to, and clarifications or approvals from the GoI, the RBI, the SEBI, the RoC, and the Stock Exchanges and that any such action already taken or to be taken is hereby ratified, confirmed and/or approved as the act and deed of the Authorized Officer and the Company, as the case may be;

(r) Severally authorizing the Authorized Officers, for and on behalf of the Company, to execute and deliver any and all documents, papers or instruments and to do or cause to be done any and all acts, deeds, matters or things as any such Authorized Officer may deem necessary, desirable or expedient in order to carry out the purposes and intent of the foregoing resolutions or the Issue; and any documents so executed and delivered or acts, deeds, matters and things done or caused to be done by any such Authorized Officer shall be conclusive evidence of the authority of such Authorized Officer and the Company in so doing and any such document so executed and delivered or acts, deeds, matters and things done or caused to be done by any such Authorized Officer prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Authorized Officer and the Company, as the case may be;

(s) Executing and delivering any and all documents, papers or instruments and doing or causing to be done any and all acts, deeds, matters or things as the Rights Issue Committee may deem necessary, desirable or expedient in order to carry out the purposes and intent of the foregoing resolutions or the Issue; and any documents so executed and delivered or acts, deeds, matters and things done or caused to be done by Rights Issue Committee shall be conclusive evidence of the authority of the Rights Issue Committee in so doing.

(t) To take decision about investment of the surplus funds in the newly opened account in any way and in any assets as they deem proper and with a power to sell, vary and dispose of such investments at their discretion without further reference to board members or shareholders;

(u) To appoint and approve the agreements to be executed with the Registrar to the Issue, Escrow Bank, Merchant Banker, Legal Advisor, banker(s) to the issue, Newspaper Agency, Printer for designing and printing of issue related Materials, Courier Company & other regulatory authority or Agency which came to

knowledge during the issue process and incidental to complete the Right Issue Process;

(v) To finalize and approve Draft Letter of Offer, Letter of Offer, Application Form, Abridged Letter of Offer or any other document for filing with Stock Exchanges where the equity shares of the Company are listed/proposed to be listed, SEBI and other regulatory authorities; and

(w) To finalize and submit the necessary documents with the Registrar to the Issue and the Depositories for ISIN activation.”

### 3. SUBSIDIARIES AND JOINT VENTURE COMPANY

As on 31st March, 2024 your Company has Two (2) Subsidiaries namely Grow and Grub Nutrients FZ-LLC (Wholly-Owned Subsidiary), Grow & More Nutrifooods PTE. LTD. (Wholly Owned Subsidiary).

Pursuant to amended Regulation 24(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company need not required to appoint any Independent Director to its subsidiary Companies.

Financial Statements of our unlisted wholly-owned subsidiary companies were reviewed by the Audit Committee of the Company pursuant to Regulation 24(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Minutes of their Board Meetings as well as statements of all significant transactions of unlisted subsidiary Companies are placed before the Board for their review pursuant to Regulation 24(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### 4. GENERAL BODY MEETINGS

(a) A brief summary of last three Annual General meetings/Extra-Ordinary General Meetings and special resolution passed;

| Financial Year | Day, Date and Time                          | Venue of the Annual General Meeting | No. Of Special resolution passed |
|----------------|---|-------------------------------------|----------------------------------|
| 2022-23        | Wednesday, October 11, 2023 at 04.00 p.m.   | Through VC                          | 2                                |
| 2022-23        | Friday, September 29th, 2023 at 11.00 a.m.  | Through VC                          | 1                                |
| 2021-22        | Friday, September 30th, 2022 at 10.00 a.m.  | Through VC                          | 0                                |
| 2020-21        | Tuesday, September 21st, 2021 at 11.30 a.m. | Through VC                          | 8                                |

**(b) Special Resolutions passed in Extra-Ordinary General Meeting are as follows:**

1. Issue of Convertible Equity Warrants on preferential basis to non-promoter persons/entities
2. To approve the prior approval regarding Raising of Funds through Secured/Unsecured Loan with an option to conversion into Equity Shares

**(c) Special Resolutions passed in 43rd Annual General Meeting are as follows:**

1. Re-appointment of Mr. Navinchandra Dahyalal Patel (DIN: 05340874) as a Whole time Director.

**(d) Special Resolutions passed in 41st Annual General Meeting are as follows:**

1. Alteration of the Object Clause of the Memorandum of Association of the Company.
2. Adoption of new set of Articles of Association of the Company Containing Regulations in Conformity with the Companies Act, 2013.

**(e) Postal Ballot:**

**There has not been any business conducted through postal ballot during the financial year 2023-24.**

**1. MEANS OF COMMUNICATION**

1. The un-audited quarterly/half yearly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within sixty days from the closure of the financial year, as per the requirement of the listing regulations.
2. The approved financial results are sent to the

stock exchanges forthwith and published in 'Financial Express' (English newspaper) and 'Financial Express' (local language Gujarati newspaper) within forty-eight hours of approval thereof.

3. The Company's financial results are displayed on the Company's website: [www.mishtann.com](http://www.mishtann.com)
4. Management Discussion and Analysis report forms a part of the annual report.

5. The quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the stock exchanges, viz. BSE Limited and Metropolitan Stock Exchange of India Limited are filed electronically. The Company has complied with filing submissions through BSE's BSE Listing Centre. Likewise, the said information is also filed electronically with MSEI through MSEI's My Listing portal.

6. A separate dedicated section under "Investor Relations", on the Company's website gives information on shareholding pattern, quarterly/half yearly results and other relevant information of interest to the investors/public.

7. SEBI processes investor complaints in a centralised web-based complaints redressal system, i.e. SCORES. Through this system a shareholder can lodge a complaint against the Company for redressal of his grievance. The Company uploads the action taken report on the complaint, which can be viewed by the shareholder. The Company and shareholder can seek and provide clarifications online through SEBI.

8. The Company has an email-ID for investor services, i.e. [cs@mishtann.com](mailto:cs@mishtann.com) and the same is prominently displayed on the Company's website, i.e. [www.mishtann.com](http://www.mishtann.com)

**1. GENERAL SHAREHOLDER INFORMATION**

(a) Annual General Meeting: 11:00 A.M. Saturday, June 29, 2024 through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM")

(b) Financial Year: April 01, 2023 to March 31, 2024

(c) Dividend Payment Date: Final Dividend will be paid within the stipulated time after declaration by the members at the ensuing Annual General Meeting.

(d) Record Date for payment of Dividend: 22nd June, 2024

**(e) Listing on Stock Exchanges**

| Name of the Stock Exchange   | Stock Code | ISIN (International Securities Identification Number) |
|--|------------|---|
| Bombay Stock Exchange Limited<br><b>Address:</b> P.J. Towers Dalal Street, Mumbai-400001   | 539594     | INE094S01041  |
| Metropolitan Stock Exchange of India Limited<br><b>Address:</b> 4th Vibgyor Tower, Opp. Trident Hotel, Bandra-Kurla Complex, Mumbai-400098 | MISHTANN   | INE094S01041  |

The Annual Listing Fees for the year 2024-2025 to BSE Limited and Metropolitan Stock Exchange of India Limited has been paid where the Company's Equity Shares are listed.

**(f) Market Price data**

(The details of monthly high/low market price of the equity shares of the Company at BSE Ltd (BSE) and at the Metropolitan Stock Exchange of India Ltd (MSEI) for the year under review is provided hereunder: ISIN activation."

| Month   | High Price | Low Price |
|---------|------------|-----------|
| Apr-23  | 8.59       | 7.16      |
| May-23  | 8.96       | 7.09      |
| June-23 | 12.15      | 7.90      |
| July-23 | 14.79      | 10.65     |
| Aug-23  | 14.00      | 12.03     |
| Sep-23  | 15.10      | 11.85     |
| Oct-23  | 14.80      | 12.00     |
| Nov-23  | 16.99      | 12.30     |
| Dec-23  | 17.99      | 14.66     |
| Jan-24  | 19.34      | 16.40     |
| Feb-24  | 26.50      | 17.54     |
| Mar-24  | 21.47      | 15.60     |

**(g) Performance in comparison to Broad-based Indices**

| Month   | Mishtann Closing Price | BSE Fast Moving Consumer Goods INDEX | S&P BSE 400 MidSmallCap Index |
|---------|------------------------|--------------------------------------|-------------------------------|
| Apr-23  | 7.70                   | 17,238.74                            | 6,829.30                      |
| May-23  | 8.16                   | 18,253.41                            | 7,200.80                      |
| June-23 | 10.54                  | 18,690.49                            | 7,627.14                      |
| July-23 | 12.70                  | 18,986.42                            | 8,104.37                      |
| Aug-23  | 12.12                  | 18,464.75                            | 8,422.77                      |
| Sep-23  | 13.99                  | 18,679.41                            | 8,610.96                      |
| Oct-23  | 12.73                  | 18,518.38                            | 8,333.46                      |
| Nov-23  | 15.05                  | 19,157.37                            | 9,124.35                      |
| Dec-23  | 16.81                  | 20,467.98                            | 9,711.17                      |
| Jan-24  | 17.53                  | 19,892.86                            | 10,254.70                     |
| Feb-23  | 20.78                  | 19,447.87                            | 10,257.82                     |
| Mar-24  | 17.58                  | 19,318.40                            | 10,094.59                     |

(h) The Company's Equity Shares are not suspended from trading in the Financial Year 2023-2024.

**(i) Registrar & Share Transfer Agent**

**Name:** MCS Share Transfer Agent Limited

**Address:** 1) 383 Lake Gardens, 1st Floor, Kolkata - 700045

2) 201, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad - 380009

**Tel:** 079 2658 0461, 0462, 0463, 033-4072 4051, 4052, 4053, 4054

**Fax:** 033-40724050

**E-mail:** mcsstaahmd@gmail.com

For any assistance regarding dematerialisation of shares, share transfers, transmissions, change of address, non-receipt of dividend or any other query relating to shares, please write to our RTA at the aforesaid address.

For convenience of Members, documents will also be accepted at the Registered Office of the Company during working hours between Monday to Friday (10:00 a.m. to 6:00 p.m.), except public holidays.

#### (j) Share Transfer System

Applications for transfer of shares held in physical form are received at the office of the Registrars & Share

Transfer Agents of the Company. All valid transfers are processed and registered within stipulated time.

Shares held in dematerialised form are electronically traded through the Depositories.

Requests for dematerialisation of physical shares are processed and completed within a period of 21 days from the date of receipt, provided they are in order in every respect. Bad deliveries are immediately returned to Depository Participants under advice to the Members.

#### (k) Distribution of Shareholding

##### Shareholding Pattern as on March 31, 2024

| Category of Shareholders                            | No. of Shareholders | % of Total Shares |
|---|---------------------|-------------------|
| Indian Public (including Promoter & Promoter Group) | 338901              | 92.47             |
| Other Bodies Corporate                              | 400                 | 1.34              |
| NRI   | 2025                | 6.19              |
| HUF   | -                   | -                 |
| Shares underlying Drs                               | -                   | -                 |
| Shares held by Employee Trusts                      | -                   | -                 |
| <b>Total</b>  | <b>341326</b>       | <b>100</b>        |

| Description      | Shares               | Folios        | Percent Shares | Percent Holders |
|------------------|----------------------|---------------|----------------|-----------------|
| 1-500            | 33875793             | 242186        | 3.29           | 70.95           |
| 501-1000         | 35421699             | 42133         | 3.44           | 12.34           |
| 1001-2000        | 38620697             | 24879         | 3.75           | 7.29            |
| 2001-3000        | 24409043             | 9448          | 2.37           | 2.77            |
| 3001-4000        | 16851631             | 4650          | 1.64           | 1.36            |
| 4001-5000        | 23859643             | 4971          | 2.32           | 1.46            |
| 5001-10000       | 55565297             | 7221          | 5.40           | 2.12            |
| 10001-50000      | 105421480            | 5073          | 10.24          | 1.49            |
| 50001-100000     | 35340377             | 477           | 3.43           | 0.14            |
| 100001 and above | 660234340            | 314           | 64.13          | 0.09            |
| <b>Total</b>     | <b>102,96,00,000</b> | <b>341352</b> | <b>100.00</b>  | <b>100.00</b>   |



**(l) Dematerialization of Shares and Liquidity**

| Particulars of Equity holding | Equity Shares of Re. 1/- each. |                         |
|-------------------------------|--------------------------------|-------------------------|
|                               | Number of shares               | Percent of total shares |
| NSDL                          | 709532034                      | 68.91                   |
| CDSL                          | 320016567                      | 31.09                   |
| Physical form                 | 51399                          | 0.00                    |

**(m) Outstanding Global Depository Receipts or American Depository Receipts or warrants or any convertible instruments**

There are no outstanding GDRs / ADRs / Warrants or any convertible instruments as at March 31, 2024.

**(n) Commodity price risk or foreign exchange risk and hedging activities:** Not Applicable**(o) Plant Location**

Survey No. 10, At Kabori, Himatnagar- Dhansura Highway, Ta. Talod, Dist. Sabarkantha- 383305 Gujarat, India

**(p) Address for Correspondence**

B-905, Empire Business Hub, Opp. Shakti Farm, Science City Road, Sola, Ahmedabad- 380060

**3. CODE OF BUSINESS CONDUCT & ETHICS**

The Company has adopted a Code of Business Conduct & Ethics for all employees and for members of the Board and senior management personnel. The Company, through its Code of Conduct, provides guiding principles of conduct to promote ethical conduct of business, confirms to equitable treatment of all stakeholders, and to avoid practices like bribery, corruption and anti-competitive practices.

All members of the Board and senior management personnel have affirmed compliance with the Code of Conduct for Board and senior management for the financial year 2023-2024. The declaration to this effect signed by Mr. Hiteshkumar Gurishankar Patel, Promoter & Managing Director of the Company, is annexed to this report as Annexure 'A'. The Code of Conduct for employees and the Board and senior management has clear policy and guidelines for avoiding and disclosing actual or potential conflict of interest with the Company, if any.

**4. PROCEEDS FROM PUBLIC ISSUE/RIGHTS ISSUE/PREFERENTIAL ISSUE/WARRANT****CONVERSION**

Pursuant to the approval of the Board of Directors at its meeting held on 11th September, 2023 and approval of the members of the Company at their Extra-Ordinary General Meeting held on 11th October, 2023 and pursuant to In-principle approvals granted by BSE Limited and the Metropolitan Stock Exchange of India Limited vide their respective letters dated 17th October, 2023 and 31st October, 2023 and upon receipt of an amount aggregating to ₹ 19,98,00,000/- (Rupees Nineteen Crores Ninety-Eight Lakhs only) at the rate of ₹ 13.50/- per Equity Share of ₹ 1 each, the Board of Directors of the Company, has considered and approved the Allotment of 1,48,00,000 (One Crore and Forty-Eight Lakhs) Equity Shares on January 17, 2024 and 1,48,00,000 (One Crore and Forty-Eight Lakhs) Equity Shares on February 22, 2024 on preferential basis to non-promoter persons/entities.

**5. OTHER DISCLOSURES**

a) There were no materially significant related party transactions that may have potential conflict with the interests of the company at large during the year.

b) There were no material non-compliance by the company, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years.

c) The company has an effective vigil mechanism, whistle blower policy which is hosted on the Company's website i.e. [www.mishtann.com](http://www.mishtann.com). No personnel has been denied access to the audit committee.

d) The policy for Determining material subsidiaries is available on the web link at <http://www.mishtann.com/uploads/specification/policy-for-determining-material-subsidies.pdf>

e) The policy on dealing with Related Party Transactions is available on the web link at <http://www.mishtann.com/uploads/specification/related-party-transactions-policy.PDF>

f) During the year the Board has accepted and appreciated the recommendations received from its

committees. There were no instances where Board did not accept the recommendations of its committees which are mandatory in nature.

g) The Company has paid Rs. 1,50,000/- (One lakh Fifty thousands) to its statutory Auditors for all services received from them during the year.

h) Under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 the details of the complaints during the year as follows:

a. number of complaints filed during the financial year:  
0

b. number of complaints disposed of during the financial year: 0

c. number of complaints pending as on end of the financial year: 0

5. The Company has made adequate disclosures as required under Regulations 17 to 27 and Clause (b) to (i) of Sub-Regulation (2) of Regulation 46 of the SEBI Listing Regulations.

6. Compliance certificate by Practicing Company Secretary- Certificate from M/s. Kamlesh M. Shah, Practicing Company Secretaries, Ahmedabad, a firm of Company Secretaries in Practice, confirming compliance with conditions of Corporate Governance, as stipulated under Regulation 34 of the Listing Regulations, is attached to this report.

7. No dividend was declared in financial year 2016-17 hence there is no requirement to transfer unpaid / unclaimed dividend to Investor Education and Protection Fund (IEPF).

### For and on behalf of the Board

**Date: 05-06-2024**  
**Place: Ahmedabad**

Hiteshkumar Gaurishankar Patel  
Managing Director  
(DIN: 05340865)

Navinchandra Dahyalal Patel  
Director  
(DIN: 05340874)

**MANAGING DIRECTOR'S DECLARATION**

Pursuant to the requirement of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,

**To**  
**The Members,**  
**MISHTANN FOODS LIMITED**  
B-905, Empire Business Hub, Opp. Shakti Farm,  
Science City Road, Sola, Ahmedabad-380060,  
Gujarat, India.

I hereby confirm that all Board members and senior management personnel of the Company (as defined in the above said regulations) have affirmed compliance with the Code of Conduct for Board of Directors and senior management personnel' for the year ended 31st March, 2024.

**Place: Ahmedabad**

**Date: : 05.06.2024**

**Hiteshkumar Gaurishankar Patel**  
**Managing Director**  
**DIN: 05340865**

## CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

Name of the Company: Mishtann Foods Limited

Registration No.: L15400GJ1981PLC004170

Nominal Capital: INR 1,30,00,00,000/-

To, The Members of Mishtann Foods Limited, Ahmedabad.

I have examined the compliance of conditions of corporate governance by MISHTANN FOODS LIMITED, for the year ended on March 31, 2024 as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time, pursuant to the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. My examination was limited to procedures and implementation thereof, adopted by the Company, for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. In my opinion and to the best of my information and according to the explanations given to me and the representations made by the Directors and the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, I certify that

That subject to our observations hereunder, the Company has complied with the mandatory conditions as stipulated in abovementioned Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, pursuant to the Listing Agreement of the said Company with stock exchanges.

### DETAILS OF NON-COMPLIANCE OF SEBI (LODR) REGULATIONS/ LATE COMPLIANCE AND FINANCIAL PENALTY IMPOSED BY STOCK EXCHANGES AND PAID BY THE COMPANY.

| Sr. No. | SEBI (LODR) Regulation Number and Description.                            | Stock Exchange where Penalty/ fine imposed and paid. | Amount of penalty / fine paid | Details of Payment of penalty/ fine by the Company. |
|---------|---|--|-------------------------------|---|
| 1       | Regulation 17(2) Non Compliance with respect to number of Board Meetings. | BSE Ltd  | Rs. 11,800/-                  | September 16, 2023                                  |
| 2       | Regulation 21(2) Constitution of Risk Management Committee                | BSE Ltd  | Rs. 1,80,000/-                | October 5, 2023                                     |
| 3       | Regulation 23(9) Non Submission of report in Time                         | BSE Ltd  | Rs. 30,000/-                  | October 5, 2023                                     |
| 4       | Reg.24A Late submission of Annual Secretarial Compliance Report to MSEIL  | MSEIL  | Rs. 4,720/-                   | July 25, 2023                                       |

I further state that such compliance is neither an assurance as to the future viability of the Company nor efficiency or effectiveness with which the management has conducted the affairs of the Company. This certificate is issued solely for the purposes of complying with the aforesaid Regulations and may not be suitable for any other purpose.

**Place: Ahmedabad**  
**Date: 22/05/2024**  
**UDIN: A008356F000423331**

**FOR KAMLESH M. SHAH & CO.,**  
**PRACTICING COMPANY SECRETARIES**

**(Kamlesh M. Shah)**  
**PROPREITOR**  
**ACS: 8356, COP: 2072**

**MD / CFO CERTIFICATE**  
**Under Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015**

To  
The Board of Directors  
**Mishtann Foods Limited,**  
Ahmedabad

**Dear members of the Board**

We, **Hiteshkumar Gaurishankar Patel, Managing Director, and Navinchandra Dahyalal Patel, Chief Financial Officer** of Mishtann Foods Limited, to the best of our knowledge and belief, certify that:

A. We have reviewed the Balance Sheet as at March 31, 2024, Statement of Profit and Loss and the Statement of Cash Flows for the year then ended, and a summary of the significant accounting policies and other explanatory information of the Company, and the Board's report for the year ended March 31, 2024.

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

(2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of their knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and We have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit committee

a. There have been no significant changes in internal control over financial reporting during the year.

b. There have been no significant changes in accounting policies during the year.

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

**For and on behalf of the Board**

**Date: 05-06-2024**  
**Place: Ahmedabad**

Hiteshkumar Gaurishankar Patel  
Managing Director  
(DIN: 05340865)

Navinchandra Dahyalal Patel  
Director  
(DIN: 05340874)

## 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,**  
**MISHTANN FOODS LIMITED**  
Ahmedabad-60, Gujarat

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of MISHTANN FOODS LIMITED bearing CIN: L15400GJ1981PLC004170 and having its registered office at B-905, Empire Business Hub, Opp: Shakti Farms, Science City Road, Sola, Ahmedabad: 380 060, Gujarat State, India, (hereinafter referred to '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](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2024 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. **All the Independent Directors are Registered at [www.independentdirectorsdatabank.in](http://www.independentdirectorsdatabank.in) Portal.**

| Sr. No. | Name of Director, Category and Designation                           | DIN      | Original Date of Appointment | Disqualified u/s. 164 of the Companies Act 2013 | De-activation of DIN Number by MCA. | Any Penal Action/ Debarred by SEBI |
|---------|--|----------|------------------------------|---|-------------------------------------|------------------------------------|
| 1       | Hiteshkumar G. Patel<br>Promoter-Executive<br>Managing Director      | 05340865 | 24/02/2015                   | N.A.  | N.A.                                | N.A.                               |
| 2       | Navinchandra D. Patel<br>Non-Promoter<br>Whole Time Director and CFO | 05340874 | 10/03/2015                   | N.A.  | N.A.                                | N.A.                               |
| 3       | Keval Manuprasad Bhatt<br>Non-Executive<br>Non-Independent           | 07620270 | 14/02/2020                   | N.A.  | N.A.                                | N.A.                               |
| 4       | Bhumi Jayant Kumar Gor<br>Non-Executive<br>Independent Director      | 08529661 | 29/06/2020                   | N.A.  | N.A.                                | N.A.                               |
| 5       | Ashish Agarwal<br>Non-Executive<br>Independent Director              | 06904914 | 28/06/2021                   | N.A.  | N.A.                                | N.A.                               |
| 6       | Rajnish Pathak<br>Non-Executive<br>Independent Director              | 08764000 | 28/06/2021                   | N.A.  | N.A.                                | N.A.                               |

Ensuring the eligibility of 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 the basis of our verification of information based on [www.mca.gov.in](http://www.mca.gov.in), BSE Limited, and declarations if any furnished to us for our verification.

Notes:

- (1) The Company falls in the TOP 1000 category Companies of BSE Limited Listed published For the year ended 31/03/2024.
- (2) The Company has appointed Mr. Navinchandra Dahyalal Patel as Whole Time Director and Chief Financial Officer w.e.f. 25/03/2019.
- (3) The Company has appointed Ms. Shivangi Digant Shah as Company Secretary w.e.f. 03/12/2021.
- (4) None of the Directors are due for Retirement as Independent Director of the Company.

**Place: Ahmedabad**  
**Date: May 16, 2024**  
**UDIN: A008356F000381245**

**FOR KAMLESH M. SHAH & CO.,  
PRACTICING COMPANY SECRETARIES**

**(Kamlesh M. Shah)**  
**PROPREITOR**  
**ACS: 8356, COP: 2072**



## MANAGEMENT DISCUSSION AND ANALYSIS

### I. GLOBAL ECONOMY OVERVIEW

The global economy remains remarkably resilient, with growth holding steady as inflation returns to target. The journey has been eventful, starting with supply-chain disruptions in the aftermath of the pandemic, a Russian-initiated war on Ukraine that triggered a global energy and food crisis, and a considerable surge in inflation, followed by a globally synchronized monetary policy tightening. Yet, despite many gloomy predictions, the world avoided a recession, the banking system proved largely resilient, and major emerging market economies did not suffer sudden stops. Moreover, the inflation surge despite its severity and the associated cost-of-living crisis did not trigger uncontrolled wage-price spirals (see October 2022 World Economic Outlook). Instead, almost as quickly as global inflation went up, it has been coming down. On a year-over-year basis, global growth bottomed out at the end of 2022, at 2.3 percent, shortly after median headline inflation peaked at 9.4 percent. According to our latest projections, growth for 2024 and 2025 will hold steady around 3.2 percent, with median headline inflation declining from 2.8 percent at the end of 2024 to 2.4 percent at the end of 2025. Most indicators point to a soft landing. Markets reacted exuberantly to the prospect of central banks exiting from tight monetary policy. Financial conditions eased, equity valuations soared, capital flows to most emerging market economies excluding China have been buoyant, and some low-income countries and frontier economies regained market access (see the April 2024 Global Financial Stability Report). Even more encouraging, we now estimate that there will be less economic scarring from the pandemic the projected drop in output relative to pre-pandemic projections for most countries and regions, especially for emerging market economies, thanks in part to robust employment growth. Astonishingly, the US economy has already surged past its pre-pandemic trend.

Resilient growth and faster disinflation point toward favorable supply developments, including the fading of earlier energy price shocks, the striking rebound in labor supply supported by strong immigration flows in many advanced economies. Decisive monetary policy actions, as well as improved monetary policy frameworks, especially in emerging market economies, have helped anchor inflation expectations. However, the transmission of monetary policy may have been more muted this time around in countries such as the United States, where an

increased share of fixed rate mortgages and lower household debt levels since the global financial crisis may have limited the drag on aggregate demand up to now. Despite these welcome developments, numerous challenges remain, and decisive actions are needed. First, while inflation trends are encouraging, we are not there yet. Somewhat worryingly, the most recent median headline and core inflation numbers are pushing upward. This could be temporary, but there are reasons to remain vigilant. Most of the progress on inflation came from the decline in energy prices and goods inflation below its historical average. The latter has been helped by easing supply chain frictions, as well as by the decline in Chinese export prices. But services inflation remains high sometimes stubbornly so and could derail the disinflation path. Bringing inflation down to target remains the priority. Second, the global view can mask stark divergence across countries. The exceptional recent performance of the United States is certainly impressive and a major driver of global growth, but it reflects strong demand factors as well, including a fiscal stance that is out of line with long-term fiscal sustainability (see April 2024 Fiscal Monitor). This raises short-term risks to the disinflation process, as well as longer-term fiscal and financial stability risks for the global economy since it risks pushing up global funding costs. Something will have to give. In the euro area, growth will pick up this year, but from very low levels, as the trailing effects of tight monetary policy and past energy costs, as well as planned fiscal consolidation, weigh on activity. Continued high wage growth and persistent services inflation could delay the return of inflation to target. However, unlike in the United States, there is scant evidence of overheating and the European Central Bank will also need to carefully calibrate the pivot toward monetary easing to avoid an excessive growth slowdown and inflation undershoot. While labor markets appear strong, that strength could prove illusory if European firms have been hoarding labor in anticipation of a pickup in activity that does not materialize. China's economy is affected by the enduring downturn in its property sector. Credit booms and busts never resolve themselves quickly, and this one is no exception. Domestic demand will remain lackluster for some time unless strong measures and reforms address the root cause. Public debt dynamics are also of concern, especially if the property crisis morphs into a local public finance crisis. With depressed domestic demand, external surpluses could rise. With depressed domestic demand,

external surpluses could rise. The risk is that this will further exacerbate trade tensions in an already fraught geopolitical environment. At the same time, many other large emerging market economies are performing strongly, sometimes even benefiting from a reconfiguration of global supply chains and rising trade tensions between China and the United States. These countries' footprint on the global economy is increasing, and they will play an ever larger role in supporting global growth in years to come. A troubling development is the widening divergence between many low-income developing countries and the rest of the world. For these economies, growth is revised downward, whereas inflation is revised up. Worse, in contrast with most other regions, scarring estimates for low-income developing countries, including some large ones, have been revised up, suggesting that the poorest countries are still unable to turn the page from the pandemic and cost-of-living crises. In addition, conflicts continue to result in loss of human lives and raise uncertainty. For these countries, investing in structural reforms to promote growth-enhancing domestic and foreign direct investment, and strengthening domestic resource mobilization, can help manage borrowing costs and reduce funding needs while achieving development goals. Efforts must also be made to improve the human capital of their large young populations

Third, even as inflation recedes, real interest rates have increased, and sovereign debt dynamics have become less favorable in particular for highly indebted emerging markets. Countries should turn their sights toward rebuilding fiscal buffers. Credible fiscal consolidations help lower funding costs and improve financial stability. In a world with more frequent adverse supply shocks and growing fiscal needs for safety nets, climate adaptation, digital transformation, energy security, and defense, this should be a policy priority. Yet this is never easy, as the April 2023 World Economic Outlook documented: fiscal consolidations are more likely to succeed when credible and when implemented while the economy is growing, rather than when markets dictate their conditions. In countries where inflation is under control, and that engage in a credible multiyear effort to rebuild fiscal buffers, monetary policy can help support activity. The successful 1993 US fiscal consolidation and monetary accommodation episode comes to mind as an example to emulate. Fourth, medium-term growth prospects remain historically weak. Chapter 3 of this

report takes an in-depth dive into the different drivers of the slowdown. The main culprit is lower total factor productivity growth. A significant part of the decline comes from increased misallocation of capital and labor within sectors and countries. Facilitating faster and more efficient resource allocation can help boost growth. Much hope rests on artificial intelligence (AI) delivering strong productivity gains in the medium term. It may do so, but the potential for serious disruptions in labor and financial markets is high. Harnessing the potential of AI for all will require that countries improve their digital infrastructure, invest in human capital, and coordinate on global rules of the road. Medium-term growth prospects are also harmed by rising geo-economics fragmentation and the surge in trade restrictive and industrial policy measures since 2019. Global trade linkages are already changing as a result, with potential losses in efficiency. But the broader damage is to global cooperation and multilateralism. Finally, huge global investments are needed for a green and climate-resilient future. Cutting emissions is compatible with growth, as is seen in recent decades during which growth has become much less emissions intensive. Nevertheless, emissions are still rising. A lot more needs to be done and done quickly. Green investment has expanded at a healthy pace in advanced economies and China. Cutting harmful fossil fuel subsidies can help create the necessary fiscal room for further green investments. The greatest effort must be made by other emerging market and developing economies, which need to massively increase their green investment growth and reduce their fossil fuel investment. This will require technology transfer by other advanced economies and China, as well as substantial financing, much of it from the private sector, but some of it concessional. On these questions, as well as on so many others, there is little hope for progress outside multilateral frameworks and cooperation.

The global economy has been surprisingly resilient, despite significant central bank interest rate hikes to restore price stability. Risks to global growth are considered broadly balanced. Uncertainty about 2024 has decreased since the October 2023 WEO, as the outturns for 2023 are now known. The risk that global growth will fall below 2 percent an outcome that has occurred on only five occasions since 1970 in 2024 is assessed at less than 10 percent, compared with 15 percent in October. Risks for inflation in 2024 have also

receded. The risk that core inflation will be higher in 2024 than in 2023 is now assessed at less than 10 percent, compared with 15 percent in the October 2023 WEO. The scenarios quantify several risks to the outlook: (1) the extent of healing from the COVID-19 pandemic, (2) changes in fiscal policy, (3) deflation in China, (4) geopolitical risk, and (5) greater global divergence.

The G20 model is also used to quantify several risk scenarios relevant for the current outlook. The scenarios assume that monetary policy and automatic fiscal stabilizers respond endogenously to macro developments, unless explicitly stated otherwise.

### **Greater-than-expected healing from the pandemic.**

Persistent positive surprises to growth forecasts from emerging market economies, and some advanced economies, over the past year have led to upward reassessments of potential output. At the same time, current WEO projections for most G20 countries include durable scarring effects from the pandemic and other recent shocks, which are most visible in labor productivity and labor force participation rates that remain below prepandemic trends. The scenario assumes the supply-side surprises continue over the medium term, with greater normalization (healing) over 2024–26 than in the baseline, implying additional increases in potential output. Country-specific improvements in total factor productivity help close the labor productivity gap by half relative to prepandemic forecasts: For the median G20 country, total factor productivity increases by about 2 percent over this period. Labor force participation also improves over the same period, fully closing the gap that opened through COVID-19, back to the prepandemic trend—and implying a 0.7 percentage point increase in labor force participation for the median G20 country. Normalization in the scenario is greater in emerging markets excluding China than in advanced economies, as current projections imply greater scarring for the former group. The scenario does not assume supply-side improvement (relative to baseline) for China or the United States

### **Fiscal policy.**

Current WEO projections include modest fiscal tightening in many countries, mainly advanced economies, but also some emerging markets, with

structural primary deficits in the median G20 country decreasing from about 1.5 percent of potential GDP in 2023 to zero by 2028 and most of the decrease in the first or second year. The scenario assumes that the fiscal tightening envisaged for 2024–25 does not take place. Structural primary deficits remain at their 2023 levels in 2024 and increase further in 2025, implying some fiscal stimulus relative to the baseline in both years, as shown in Table 1.2.1. The stimulus is greater in countries with larger expected fiscal withdrawal, such as the United States and the euro area in 2024 and Japan in 2025, while no stimulus is assumed for China. Lack of fiscal consolidation generates an increase in global borrowing costs starting in 2025. Advanced economies with debt levels above 100 percent of GDP experience increases in both term and sovereign premiums that peak at 100 basis points by 2026, while emerging markets experience increases in both premiums that peak at 150 basis points, also by 2026. A fiscal consolidation eventually takes place, in 2026–27; it is larger than in current projections to partly offset the effects of the initial expansion (and higher premiums) on debt accumulation. It is assumed that fiscal expansions and contractions are implemented through changes in targeted and general transfers in equal parts and that automatic stabilizers are turned off

### **Deflation in China**

The October 2023 WEO included a downside scenario for China, featuring deeper-than-expected contraction in the real estate sector absent swift action to restructure property developers and weaker consumption in the context of subdued confidence. A similar if somewhat greater downside is analyzed here. The main difference relative to October is that the scenario leads to greater deflationary pressures, on account of larger-than-realized economy-wide slack and excess capacity in the goods sector, and greater sensitivity of inflation to supply-demand imbalances (a steeper Phillips curve). Core inflation in China declines relative to baseline by 1 percentage point in 2024 and 2 percentage points in 2025 and 2026, resulting in negative core inflation outturns in 2025–26. China's export price inflation decreases further, by 2 percentage points in 2024 and 4 percentage points in 2025 and 2026, respectively. The fall in inflation is persistent but ultimately temporary: monetary and fiscal policy accommodation help the

initial shock to demand fade, and China's inflation gradually converges back to baseline after 2026

### Geopolitical risk.

The scenario assumes that an escalation of conflict in the Middle East leads to a surge in oil prices and in shipping costs. Oil prices are 15 percent higher, a moderate increase by historical standards. Average container prices rise by 150 percent in 2024–25, an increase similar to that following recent incidents in the Red Sea. Most of the increase in the cost of shipping is concentrated in Asia-to-Europe routes. Oil prices and container costs return to baseline in 2026

### Divergence and global financial conditions

The final scenario assumes greater-than-expected divergence among advanced economies. US aggregate demand surprises to the upside, with domestic demand increasing by 1.5 percent in 2024 relative to current projections, while domestic demand decreases by 0.5 percent in Japan and 1 percent in the euro area in 2024. Diverging shocks to demand lead to divergence in monetary policy—tighter in the US and looser in the euro area—while monetary policy in Japan is unchanged relative to baseline. With US policy rates 70 basis points higher than baseline in 2024, global financial conditions tighten unexpectedly. Sovereign premiums in emerging markets and developing countries excluding China increase by 150 basis points in 2024–25; corporate premiums increase in emerging market and advanced economies by 75 basis points over the same period. Premiums return to long-term averages in 2026.

### OUTLOOK

The baseline forecast is for the world economy to continue growing at 3.2 percent during 2024 and 2025, at the same pace as in 2023. A slight acceleration for advanced economies—where growth is expected to rise from 1.6 percent in 2023 to 1.7 percent in 2024 and 1.8 percent in 2025—will be offset by a modest slowdown in emerging market and developing economies from 4.3 percent in 2023 to 4.2 percent in both 2024 and 2025. The forecast for global growth five years from now—at 3.1 percent—is at its lowest in decades. Global inflation is forecast to decline steadily, from 6.8 percent in 2023 to 5.9 percent in 2024 and 4.5

percent in 2025, with advanced economies returning to their inflation targets sooner than emerging market and developing economies. Core inflation is generally projected to decline more gradually.

The global economy has been surprisingly resilient, despite significant central bank interest rate hikes to restore price stability

## II. INDIAN ECONOMY OVERVIEW

Indian economy grew by a robust nearly 8.0% in FY 2023-24 over and above provisional growth rate of 7.2% during the last financial year.

The industrial manufacturing sector has experienced a significant boost, attracting global technology giants like Apple eager to expand their supplier networks within India. This momentum is further supported by the implementation of state industrial policies that complement sector-specific incentive schemes. Concurrently, substantial investments in logistics and infrastructure development, including the construction of new roads, highways, and rail tracks, underscore the government's commitment to bolstering this critical sector.

India's strategic focus on reducing logistics costs is pivotal for its ambition to become a key player in global supply chains and become a US\$5-trillion-economy by the end of 2025. With an eye on the future, the country aims to achieve developed economy status by 2047, demonstrating a clear trajectory towards sustained growth and development.

Moreover, India's burgeoning domestic consumption played a crucial role in fostering economic growth, particularly as the nation surpassed China to become the world's most populous country. By reducing its reliance on global demand and focusing on bolstering internal consumption, India managed to outpace the growth rates of other comparable countries. However, it is worth noting that the impact of the global economic scenario was not entirely impervious to India. As evidenced by the elevated headline inflation rate of 6.7% during the year, the country did experience some repercussions. Despite this, India's overall economic performance remained resilient, a testament to its proactive measures and favorable conditions. (Source: IMF World Economic Outlook,

April 2023)

## OUTLOOK

India's economic prospects continue to be highly promising, as the nation is poised to witness robust growth driven by augmented capital investments and strengthened credit disbursement, facilitated by the bolstering banking sector. According to the Asian Development Outlook of April 2024, India's GDP is projected to achieve a growth rate of 7.0% in 2024 and 7.2% in 2025. This growth trajectory is further reinforced by several other factors that underpin the nation's economic resilience.

Firstly, India's burgeoning population provides a substantial demographic dividend, which contributes to its economic growth potential. Secondly, the implementation of progressive digital transformation initiatives has led to greater efficiency and innovation across various sectors, thus bolstering the overall economic performance. Additionally, the government's commitment to supportive policies has fostered a conducive environment for business and investment, fostering confidence among domestic and international stakeholders.

Furthermore, the prudent management of macroeconomic fundamentals has played a pivotal role in strengthening India's economic foundation. The convergence of declining global commodity prices and the interest rate adjustments implemented by the Reserve Bank of India (RBI) are expected to contribute to a reduction in inflation to 4.4% in CY 2024 and 4.2% in CY 2025, thereby ensuring stable price levels and enhancing economic stability.

In addition to these factors, recent governmental pronouncements aimed at boosting agricultural productivity, including the establishment of digital services for crop planning and support for agriculture start-ups, are expected to have a positive impact on the agricultural sector's growth in the medium term. Moreover, the government's commitment to infrastructure development under initiatives such as GatiShakti, logistics, and industrial corridor development will significantly enhance industrial competitiveness and pave the way for sustained economic expansion. Given these robust macroeconomic indicators and policy initiatives, international agencies such as the World Bank, the

International Monetary Fund (IMF), and the Asian Development Bank have all projected India to be the fastest-growing economy in the forthcoming years. These institutions acknowledge India's strong economic fundamentals, strategic initiatives, and demographic advantages as key drivers of its impressive growth outlook.

## III. INDUSTRY OVERVIEW

### Indian FMCG Industry

The Fast-moving consumer goods (FMCG) sector is the 4th largest sector of the Indian economy. It is characterised by high turnover consumer packaged goods, i.e. goods that are produced, distributed, marketed and consumed within a short span of time. FMCG products that dominate the market today are detergents, toiletries, tooth cleaning products, cosmetics, etc. The FMCG sector in India also includes pharmaceuticals, consumer electronics, soft drinks packaged food products and chocolates. Since the sector encompasses a diverse range of products, different companies dominate the market in various sub-sectors. However, some of the top FMCG companies in India are- Dabur (60%), Colgate (54.7%), Hindustan Unilever (54%).

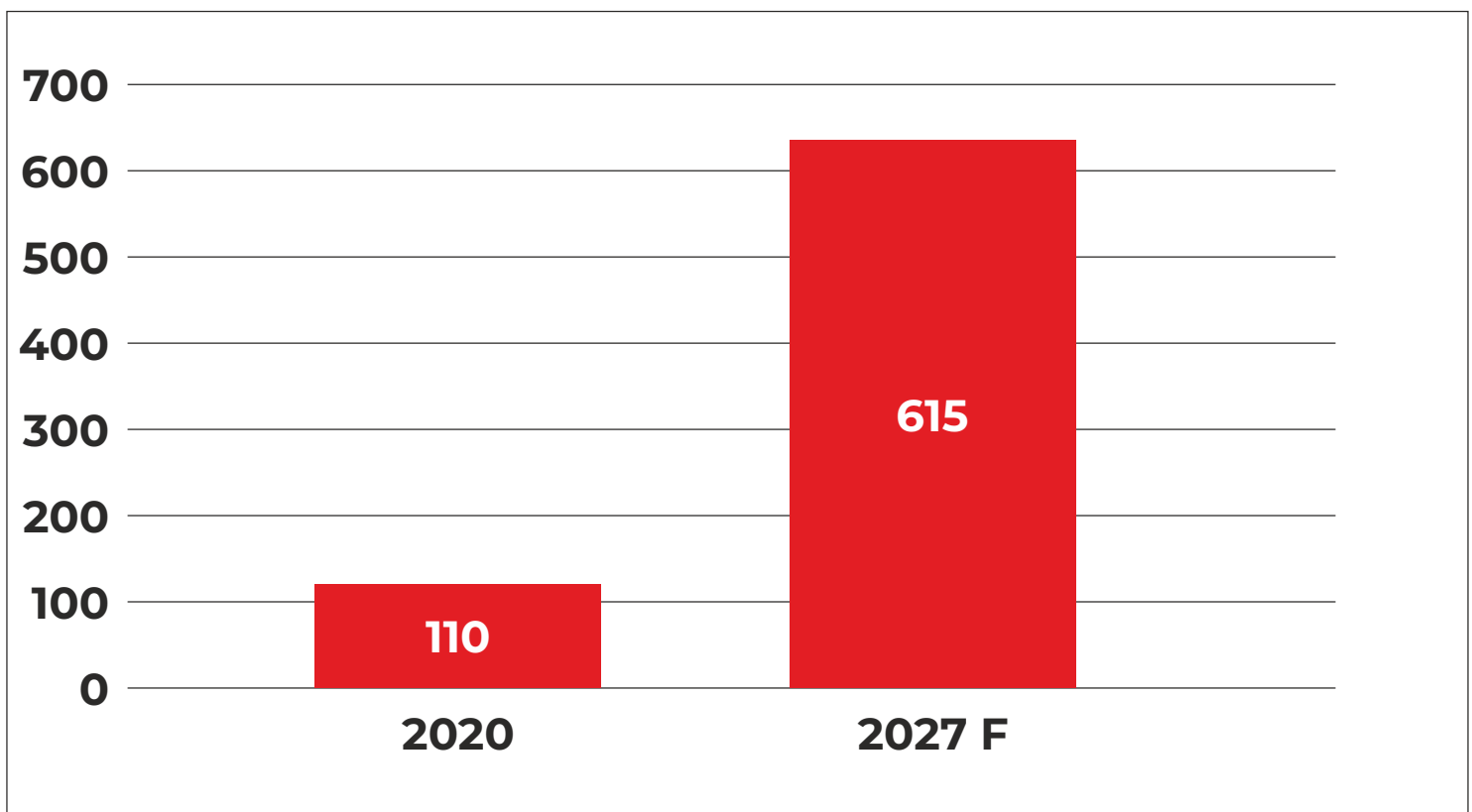
The Fast-Moving Consumer Goods (FMCG) industry in India has witnessed a significant expansion in recent years, primarily driven by consumer-led growth and an increase in product prices, particularly for essential goods. The explosion of digital connectivity and e-commerce services has played a pivotal role in boosting the FMCG sector in India. The high penetration of smart phones, coupled with the easy accessibility of credit and debit cards and the increasing adoption of online banking, has enabled even rural populations to access and purchase FMCG products conveniently. E-commerce platforms have become a preferred mode of shopping for a vast number of consumers, providing them with easy access to a wide range of products and the convenience of door step delivery. To add to this, the rising disposable income, especially in rural India, combined with the sector's low penetration levels, also presents a significant growth opportunity for FMCG companies. The surge in rural consumption has also created a heightened demand for branded products in this vast untapped market.

An extensive summary of India's FMCG market share is provided below-

1. From US\$ 110 billion in 2020, the FMCG market in India is projected to grow at a CAGR of 14.9% to US\$ 220 billion by the next couple of years.
2. The packaged food market in India is anticipated to grow twofold to US\$ 70 billion in the next few years.
3. Urban and Rural Areas are becoming more connected to the internet, increasing the requirement for FMCG India, primarily through e-commerce sites.
4. There is potential for growth due to rising disposable income in rural India and low levels of market penetration.
5. It is anticipated that the e-commerce sector will account for 11% of all FMCG sales.
6. Up to 100% of foreign equity in single-brand retail and 51% in multi-brand retail investments have been approved.
7. With an investment of US\$ 1.42 billion, the union government's production-linked incentive (PLI) scheme offers businesses a significant chance to increase exports.
8. Due to the year-round demand for FMCG products, investments in this sector draw investors.

Over the past twenty years, the FMCG industry in India has undergone a remarkable transformation. By 2025, the FMCG market is expected to reach nearly \$220 billion, with a growth rate of 14.7%.

### Value of FMCG Market in India (US\$ Billion)



(Source: IBEF Report on FMCG Industry, February 2023)

The FMCG industry's growth has also been fueled by innovation and product diversification. Companies have been constantly introducing new products to cater to the evolving tastes and preferences of the Indian consumer. The emphasis on product quality and packaging has further strengthened consumer trust and loyalty towards various brands. Another aspect that has contributed to the expansion of the FMCG sector is the emergence of new distribution channels and marketing strategies. FMCG companies have adopted innovative distribution models and focused on building robust supply chains to reach even the most remote corners of the country efficiently. Additionally, digital marketing and social media campaigns have played a crucial role in enhancing brand visibility and attracting a broader consumer base.

Despite the impressive growth, the FMCG industry in India also faces a few challenges that demand attention. Price volatility in essential commodities, changing regulatory landscapes, and increasing competition from both domestic and international players necessitate constant adaptation and strategic planning.

With the continued adoption of digital technologies and consumer-centric innovations, the FMCG industry in India is poised to continue its upward trajectory, catering to the diverse needs and preferences of the vast and dynamic Indian consumer base. The FMCG sector holds immense potential due to its low penetration levels, well-established distribution networks, cost-effective operations, lower per capita consumption, large consumer base, and streamlined manufacturing processes for most products, resulting in relatively lower capital investments. To add to this, in 2022, the UAE announced a substantial investment of US\$2 billion to establish integrated food parks in India, incorporating state-of-the-art climate control technologies to reduce food waste and spoilage, conserve fresh water, and utilize renewable energy sources, further reflecting the potential of the industry.

### Basmati Rice Industry

Basmati is one of the most popular long-grain rice varieties due to its texture, nutty flavour, and popcorn-like aroma. Much of the basmati rice is cultivated in India and India is the major exporter of Basmati rice.

India stands as the world's second-largest rice-producing nation, owing to its favourable climatic conditions, enabling it to supply more than 20% of the global rice demand. Various regions within the country cultivate diverse rice varieties at different times of the year. Notably, the Eastern, North-Eastern, and Southern parts of India serve as major rice-producing regions, blessed with a climate conducive to year-round rice cultivation.

Despite rice being a widely consumed and versatile grain globally, few varieties rival the esteemed reputation of Basmati rice. Bestowed with the Geographical Indication (GI) status in India, Basmati rice can only be sold under this name if grown in specific regions of the country. The cultivation of Basmati rice demands precise agro-climatic conditions, specific geographic locations, meticulous plant nutrition, agronomic practices, and specialized methods of harvesting, processing, and aging. The distinct aroma, texture, and flavor of Basmati rice make it a highly sought-after ingredient in culinary traditions worldwide. Its diverse varieties, each boasting unique characteristics, offer endless opportunities for culinary exploration and innovation.

As the largest producer and exporter of Basmati rice globally, India holds a prominent position in the market. In FY 2023-24, the value of total Basmati rice exports from India amounted to Rs.483.89 billion, registering a growth of 25.00% compared to FY 2022-23. Basmati rice is a very widely used ingredient, especially in the Middle Eastern cuisine, which translates into the demand for Basmati rice as the MENA region accounted for approximately 74.79% of India's Basmati rice exports in FY24. Europe and USA + Canada contributed 2.43% and 5.20%, respectively, of the Basmati rice exports from India in FY24, with the remaining being exported to other regions and countries. Indian packaged rice market also gaining ground on the back of growing demand for packaged products on account of growing per capita income, increasing urban population, and a sharp increase in demand of the finest quality products like Basmati rice.

In the fiscal year 2024, basmati rice exports have achieved remarkable growth in both volume and value. According to the latest data, shipments from April to February have surpassed \$5.2 billion, with

volumes exceeding 4.67 million tonnes, setting a new high.

While the exports for the entire fiscal year are projected to establish a new record once the figures for March are incorporated, concerns arise due to prevailing geopolitical tensions in the Middle East, which is a key market accounting for over 70 percent of basmati exports.

The recent conflict between Iran and Israel in the region may pose significant challenges for Indian exporters in the new financial year. The situation is being closely monitored, as its potential impact on basmati rice exports remains uncertain. Indian exporters have already faced difficulties as a result of recent attacks in the Red Sea region, leading to increased shipping costs and transit time to destinations such as Europe and the United States. However, analysts believe that the ongoing tensions may also result in higher exports and prices. Countries like Iran and Iraq currently possess sufficient stock to weather any geopolitical fallout, while other Gulf nations such as Saudi Arabia, Oman, Qatar, and the UAE may face shortages. This could potentially lead to a fresh surge in export orders for basmati rice, accompanied by increased prices due to additional demand and risk premium.

Mishtann Foods Ltd robust demand from traditional markets in Middle East and other markets such as the United States and the United Kingdom.

Basmati shipments have maintained a growth rate of about 20 per cent in the first ten months of the financial year 2023-24 (April-January) with the export value touching \$4.586 billion. With shipments gathering pace in February, ahead of the Ramadan festive season, trade sources expect the value to exceed \$5 billion for the current fiscal.

As per industry reports, the overall Indian rice retail market is growing at ~3% CAGR rate while packaged rice market growing at a much faster pace at ~7% CAGR providing solid growth opportunities for MISHTANN.

India's favorable climatic conditions and expertise in cultivating Basmati rice continue to support its dominant position in the market. With its unique aroma, texture, and flavor,

Basmati rice remains a sought-after culinary ingredient worldwide, driving consistent demand. The Geographical Indication (GI) status further enhances its exclusivity and market appeal. India's strong track record as the largest exporter of Basmati rice, coupled with steady growth in export value, signifies a positive trajectory for the industry. As consumers increasingly seek premium and distinctive rice varieties, the diverse range of Basmati rice cultivars offers ample opportunities for culinary experimentation and expanding market horizons. Overall, the Basmati rice industry in India is poised for continued growth and prosperity.

#### IV. Market Trends, Drivers, and Challenges

In the era of technology advancement, there is trend of producing genetically modified (GM) rice to ascertain the quality of rice and food security. Though commercially there is no production of GM rice, but many varieties have been approved for commercial production which is expected to boost the India rice industry.

Rice is a staple crop for 70% of the world and thus the demand for rice is expected to continue to grow over the forecast period. The food security concerns all over the world is driving the growth of the India rice industry, which by exporting rice to various countries is contributing towards global food security.

With the climate change, continuous rising demand by consumers and the food security, rice industry is facing the challenge of producing rice without compromising on efficiency, equitability, environmentally-friendly, and more resilience to climate change. It has become imperative to produce rice at lesser land, with lesser water and labor. India is also facing lack of adequate agriculture infrastructure such as technologically advanced equipment, transportation network, and effective public private partnership.

##### Key Growth Drivers

- ✓ Shift in market towards packaged food and branded, organised players
- ✓ Upsurge of modern retail driving penetration and consumption
- ✓ Emergence of the omni-channel consumer comfortable in making both offline and online purchases
- ✓ Steady disposable incomes driving demand for



- ✓ premium and semi-premium products
- ✓ Evolving consumer taste to try out new and innovative products
- ✓ Rise of large consumer internet companies in the food delivery space creating new consumption avenues

Some of the threats that the company is exposed to are as follows:

#### ✦ Commodity Price Risks

The Company is exposed to the risk of price fluctuation of raw material as well as finished goods. The company proactively manages these risks through forward booking, Inventory management and proactive vendor development practices. The Company's reputation for quality, product differentiation and service, coupled with existence of powerful brand image with robust marketing network mitigation the impact the impact of price risk on finished goods.

#### ✦ Legal and regulatory compliance risk

Our activities in India and in the countries where we export our products to is subject to close government oversight. Various laws govern food production, supply and distribution, and it is imperative that we comply to these laws to ensure our status as a going concern.

#### ✦ Human Resources Risks

Retaining the existing talent pool and attracting new talent are major risks. The company has initiated various measures including rolling out strategic talent management system, training and integration of learning and development activities.

#### ✦ Strategic Risks

Emerging businesses, capital expenditure for capacity expansion, etc., are normal strategic risk faced by the company. However, the company has well-defined processes and procedures for obtaining approvals for investments in new business and capacity expansion etc.

#### ✦ Competition Risks

The foodgrains industry is highly competitive, with a number of global, pan-India, regional and local companies. Failure to effectively address competitive challenges could adversely affect our business.

#### ✦ Unanticipated business disruption risks

Failure to effectively prepare for and respond to unanticipated disruptions in operations can cause delays in delivering products to our consumers, leading to a negative impact on our business.

### V. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Mishtann Foods Limited believes that safeguarding of assets and business efficiency can be prolonged by exercising adequate internal controls and standardising operational processes.

The Company possesses a robust internal control system to review performance, track operations and gauge liquidity. The system also ensures that all transactions are duly reported and all assets are properly safeguarded. Timely review of operations and recommendations of auditors allow the Company to make corrections whenever and wherever necessary.

Some of the major features of the Company's internal control systems that reflect sufficient adequacy include the following:

- ✦ Adequate articulation and documentation of policies and guidelines
- ✦ Preparation and monitoring of annual budgets through ongoing reviews
- ✦ Strong compliance management systems that amplify monitoring, surveillance and response
- ✦ Well-defined delegation of power with authority limits for approving revenue and capital expenditure, which is reviewed on a needs-based basis
- ✦ Use of enterprise resource planning (ERP) system to record data for accounting and consolidation and also for management information purposes
- ✦ Periodic engagement of outside experts to carry out independent reviews of the effectiveness of various business processes

Furthermore, internal audit is carried out in accordance with auditing standards to review design and effectiveness of internal control systems and procedures to manage risk, enable operational monitoring control and ensure compliance with relevant policies and procedures. Moreover, the Audit Committee of the Board regularly reviews execution of the audit plan, the adequacy and effectiveness of internal audit systems and monitoring of implementation of internal audit recommendations, including those relating to bolstering the Company's risk management policies and systems.

## VI. HUMAN RESOURCES

The Mishtann Foods family comprises 5 full-time employees and their dependents. The Company believes that its employees are its biggest asset, focusing on their personal and professional advancement through a culture of empowerment, trust and career growth.

### HR Aim

- ✓ Establishing healthy linkages to continuous improvement in productivity, quality, cost competitiveness and efficiency
- ✓ Carrying out continuous improvements in all areas of work to increase competitiveness and retain customer focus
- ✓ Simplifying complex problems to focus on critical issues and maintain a lean organisation structure
- ✓ Empowering and motivating the employees to do

- their best through decentralised operations
- ✓ Recruiting the right candidates with positive attitude and growth potential
- ✓ Specifications of qualifications and experience customised for different jobs
- ✓ Providing opportunities of employment for all irrespective of caste, religion, region or any other criteria
- ✓ Rewards and recognition based on meritocracy and achievement of pre-stated target
- ✓ Providing proper induction and orientation to all levels and share the group visions for early integration in the group
- ✓ Developing a sense of pride, belongingness, pleasure and social fulfilment in being a member of Mishtann family
- ✓ Providing opportunity at all levels to participate in the decision making process of the Company
- ✓ Providing feedback to the employees on their performance, strengths and weakness to increase efficiency

## VII. FINANCIAL PERFORMANCE REVIEW

The company recorded Standalone total income of Rs. 32,247.50 lacs, reduced by 50.42% as compared to the previous year. EBIDT of the company stood at Rs. 2,725.66 lacs as compared to Rs.8,260.4 lacs in previous year.

The company recorded Consolidated total income of Rs. 1,28,814.22 lacs this year. Consolidated EBIDT of the company stood at Rs.35,912.03 lacs this year.

| Particulars  | 2023-2024<br>Consolidated | 2023-2024<br>Standalone | 2022-2023<br>Standalone |
|--|---------------------------|-------------------------|-------------------------|
| Total revenue from operations                          | 12,88,08,54,669           | 322,41,82,602           | 650,43,16,779           |
| Earnings before interest, depreciation and tax (EBIDT) | 359,11,95,534             | 27,25,65,886            | 82,60,38,340            |
| PBT  | 353,98,24,996             | 22,11,95,348            | 76,81,38,361            |
| PAT  | 346,02,91,401             | 14,16,61,753            | 49,92,25,748            |
| EPS  | 3.35                      | 0.14                    | 0.50                    |

**VIII. KEY FINANCIAL RATIOS**

Key financial ratios for FY2023-24 compared to the last financial year are given below

| Particulars                    | 2023-2024<br>Consolidated | 2023-2024<br>Standalone | 2022-2023<br>Standalone |
|--------------------------------|---------------------------|-------------------------|-------------------------|
| Return on capital employed (%) | 64.40                     | 0.12                    | 68.82                   |
| Return on equity (%)           | 335.34                    | 0.14                    | 33.23                   |
| Net debt to equity             | 0.92x                     | 0.92x                   | 0.72x                   |
| Net working capital            | 144.46 Days               | 53 Days                 | 91 Days                 |
| Operating profit margin (%)    | 27.21                     | 8.24                    | 12.58                   |
| Net profit margin (%)          | 26.86                     | 4.39                    | 7.68                    |

**CAUTIONARY STATEMENT**

The statements in the management discussion and analysis section with regard to projections, estimates and expectations have been made in good faith. The achievement of results is subject to risks, uncertainties and even less than accurate assumptions. Market data and information are gathered from various published and unpublished reports. Their accuracy, reliability and completeness cannot be assured.

**For and on behalf of the Board**

**Date: 05-06-2024**  
**Place: Ahmedabad**

Hiteshkumar Gaurishankar Patel  
Managing Director  
(DIN: 05340865)

Navinchandra Dahyalal Patel  
Director  
(DIN: 05340874)

## ANNEXURE - E

STATEMENT CONTAINING PARTICULARS PURSUANT TO SECTION 134(3)(M) OF THE ACT READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014 AND FORMING PART OF THE REPORT OF THE DIRECTORS FOR THE YEAR ENDED MARCH 31, 2024

## A. Conservation of Energy

## Power and Fuel Consumption

| Particulars                                  | 2023-2024  | 2022-2023  |
|--|------------|------------|
| <b>A. Electricity</b>                        |            |            |
| Units Purchased                              | 62523      | 96642      |
| Expenditure (in INR)                         | 1233231.23 | 1436207.39 |
| Rate/Unit                                    | 19.72      | 14.86      |
| <b>B. Consumption per unit of Production</b> |            |            |
| Production (in ton.)                         | 20236.92   | 83534.21   |
| Units  | 62523      | 96642      |
| Unit/Tonne                                   | 3.09       | 1.16       |

- i. The steps taken by the Company for utilising alternate sources of energy: NIL  
 ii. The capital investment on energy conservation equipment: NIL

## B. Technology Absorption

- i. The efforts made towards technology absorption: NIL  
 ii. The benefits derived: NIL  
 like product improvement, cost reduction, product development or import substitution;  
 iii. Technology imported, if any. (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: NIL  
 (c) whether the technology been fully absorbed: NIL  
 (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof: NIL  
 (iv) the expenditure incurred on Research and Development: NIL

## c. Foreign Exchange earnings and outgo

|  |                              |
|--|------------------------------|
| Actual Foreign exchange earned during the year | 187650 USD (INR 1,55,00,890) |
| Actual Foreign exchange outgo during the year  | 27230 USD (INR 20,00,000)    |

## For and on behalf of the Board

Date: 05-06-2024  
 Place: Ahmedabad

Hiteshkumar Gaurishankar Patel  
 Managing Director  
 (DIN: 05340865)

Navinchandra Dahyalal Patel  
 Director  
 (DIN: 05340874)

## ANNEXURE - F

**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR)****1. A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.**

Pursuant to Section 135 of the Companies Act, 2013, the Corporate Social Responsibility Committee of the Board had approved a CSR Policy with primary focus on Hunger, Poverty, Malnutrition and Health, Education, Environmental sustainability. Besides these focus areas the Company shall also undertake any other CSR activities listed in Schedule VII of the Companies Act, 2013. The CSR Policy of the Company can be viewed on [www.mishtann.com](http://www.mishtann.com)

**2. The Composition of the CSR Committee.**

| Name of Director      | Title    | Category                               | Number of meetings of CSR Committee held during the year | Number of meetings of CSR Committee attended during the year |
|-----------------------|----------|--|--|--|
| Bhumi Jayantkumar Gor | Chairman | Non-Executive and Independent Director | 2  | 2  |
| Ashish Agarwal        | Member   | Non-Executive and Independent Director | 2  | 2  |
| Rajnish Pathak        | Member   | Non-Executive and Independent Director | 2  | 2  |

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

<http://www.mishtann.com/relation.php?category=disclosures-and-policies> and  
<http://www.mishtann.com/uploads/specification/Committee.pdf>

**4. Provide the executive summary along with web-link of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable – Not Applicable**

5. (a) Average net profit of the company as per sub-section (5) of section 135. : ₹ 27,35,63,189/-  
 (b) Two percent of average net profit of the company as per sub-section (5) of section 135. : ₹ 54,71,264  
 (c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years. : Nil  
 (d) Amount required to be set-off for the financial year, if any. : Nil  
 (e) Total CSR obligation for the financial year [(b)+(c)-(d)]. : ₹ 54,71,264/-

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project) : 63,19,834/-  
 (b) Amount spent in administrative overheads. : Nil  
 (c) Amount spent on Impact Assessment, if applicable. : Nil  
 (d) Total amount spent for the Financial Year [(a)+(b)+(c)]. : 63,19,834/-

**7. Details of CSR spent/unsent during the financial year.**

- (a) Total amount to be spent for the financial year : 54,71,264  
 (b) Amount unspent, if any : Nil  
 (c) Total Amount transferred to Unspent CSR Account as per sub-section (6) of Section 135 : NIL  
 (d) Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of Section 135 : NIL

## (c) Manner in which the amount spent during the financial year is detailed below:

| 1       | 2  | 3  | 4   | 5                                      | 6   | 7   | 8  |
|---------|--|--|---|--|---|---|--|
| SR. NO. | CSR project  | Item from the list of activities in schedule VII to the Act  | Projects or programs (1) Local area or other (2) Specify the State and district where projects or Programs Was undertaken | Amount outlay (budget) project or wise | Amount spent on the projects or programs Sub heads:(1) Direct expenditure on projects or programs. (2)Overheads | Cumulative expenditure upto to the reporting period | Amount spent Direct or through implementing agency |
| 1       | Community Healthcare   | * Delivery of accessible, affordable, and comprehensive primary health care services for vulnerable populations.<br>* Complementing the public health system and to systematically strengthen under-served issues that need the most attention | <b>Local, Gujarat, Sabarkantha, Ahmedabad</b>   | <b>15.80</b>                           | <b>15.80</b>  | <b>15.80</b>  | <b>Direct</b>                                      |
| 2       | Distributing Food Packets/ Grains to needy people, Rural Developments, Education, Women Empowerment Medical Activities and Environmental Protection Activities | * Improving access to education for children from under-served communities.<br>* Providing support to schools in improving teaching-learning practices through opportunities for experiential learning   | <b>Local, Gujarat, Sabarkantha, Ahmedabad</b>   | <b>47.40</b>                           | <b>47.40</b>  | <b>47.40</b>  | <b>Direct</b>                                      |

|  |  |  |  |  |  |  |  |
|--|--|--|--|--|--|--|--|
|  |  | <p>* Empower persons with autism and developmental disabilities and their families so that they become and are recognized as productive members of the community</p> <p>* Improve access to quality education and other critical support for children with disabilities.</p> |  |  |  |  |  |
|--|--|--|--|--|--|--|--|

**8.Details of Unspent Corporate Social Responsibility amount for the preceding three financial years: 46,38,686/-**

| SR. NO. | Preceding Financial Year | Amount transferred to Unspent CSR Account under sub-section (6) of Section 135 (in ₹) | Balance Amount in Unspent CSR Account under sub-section (6) of Section 135 (in ₹) | Amount spent in the Financial Year (in ₹) | Amount transferred to a fund as specified under Schedule VII as per Second proviso to sub-section (5) of Section 135, if any |                  | Amount remaining to be spent in succeeding financial years. (in ₹) | Deficiency, if any |
|---------|--------------------------|---|---|---|--|------------------|--|--------------------|
|         |                          |   |   |   | Amount (in ₹).   | Date of transfer |  |                    |
| 1       | FY-1                     |   |   |   | NIL  |                  |  |                    |
| 2       | FY-2                     |   |   |   | NIL  |                  |  |                    |
| 3       | FY-3                     |   |   |   | NIL  |                  |  |                    |
|         | <b>TOTAL</b>             |   |   |   | <b>NIL</b>   |                  |  |                    |

\* 9. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the financial year : No

10. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of Section 135 – Nil

**For and on behalf of the Board**

**Date: 05-06-2024**  
**Place: Ahmedabad**

Hiteshkumar Gaurishankar Patel  
Managing Director  
(DIN: 05340865)

Navinchandra Dahyalal Patel  
Director  
(DIN: 05340874)

## Annexure G

**BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT****SECTION A: GENERAL DISCLOSURES****Details of the listed entity**

|    |  |   |
|----|--|---|
| 1  | Corporate Identity Number (CIN) of the Company:  | L15400GJ1981PLC004170   |
| 2  | Name of the Company:   | MISHTANN FOODS LIMITED  |
| 3  | Year of incorporation  | 1981  |
| 4  | Registered office address  | B/905, Empire Business Hub, Opp Shakti Farm, Science City, Sola, Ahmedabad- 380060, Gujarat |
| 5  | Corporate address  | B/905, Empire Business Hub, Opp Shakti Farm, Science City, Sola, Ahmedabad- 380060, Gujarat |
| 6  | E-mail   | info@mishtann.com   |
| 7  | Telephone  | +91 9824623116 / 079 40023116   |
| 8  | Website:   | www.mishtann.com  |
| 9  | Financial year for which reporting is being done   | Financial Year 2023-2024  |
| 10 | Name of the Stock Exchange(s) where shares are listed  | Bombay Stock Exchange (BSE) & Metropolitan Stock Exchange (MSEI)                            |
| 11 | Paid-up Capital  | INR 102,96,00,000/-   |
| 12 | Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report.  | Mrs. Shivangi Shah, Company Secretary & Compliance Office- +91 9824623116                   |
| 13 | Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together). | The disclosures under this report made on a standalone basis.                               |
| 14 | Name of Assurance Provider   | Mrs. Shivangi Shah  |
| 15 | Type of Assurance Obtained   | Data provided and policies adopted by the Company   |

**Products/services****16. Details of business activities (accounting for 90% of the turnover):**

| S. No. | Description of Main Activity                               | Description of Business Activity   | % of Turnover of the entity |
|--------|--|--|-----------------------------|
| 1      | Processing Sorting Grading and Packing of Agro-Commodities | Processing Sorting Grading and Packing of Agro-Commodities   | 52.05                       |
| 2      | Trading of Varieties of Salt                               | Getting varieties of Salt outsourced from vendors and packed in our packing and traded accordingly | 47.95                       |



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

| S. No. | Product/Service   | HSN Code | % of total Turnover contributed |
|--------|-------------------|----------|---------------------------------|
| 1      | Basmati Rice      | 10063020 | 52.05                           |
| 2      | Varieties of Salt | 250100   | 47.95                           |

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

| Location      | Number of plants | Number of offices | Total |
|---------------|------------------|-------------------|-------|
| National      | 1                | 1                 | 2     |
| International | 0                | 0                 | 0     |

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

| Locations                        | Total |
|----------------------------------|-------|
| National (No. of States)         | 10    |
| International (No. of Countries) | 2     |

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

Exports contribute 0.48 % of the total turnover on a standalone basis.

**A brief on types of customers:**

MFL supplies its products to domestic Wholesalers (B2B) customers and Merchant Exporters alike.

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

| S. No. | Particulars              | Total (A) | Male (B) | % (B / A) | Female(c) | % (C / A) |
|--------|--------------------------|-----------|----------|-----------|-----------|-----------|
| 1      | Permanent (D)            | 5         | 4        | 80.00%    | 1         | 20.00%    |
| 2      | Other than Permanent (E) | 0         | 0        | 0%        | 0         | 0%        |
| 3      | Total employees (D + E)  | 5         | 4        | 80.00%    | 1         | 20.00%    |
| 4      | Permanent (F)            | 0         | 0        | 0%        | 0         | 0%        |
| 5      | Other than Permanent (G) | 12        | 9        | 75.00%    | 3         | 25.00%    |
| 6      | Total workers (F + G)    | 12        | 9        | 75.00%    | 3         | 25.00%    |

**b. Differently abled Employees and workers:**

| S. No. | Particulars                               | Total (A) | Male (B) | % (B / A) | Female(c) | % (C / A) |
|--------|---|-----------|----------|-----------|-----------|-----------|
| 1      | Permanent (D)                             | 0         | 0        | 0%        | 0         | 0%        |
| 2      | Other than Permanent (E)                  | 0         | 0        | 0%        | 0         | 0%        |
| 3      | Total differently abled employees (D + E) | 0         | 0        | 0%        | 0         | 0%        |
| 4      | Permanent (F)                             | 0         | 0        | 0%        | 0         | 0%        |
| 5      | Other than Permanent (G)                  | 0         | 0        | 0%        | 0         | 0%        |
| 6      | Total differently abled workers (F + G)   | 0         | 0        | 0%        | 0         | 0%        |

**21. Participation/Inclusion/Representation of women**

| Total (A)                | No. and percentage of Females | No. (B) | % (B / A) |
|--------------------------|-------------------------------|---------|-----------|
| Board of Directors       | 6                             | 1       | 16.67     |
| Key Management Personnel | 3                             | 1       | 33.33     |

**21. Turnover rate for permanent employees and workers (Disclose trends for the past 3 years)**

|                     | FY 2023-24<br>(Turnover rate<br>in current FY) | FY 2022-23<br>(Turnover rate<br>in previous FY) | FY 2021-22 (Turnover rate<br>in the year prior<br>to the previous FY) |
|---------------------|--|---|---|
|                     | Male   | Female  | Total   |
| Permanent Employees | 50%  | 0%  | 44%   |
| Permanent Workers   | -  | -   | -   |

**21. Holding Subsidiary and Associate Companies (including joint ventures)****Names of holding / subsidiary / associate companies / joint ventures**

| S. No. | Name of the holding / subsidiary / associate companies / joint ventures (A) | Indicate whether holding/ Subsidiary / Associate/ Joint Venture | % of shares held by listed entity | Does the entity indicated at column A participate in the Business Responsibility initiatives of the listed entity? (Yes/No) |
|--------|---|---|-----------------------------------|---|
| 1      | Grow and Grub Nutrients FZ LLC  | Wholly Owned Subsidiary   | 100                               | NO  |
| 2      | Grow and More Nutrifooods Pte Ltd   | Wholly Owned Subsidiary   | 100                               | NO  |

**22. CSR Details****Whether CSR is applicable as per section 135 of Companies Act 2013:**

YES

Turnover (in Rs.) 322,41,82,602/-

Net worth (in Rs.) 218,67,53,782/-

**23. Transparency and Disclosures Compliances****Complaints/Grievances on any of the principles (Principles 1 to 9) under the NVGs****Complaints/Grievances Overview**

| Stakeholder group from whom complaint is received | Grievance Redressal Mechanism inPlace (Yes/No)<br><br>(If Yes, then provide web-link for grievance redress policy) | FY 2023-24<br>Current Financial Year                         |  |  | FY 2022-23<br>Previous Financial Year      |  |  |
|---|--|--|--|--|--|--|--|
|   |  | Number of complaints filed during the year close of the year | Number of complaints pending resolution at | Remarks  | Number of complaints filed during the year | Number of complaints pending resolution at close of the year | Remarks  |
| Communities                                       | <a href="https://mishtann.com/pages.php?page=investor-desk">https://mishtann.com/pages.php?page=investor-desk</a>  | 0  | 0  | NIL  | 0  | 0  | NIL  |
| Investors (other than shareholders)               | <a href="https://mishtann.com/pages.php?page=investor-desk">https://mishtann.com/pages.php?page=investor-desk</a>  | 65   | 1  | Related to HICS Cements whose name never appeared in our list of share holders | 33   | 3  | Related to HICS Cements whose name never appeared in our list of share holders |
| Shareholders                                      | <a href="https://mishtann.com/pages.php?page=investor-desk">https://mishtann.com/pages.php?page=investor-desk</a>  | 0  | 0  | Not Any  | 0  | 0  | Not Any  |
| Employees and workers                             | HR   | 0  | 0  | Not Any  | 0  | 0  | Not Any  |
| Customers   | <a href="https://mishtann.com/contact.php">https://mishtann.com/contact.php</a>                                    | 0  | 0  | Not Any  | 0  | 0  | Not Any  |
| Value Chain Partners                              | <a href="https://mishtann.com/contact.php">https://mishtann.com/contact.php</a>                                    | 0  | 0  | Not Any  | 0  | 0  | Not Any  |
| Other (please specify)                            | <a href="https://mishtann.com/contact.php">https://mishtann.com/contact.php</a>                                    | 0  | 0  | Not Any  | 0  | 0  | Not Any  |

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

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

| S. No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk/opportunity | In case of risk, approach to adapt or mitigate | Financial implications of the risk or opportunity (Indicate positive or negative implications) |
|--------|---------------------------|--|--|--|--|
|        | NIL                       | NIL  | NIL  | NIL  | NIL  |

## SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

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

| Questions  | P1  | P2 | P3  | P4 | P5 | P6 | P7 | P8 | P9 |
|--|---|----|-----|----|----|----|----|----|----|
| <b>Policy and management processes</b>   |   |    |     |    |    |    |    |    |    |
| 1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)   | Yes                                       | No | Yes | No | No | No | No | No | No |
| b. Has the policy been approved by the Board? (Yes/No)   | Yes                                       | NA | Yes | NA | NA | NA | NA | NA | NA |
| c. Web Link of the Policies, if available  |   |    |     |    |    |    |    |    |    |
| 2. Whether the entity has translated the policy into procedures. (Yes / No)  | In the Process                            | No | No  | No | No | No | No | No | No |
| 3. Do the enlisted policies extend to your value chain partners? (Yes/No)  | No  | No | No  | No | No | No | No | No | No |
| 4. Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.   | NA  | NA | NA  | NA | NA | NA | NA | NA | NA |
| 5. Specific commitments, goals and targets set by the entity with defined timelines, if any.   | In the Process                            | NA | NA  | NA | NA | NA | NA | NA | NA |
| 6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.  | Cannot be commented upon at this juncture | NA | NA  | NA | NA | NA | NA | NA | NA |
| <b>Governance, leadership and oversight</b>  |   |    |     |    |    |    |    |    |    |
| 7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)  |   |    |     |    |    |    |    |    |    |
| MFL is driven by the ambition to be a comprehensive ingredient provider across the entire food chain, aspiring to lead in its industry. As leaders, we believe it's not enough to merely comply with ESG parameters; we must go beyond and set exemplary standards. We recognize that addressing environmental, social, and governance risks is vital for business sustainability. Aligning with the UN Sustainable Development Goals (SDGs) is essential for a better future, and we are committed to working tirelessly to meet these global benchmarks. |   |    |     |    |    |    |    |    |    |

This commitment is a chance for us to review and align our policies and business processes with international best practices. We are dedicated to reducing our carbon footprint and freshwater consumption. We prioritize our employees' health and well-being and empower them to become global leaders. Additionally, we will continue to support the vulnerable segments of society through our CSR initiatives and social activities.

Our corporation is founded on principles of kindness, fairness, effectiveness, and efficiency. We believe that sound governance is crucial for creating long-term value for all stakeholders and promoting sustainability. MFL regards respect for human rights as a core value and is committed to ensuring that our actions benefit the environment, society, nation, and all stakeholders. Our foundational values are deeply embedded in our corporate ethos.

|   |   |
|---|---|
| 8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).   | Mr. Hiteshkumar G. Patel<br>Managing Director |
| 9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details. | Managing Director and the Whole-Time Director |

10. Details of Review of NGRBCs by the Company:

| Subject for review   | Indicate whether review was undertaken by Director / Committee of board |    |    |    |    |    |    |    |    | Frequency                          |    |    |    |    |    |    |    |    |
|--|---|----|----|----|----|----|----|----|----|------------------------------------|----|----|----|----|----|----|----|----|
|  | Any other committee   |    |    |    |    |    |    |    |    | (Annually / Half Year / Quarterly) |    |    |    |    |    |    |    |    |
|  | P1  | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 | P1                                 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
| Performance against above polices and follow up action   | D   | D  | D  | D  | D  | D  | D  | D  | D  | A                                  | A  | A  | A  | A  | A  | A  | A  | A  |
| Compliance with statutory requirement of relevance to the principles, and, rectification of any non-Compliance | D   | D  | D  | D  | D  | D  | D  | D  | D  | A                                  | A  | A  | A  | A  | A  | A  | A  | A  |

|   |    |    |    |    |    |    |    |    |    |
|---|----|----|----|----|----|----|----|----|----|
| 11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency. | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|   | No | No | No | No | No | No | No | No | No |

12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:

| Questions   | P1   | P2  | P3  | P4  | P5  | P6  | P7  | P8  | P9  |
|---|--|-----|-----|-----|-----|-----|-----|-----|-----|
| The entity does not consider the principles material to its business (Yes/No)   | Yes  | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No) | Yes, The Company follows a Board-approved Policy that aligns with the core elements of the NGRBC principles. Efforts are underway to develop and implement specific policies and procedures that formalize these aspects, ensuring relevance and practicability. |     |     |     |     |     |     |     |     |
| The entity does not have the financial or/human and technical resources available for the task (Yes/No)                         | Yes, but the resources need to be aligned with the requirements. The process is expected to be completed within one year.  |     |     |     |     |     |     |     |     |
| It is planned to be done in the next financial year (Yes/No)  | Yes  | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| Any other reason (please specify)   |  |     |     |     |     |     |     |     |     |

**SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE**

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as “Essential” and “Leadership”. While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

**PRINCIPLE 1 Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.****Essential Indicators**

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

| Segment                           | Total number of training and awareness programmes held | Topics/ principles covered under the training and its impact | %age of persons in respective category covered by the awareness programmes |
|-----------------------------------|--|--|--|
| Board of Directors                | 0  | NIL  | 0  |
| Key Managerial Personnel          | 0  | NIL  | 0  |
| Employees other than BoD and KMPs | 0  | NIL  | 0  |
| Workers                           | 0  | NIL  | 0  |

2. Details of fines / penalties / punishment / award / compounding fees / settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators / law enforcement agencies / judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

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

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

| Case Details | Name of the regulatory/ enforcement agencies/ judicial institutions |
|--------------|---|
| None         |   |

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

The Anti-Bribery and Anti-Corruption Policy outlines Mishtann Foods Limited's commitment to avoiding bribery and corruption, ensuring compliance with applicable laws and evolving business conduct standards. The Company is dedicated to maintaining the highest ethical standards and rigorously upholds the integrity of its business practices worldwide. The Company strictly prohibits any form of bribery or corruption. By following the clear guidelines in this Policy, the Company and its employees will remain compliant with all relevant anti-bribery and anti-corruption regulations.

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

|           | FY 2023-24 (current FY) | FY 2022-23 Previous Financial Year |
|-----------|-------------------------|------------------------------------|
| Directors | 0                       | 0                                  |
| KMPs      | 0                       | 0                                  |
| Employees | 0                       | 0                                  |
| Workers   | 0                       | 0                                  |

No charges of bribery or corruption have been reported against any Directors, KMPs, employees, or workers, and no disciplinary action has been taken by any law enforcement agency for such charges

6. Details of complaints regarding conflict of interest:

|  | FY 2023-24 (current FY) |              | FY 2022-23 Previous Financial Year |              |
|--|-------------------------|--------------|------------------------------------|--------------|
|  | Number                  | Remarks      | Number                             | Remarks      |
| Number of complaints received in relation to issues of Conflict of Interest of the Directors | 0                       | Not Reported | 0                                  | Not Reported |
| Number of complaints received in relation to issues of Conflict of Interest of the KMPs      | 0                       | Not Reported | 0                                  | Not Reported |

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

No fines, penalties, or actions have been imposed by any regulator, law enforcement agency, or judicial institution concerning cases of corruption or conflicts of interest. Consequently, no further action was necessary.

8. Number of days of accounts payables ((Accounts payable \*365) / Cost of goods/services procured) in the following format:

|                                     | FY 2023-24<br>(Current Financial Year) | FY 2022-23<br>(Previous Financial Year) |
|-------------------------------------|--|---|
| Number of days of accounts payables | 1.48                                   | 0.67                                    |

#### 9. Open-ness of business

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

| Parameter                  | Metrics  | FY 2023-24<br>(Current Financial Year) | FY 2022-23<br>(Previous Financial Year) |
|----------------------------|--|--|---|
| Concentration of Purchases | a. Purchases from trading houses as % of total purchases                                 | 98.46                                  | 99.11                                   |
|                            | b. Number of trading houses where purchases are made from                                | 2                                      | 14                                      |
|                            | c. Purchases from top 10 trading houses as % of total purchases from trading houses      | 100%                                   | 99.93%                                  |
| Concentration of Sales     | a. Sales to dealers / distributors as % of total sales                                   | 0.52%                                  | 0.35%                                   |
|                            | b. Number of dealers / distributors to whom sales are made                               | 9                                      | 10                                      |
|                            | c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors  | 100%                                   | 99.93%                                  |
| Share of RPTs in           | a. Purchases (Purchases with related parties / Total Purchases)                          | 0                                      | 0                                       |
|                            | b. Sales (Sales to related parties / Total Sales)  | 0                                      | 0                                       |
|                            | c. Loans & advances (Loans & advances given to related parties / Total loans & advances) | 0                                      | 0                                       |
|                            | d. Investments (Investments in related parties / Total Investments made)                 | 22,53,170                              | 0                                       |



**PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe****Essential Indicators**

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

| Parameter | FY 2024<br>(Current Financial Year) | FY 2023<br>(Previous Financial Year) | FY 2022-23<br>(Previous Financial Year) |
|-----------|-------------------------------------|--------------------------------------|---|
| R&D       | NIL                                 | NIL                                  | NIL                                     |
| Capex     | NIL                                 | NIL                                  | NIL                                     |

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No) Yes

b. If yes, what percentage of inputs were sourced sustainably?

The organization aims to empower farmers by sourcing directly from them. Its Pan-India raw material procurement network provides the company with a sustainable advantage in the long run

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

The organization currently doesn't have any plastic waste, e-waste, or other hazardous waste at the end of its products' lifecycle. All products are utilized as raw material for subsequent processes by its customers. Although there's currently no established process for safely reclaiming products for reuse, recycling, and disposal at the end of their lifecycle, the organization is actively monitoring its end-of-life products. Any opportunities for reclamation will be thoroughly assessed and implemented. Additionally, e-waste generated across the company is meticulously managed on a quarterly basis.

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

Presently Extended Producer Responsibility does not apply to the organization.

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

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

| Category                              | % of employees covered by |                  |            |                    |           |                    |           |                    |           |                     |           |
|---------------------------------------|---------------------------|------------------|------------|--------------------|-----------|--------------------|-----------|--------------------|-----------|---------------------|-----------|
|                                       | Total (A)                 | Health insurance |            | Accident insurance |           | Maternity benefits |           | Paternity Benefits |           | Day Care facilities |           |
|                                       |                           | Number (B)       | % (B / A)  | Number (c)         | % (C / A) | Number (D)         | % (D / A) | Number (E)         | % (E / A) | Number (F)          | % (F / A) |
| <b>Permanent employees</b>            |                           |                  |            |                    |           |                    |           |                    |           |                     |           |
| Male                                  | 4                         | 4                | 100        | 0                  | 0         | 0                  | 0         | 0                  | 0         | 0                   | 0         |
| Female                                | 1                         | 1                | 100        | 0                  | 0         | 0                  | 0         | 0                  | 0         | 0                   | 0         |
| <b>Total</b>                          | <b>5</b>                  | <b>5</b>         | <b>100</b> | <b>0</b>           | <b>0</b>  | <b>0</b>           | <b>0</b>  | <b>0</b>           | <b>0</b>  | <b>0</b>            | <b>0</b>  |
| <b>Other than Permanent employees</b> |                           |                  |            |                    |           |                    |           |                    |           |                     |           |
| Male                                  | 0                         | 0                | 0          | 0                  | 0         | 0                  | 0         | 0                  | 0         | 0                   | 0         |
| Female                                | 0                         | 0                | 0          | 0                  | 0         | 0                  | 0         | 0                  | 0         | 0                   | 0         |
| <b>Total</b>                          | <b>0</b>                  | <b>0</b>         | <b>0</b>   | <b>0</b>           | <b>0</b>  | <b>0</b>           | <b>0</b>  | <b>0</b>           | <b>0</b>  | <b>0</b>            | <b>0</b>  |

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

| Category                              | % of employees covered by |                  |           |                    |           |                    |           |                    |           |                     |           |
|---------------------------------------|---------------------------|------------------|-----------|--------------------|-----------|--------------------|-----------|--------------------|-----------|---------------------|-----------|
|                                       | Total (A)                 | Health insurance |           | Accident insurance |           | Maternity benefits |           | Paternity Benefits |           | Day Care facilities |           |
|                                       |                           | Number (B)       | % (B / A) | Number (c)         | % (C / A) | Number (D)         | % (D / A) | Number (E)         | % (E / A) | Number (F)          | % (F / A) |
| <b>Permanent employees</b>            |                           |                  |           |                    |           |                    |           |                    |           |                     |           |
| Male                                  | 0                         | 0                | 0         | 0                  | 0         | 0                  | 0         | 0                  | 0         | 0                   | 0         |
| Female                                | 0                         | 0                | 0         | 0                  | 0         | 0                  | 0         | 0                  | 0         | 0                   | 0         |
| <b>Total</b>                          | <b>0</b>                  | <b>0</b>         | <b>0</b>  | <b>0</b>           | <b>0</b>  | <b>0</b>           | <b>0</b>  | <b>0</b>           | <b>0</b>  | <b>0</b>            | <b>0</b>  |
| <b>Other than Permanent employees</b> |                           |                  |           |                    |           |                    |           |                    |           |                     |           |
| Male                                  | 9                         | 0                | 0         | 0                  | 0         | 0                  | 0         | 0                  | 0         | 0                   | 0         |
| Female                                | 3                         | 0                | 0         | 0                  | 0         | 0                  | 0         | 0                  | 0         | 0                   | 0         |
| <b>Total</b>                          | <b>12</b>                 | <b>0</b>         | <b>0</b>  | <b>0</b>           | <b>0</b>  | <b>0</b>           | <b>0</b>  | <b>0</b>           | <b>0</b>  | <b>0</b>            | <b>0</b>  |

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format –

|  | FY 2023-24 Current Financial Year | FY 2022-23 Previous Financial Year |
|--|-----------------------------------|------------------------------------|
| Cost incurred on well- being measures as a % of total revenue of the company | 0.02%                             | 0.01%                              |

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

| Benefits                | FY Current Financial Year                          |  |  | FY Previous Financial Year                         |  |  |
|-------------------------|--|--|--|--|--|--|
|                         | No. of employees covered as a % of total employees | No. of workers covered as a % of total workers | Deducted and deposited with the authority (Y/N/N.A.) | No. of employees covered as a % of total employees | No. of workers covered as a % of total workers | Deducted and deposited with the authority (Y/N/N.A.) |
| PF                      | Nil  | Nil  | Nil  | Nil  | Nil  | Nil  |
| Gratuity                | Nil  | Nil  | Nil  | Nil  | Nil  | Nil  |
| ESI                     | Nil  | Nil  | Nil  | Nil  | Nil  | Nil  |
| Others – please specify | Nil  | Nil  | Nil  | Nil  | Nil  | Nil  |

### 3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

The premises/offices are accessible to differently abled employees and workers, although Mishtann Foods Limited (MFL) currently doesn't employ any such workers.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

The Company is dedicated to being an equal-opportunity employer and fostering an inclusive workplace for all. In line with this commitment, an Equal Opportunity Policy is currently being formulated.

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

| Gender       | Permanent employees |                | Permanent workers   |                |
|--------------|---------------------|----------------|---------------------|----------------|
|              | Return to work rate | Retention rate | Return to work rate | Retention rate |
| Male         | Nil                 | Nil            | Nil                 | NA             |
| Female       | Nil                 | Nil            | Nil                 | NA             |
| <b>Total</b> | Nil                 | Nil            | Nil                 | NA             |

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

|                                | <b>Yes/No<br/>(If Yes, then give details of the mechanism in brief)</b>   |
|--------------------------------|---|
| Permanent Workers              | Yes, A grievance-handling procedure is established within the company. Permanent workers have the avenue to address their grievances with the HR Department.  |
| Other than Permanent Workers   | Contract Workmen have the opportunity to address their grievances initially with their respective line managers or Plant Heads. If the issue remains unresolved, they have the option to escalate it to the HR Department through their respective contractors. |
| Permanent Employees            | As a part of our open and transparent culture, we follow an open-door policy. So, every employee can share their concerns with their functional heads at any point in time.   |
| Other than Permanent Employees | They have the option to directly approach the respective HODs/Functional Heads, who address the grievances accordingly.   |

### 7. Health and safety management system:

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

"Our organization adheres fully to ESLC standards, ensuring comprehensive compliance throughout all operations. Additionally, we implement a rigorous monitoring system to uphold the health and safety of our workforce. This proactive approach guarantees that all employees are provided with a secure and conducive work environment, in line with regulatory requirements and our commitment to ethical practices."

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

The company has established a robust mechanism for identifying hazards within its factories. This proactive approach ensures that potential risks are continuously monitored and mitigated, thereby prioritizing the safety and well-being of all employees.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

The company has implemented a system across all its plants whereby workers can readily identify and report work-related hazards, as well as provide suggestions for improvements. Comprehensive training is provided to all workers to enhance their ability to recognize hazards and address issues effectively. This proactive approach empowers employees to actively contribute to maintaining a safe and conducive work environment.

d. Do the employees/worker of the entity have access to non-occupational medical and healthcare services?

Yes, permanent employees and their family members have the option to enroll under the Company's Group Insurance Policy. Workers have access to medical benefits through Company provided group insurance policies. Contractual workers also have statutory benefits under ESIC.

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

| Safety Incident/Number  | Category  | FY 2023-24 Current Financial Year | FY 2022-23 Previous Financial Year |
|---|-----------|-----------------------------------|------------------------------------|
| Lost Time Injury Frequency Rate (LTIFR) (per one million person hours worked) | Employees | 0                                 | 0                                  |
|   | Workers   | 0                                 | 0                                  |
| Total recordable work-related injuries  | Employees | 0                                 | 0                                  |
|   | Workers   | 0                                 | 0                                  |
| No. of fatalities   | Employees | 0                                 | 0                                  |
|   | Workers   | 0                                 | 0                                  |
| High consequence work-related injury or ill-health (excluding fatalities)     | Employees | 0                                 | 0                                  |
|   | Workers   | 0                                 | 0                                  |

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

At our factory premises, we have established a fully-functional occupational health center. Staffed by a factory medical officer and compounder, it ensures prompt medical attention when needed. First aid boxes are strategically placed across various areas of the plants and are routinely inspected to ensure they are well-stocked and ready for use. Additionally, we have implemented sanitization and thermal screening measures at the entry gates for everyone's safety. As part of our COVID-19 prevention efforts, masks have been widely distributed among employees. These comprehensive measures underscore our commitment to prioritizing the health and well-being of our workforce.

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

|                    | FY 2023-24 Current Financial Year |                                       |         | FY 2022-23 Previous Financial Year |                                       |                       |
|--------------------|-----------------------------------|---------------------------------------|---------|------------------------------------|---------------------------------------|-----------------------|
|                    | Filed during the year             | Pending resolution at the end of year | Remarks | Filed during the year              | Pending resolution at the end of year | Filed during the year |
| Working Conditions | Nil                               | Nil                                   |         | Nil                                | Nil                                   |                       |
| Health & Safety    | Nil                               | Nil                                   |         | Nil                                | Nil                                   |                       |

## 11. Assessments for the year:

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

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

- a. First Aid Box
- b. Warning Alarms
- c. Emergency stop Switch
- d. Walled Premises
- e. Requisite Insurance Policies
- f. Fire Extinguishers

### Leadership Indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N). No

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners. Nil

3. Provide the number of employees / workers having suffered high consequence work- related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

| Gender    | Total no.of affected employees/ workers |                              | No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment |                              |
|-----------|---|------------------------------|---|------------------------------|
|           | FY (Current Financial Year)             | FY (Previous Financial Year) | FY (Current Financial Year)   | FY (Previous Financial Year) |
| Employees | Nil                                     | Nil                          | Nil   | NA                           |
| Workers   | Nil                                     | Nil                          | Nil   | NA                           |

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/No) - No

5. Details on assessment of value chain partners:

|                             | % of value chain partners (by value of business done with such partners) that were assessed   |
|-----------------------------|---|
| Health and safety practices | The Company raises the awareness of the supply chain members relating to the products and their properties through various meets regularly. However, no formal assessment is carried out. |
| Working Conditions          |   |

6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners. **Nil; Not Applicable.**

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

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

The organization has an informal process for identifying stakeholders. The key stakeholders include customers (downstream value chain), employees, and suppliers (upstream value chain). Other stakeholders include the society near and surrounding the plants. The organization is in the process of setting up formal processes for identifying key stakeholders.

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

| Stakeholder Group | Whether identified as Vulnerable & Marginalized Group (Yes/No) | Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other | Frequency of engagement (Annually/ Half yearly/ Quarterly/others – please specify) | Purpose and scope of engagement including key topics and concerns raised during such engagement |
|-------------------|--|---|--|---|
| Suppliers         | No   | Emails & Phone  | Monthly  | For Better quality purchase.  |
| Clients           | No   | Emails & Phone  | Monthly  | To enhance market.  |

**Leadership Indicators**

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

Not Required as it is not affecting any of the said topics.

2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

No

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.

**PRINCIPLE 5 Businesses should respect and promote human rights****Essential Indicators**

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format: Not Any.

| Category             | FY2023-24 (Current Financial Year) |                                    |           | FY2022-23 (Previous Financial Year) |                                    |           |
|----------------------|------------------------------------|------------------------------------|-----------|-------------------------------------|------------------------------------|-----------|
|                      | Total (A)                          | No. employees' workers covered (B) | % (B / A) | Total (c)                           | No. employees' workers covered (D) | % (D / C) |
| <b>Employees</b>     |                                    |                                    |           |                                     |                                    |           |
| Permanent            | 5                                  | 5                                  | 100       | 9                                   | 9                                  | 100       |
| Other than permanent | 0                                  | 0                                  | 0         | 0                                   | 0                                  | 0         |
| Total Employees      | 5                                  | 5                                  | 100       | 9                                   | 9                                  | 100       |
| <b>Workers</b>       |                                    |                                    |           |                                     |                                    |           |
| Permanent            | 0                                  | 0                                  | 0         | 0                                   | 0                                  | 0         |
| Other than permanent | 12                                 | 12                                 | 100       | 12                                  | 12                                 | 100       |
| Total Employees      | 12                                 | 12                                 | 100       | 12                                  | 12                                 | 100       |

2. Details of minimum wages paid to employees and workers, in the following format:

| Category                    | FY 2023-24 Current Financial Year |                    |           |                       |           | FY 2022-23 Previous Financial Year |                    |           |                       |           |
|-----------------------------|-----------------------------------|--------------------|-----------|-----------------------|-----------|------------------------------------|--------------------|-----------|-----------------------|-----------|
|                             | Total (A)                         | Equal Minimum Wage |           | Morethan Minimum Wage |           | Total (D)                          | Equal Minimum Wage |           | Morethan Minimum Wage |           |
|                             |                                   | No. (B)            | % (B / A) | No. (C)               | % (C / A) |                                    | No. (E)            | % (E / D) | Number (F)            | % (F / D) |
| <b>Employees</b>            |                                   |                    |           |                       |           |                                    |                    |           |                       |           |
| <b>Permanent</b>            |                                   |                    |           |                       |           |                                    |                    |           |                       |           |
| Male                        | 4                                 | 0                  | 0         | 4                     | 100       | 8                                  | 0                  | 0         | 8                     | 100       |
| Female                      | 1                                 | 0                  | 0         | 1                     | 100       | 1                                  | 0                  | 0         | 1                     | 100       |
| <b>Other Permanent than</b> |                                   |                    |           |                       |           |                                    |                    |           |                       |           |
| Male                        | 0                                 | 0                  | 0         | 0                     | 0         | 0                                  | 0                  | 0         | 0                     | 0         |
| Female                      | 0                                 | 0                  | 0         | 0                     | 0         | 0                                  | 0                  | 0         | 0                     | 0         |
| <b>Workers</b>              |                                   |                    |           |                       |           |                                    |                    |           |                       |           |
| <b>Permanent</b>            |                                   |                    |           |                       |           |                                    |                    |           |                       |           |
| Male                        | 0                                 | 0                  | 0         | 0                     | 0         | 0                                  | 0                  | 0         | 0                     | 0         |
| Female                      | 0                                 | 0                  | 0         | 0                     | 0         | 0                                  | 0                  | 0         | 0                     | 0         |
| <b>Other Permanent than</b> |                                   |                    |           |                       |           |                                    |                    |           |                       |           |
| Male                        | 9                                 | 0                  | 0         | 9                     | 100       | 9                                  | 0                  | 0         | 9                     | 100       |
| Female                      | 3                                 | 0                  | 0         | 3                     | 100       | 3                                  | 0                  | 0         | 3                     | 100       |



## 3. Details of remuneration/salary/wages, in the following format:

Median remuneration / wages:

|                                  | Male   |   | Female |  |
|----------------------------------|--------|---|--------|--|
|                                  | Number | Median remuneration/ salary/ wages of respective category | Number | Median remuneration/ salary/wages of respective category |
| Board of Directors (BoD)         | 5      | 30,000  | 1      | 30,000   |
| Key Managerial Personnel         | 2      | 25,000  | 1      | 42,000   |
| Employees other than BoD and KMP | 4      | 39,000  | 0      | 0  |
| Workers                          | 0      | 0   | 0      | 0  |

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

|  | FY 2023-24 | FY 2022-23 |
|--|------------|------------|
| Gross wages paid to female % out of total wages paid | 25.40%     | 11.77%     |

## 4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No) Yes

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

The victim or the person affected may contact the Board of Directors and can send a mail describing the complete details on [info@mishtann.com](mailto:info@mishtann.com). The same is take up on immediate basis and tried to resolve in two working days.

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

|                                   | FY Current Financial Year |                                       |         | FY Previous Financial Year |                                       |                       |
|-----------------------------------|---------------------------|---------------------------------------|---------|----------------------------|---------------------------------------|-----------------------|
|                                   | Filed during the year     | Pending resolution at the end of year | Remarks | Filed during the year      | Pending resolution at the end of year | Filed during the year |
| Sexual Harassment                 | 0                         | 0                                     | 0       | 0                          | 0                                     | 0                     |
| Discrimination at workplace       | 0                         | 0                                     | 0       | 0                          | 0                                     | 0                     |
| Child Labour                      | 0                         | 0                                     | 0       | 0                          | 0                                     | 0                     |
| Forced Labour /Involuntary Labour | 0                         | 0                                     | 0       | 0                          | 0                                     | 0                     |
| Wages                             | 0                         | 0                                     | 0       | 0                          | 0                                     | 0                     |
| Other human rights related issues | 0                         | 0                                     | 0       | 0                          | 0                                     | 0                     |

7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases. The Company is committed to a workplace free of harassment, including sexual harassment at the workplace, and has zero tolerance for such unacceptable conduct. The company management encourages reporting any harassment concerns and is responsive to complaints about harassment or other unwelcome or offensive conduct.

8. Do human rights requirements form part of your business agreements and contracts?

**Yes**

9. Assessments for the year: All plants have been assessed (SG).

|                             | <b>% of your plants and offices that were assessed<br/>(by entity or statutory authorities or third parties)</b> |
|-----------------------------|--|
| Child labour                | 100  |
| Forced/involuntary labour   | 100  |
| Sexual harassment           | 100  |
| Discrimination at workplace | 100  |
| Wages                       | 100  |
| Others – please specify     | 100  |

1. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.

**Not applicable.**

#### **Leadership Indicators**

##### **1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.**

The company is working towards framing a code of conduct to capture matters relating to human rights and steps are being taken to include reference to such Code as a part of all upcoming business agreements and contracts with value chain partners.

##### **2. Details of the scope and coverage of any Human rights due diligence conducted.**

Not Applicable - No such instance of violation is ever recorded since incorporation. Provisions are made to approach the BOD immediately as & when any uncertainty arises.

##### **3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?**

**Yes,** Our establishments are accessible to the differently abled, and we are continuously working towards improving infrastructure for eliminating barriers to accessibility.

##### **4. Details on assessment of value chain partners:**

|                                  | % of value chain partners (by value of business done with such partners) that were assessed |
|----------------------------------|---|
| Sexual Harassment                | 100   |
| Discrimination at workplace      | 100   |
| Child Labour                     | 100   |
| Forced Labour/Involuntary Labour | 100   |
| Wages                            | 100   |
| Others – please specify          | 100   |

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.

**Not Applicable** - The company has limited channel partners and are closely monitored by the BOD; hence any nuisance / uncertain circumstances are instantly brought under observation and immediate action is taken to eradicate it.

**PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment****Essential Indicators**

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

| Parameter   | FY2024 (Current Financial Year) | FY2023 (Previous Financial Year) |
|---|---------------------------------|----------------------------------|
| <b>From renewable sources</b>   |                                 |                                  |
| Total electricity consumption (A)   | 62523 Unit                      | 96642 Unit                       |
| Total fuel consumption (B)  | -                               | -                                |
| Energy consumption sources (C) through other  | -                               | -                                |
| <b>Total energy consumed from renewable sources (A+B+C)</b>   | 62523 Unit                      | 96642 Unit                       |
| <b>From non-renewable sources</b>   |                                 |                                  |
| Total electricity consumption (D)   | Nil                             | Nil                              |
| Total fuel consumption (E)  | Nil                             | Nil                              |
| Energy consumption sources (F) through other  | Nil                             | Nil                              |
| Total energy consumed from non-renewable sources (D+E+F)  | Nil                             | Nil                              |
| <b>Total energy consumed (A+B+C+D+E+F)</b>  | 62523 Unit                      | 96642 Unit                       |
| <b>Energy intensity per rupee of turnover</b> (Total energy consumed / Revenue from operations)   | 0.000019 Unit                   | 0.000015 Unit                    |
| <b>Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total energy consumed / Revenue from operations adjusted for PPP) | -                               | -                                |
| <b>Energy intensity in terms of physical Output</b>   | -                               | -                                |
| Energy intensity (optional) – the relevant metric may be selected by the entity   | Nil                             | Nil                              |

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

1. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

**NO** - The organization does not have any sites identified as designated consumers under the PAT scheme.

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

| Parameter  | FY2024 (Current Financial Year) | FY2023 (Previous Financial Year) |
|--|---------------------------------|----------------------------------|
| <b>Water withdrawal by source (in kilolitres)</b>  |                                 |                                  |
| (i) Surface water  | 0                               | 0                                |
| (ii) Groundwater   | 0                               | 0                                |
| (iii) Third party water  | 0                               | 0                                |
| (iv) Seawater / desalinated water  | 0                               | 0                                |
| (v) Others   | 0                               | 0                                |
| <b>Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)</b>  | 0                               | 0                                |
| <b>Total volume of water consumption (in kilolitres)</b>   | 0                               | 0                                |
| <b>Water intensity per rupee of turnover (Total water consumption / Revenue from operations)</b>   | 0                               | 0                                |
| <b>Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP)</b> | 0                               | 0                                |
| <b>Water intensity in terms of physical output</b>   | 0                               | 0                                |
| <b>Water intensity (optional)–the relevant metric may be selected by the entity</b>  | 0                               | 0                                |

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

#### 4. Provide the following details related to water discharged:

| Parameter  | FY2024 (Current Financial Year) | FY2023 (Previous Financial Year) |
|--|---------------------------------|----------------------------------|
| <b>Water discharge by destination and level of treatment (in kilolitres)</b> |                                 |                                  |
| (i) To Surface water   | Nil                             | Nil                              |
| -No treatment  | Nil                             | Nil                              |
| -With treatment – please specify level of treatment                          | Nil                             | Nil                              |
| (ii) To Groundwater  | Nil                             | Nil                              |
| -No treatment  | Nil                             | Nil                              |
| -With treatment – please specify level of treatment                          | Nil                             | Nil                              |
| (iii) To Seawater  | Nil                             | Nil                              |
| -No treatment  | Nil                             | Nil                              |
| -With treatment – please specify level of treatment                          | Nil                             | Nil                              |

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

| S. No. | Location of operations/offices | Type of operations | Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any. |
|--------|--------------------------------|--------------------|---|
| 1      | NIL                            | NIL                | NIL   |
| 2      | NIL                            | NIL                | NIL   |

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

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

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

**No waste generated; in Green category vide GPCB Norms**

### Leadership Indicators

1. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres): No water required in the manufacturing process

**For each facility / plant located in areas of water stress, provide the following information:**

- (i) Name of the area -
- (ii) Nature of operations
- (iii) Water withdrawal, consumption and discharge in the following format:

| Parameter   | FY (Current Financial Year) | FY (Previous Financial Year) |
|---|-----------------------------|------------------------------|
| <b>Water withdrawal by source (in kilolitres)</b>                                   |                             |                              |
| (i) Surface water   | Nil                         | Nil                          |
| (ii) Groundwater  | Nil                         | Nil                          |
| (iii) Third party water   | Nil                         | Nil                          |
| (iv) Seawater / desalinated water   | Nil                         | Nil                          |
| (v) Others  | Nil                         | Nil                          |
| <b>Total volume of water withdrawal (in kilolitres)</b>                             | Nil                         | Nil                          |
| <b>Total volume of water consumption (in kilolitres)</b>                            | Nil                         | Nil                          |
| <b>Water intensity per rupee of turnover</b><br>(Water consumed / turnover)         | Nil                         | Nil                          |
| <b>Water intensity</b> (optional)–the relevant metric may be selected by the entity | Nil                         | Nil                          |
| <b>Water discharge by destination and level of treatment (in kilolitres)</b>        |                             |                              |
| (i) Into Surface water  | Nil                         | Nil                          |
| -No treatment   | Nil                         | Nil                          |
| -With treatment – please specify level of treatment                                 | Nil                         | Nil                          |
| (ii) Into Groundwater   | Nil                         | Nil                          |
| -No treatment   | Nil                         | Nil                          |
| -With treatment – please specify level of treatment                                 | Nil                         | Nil                          |
| (iii) Into Seawater   | Nil                         | Nil                          |
| -No treatment   | Nil                         | Nil                          |
| -With treatment – please specify level of treatment                                 | Nil                         | Nil                          |
| (iv) Sent to third-parties  | Nil                         | Nil                          |
| -No treatment   | Nil                         | Nil                          |
| -With treatment – please specify level of treatment                                 | Nil                         | Nil                          |
| (v) Others  | Nil                         | Nil                          |
| -No treatment   | Nil                         | Nil                          |
| -With treatment – please specify level of treatment                                 | Nil                         | Nil                          |
| <b>Total water discharged (in kilolitres)</b>                                       | Nil                         | Nil                          |

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

2. Please provide details of total Scope 3 emissions & its intensity, in the following format:

| Parameter  | Unit  | FY 2023-24 (Current Financial Year) | FY 2022-23 (Previous Financial Year) |
|--|---|-------------------------------------|--------------------------------------|
| <b>Total Scope 3 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available) | Metric tonnes of Co <sub>2</sub> equivalent | Nil                                 | Nil                                  |
| <b>Total Scope 3 emissions per rupee of turnover</b>   |   | Nil                                 | Nil                                  |
| <b>Total Scope 3 emission intensity</b> (optional) – the relevant metric may be selected by the entity   | Nil   | Nil                                 | Nil                                  |

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

3. With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities. Not Applicable

4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

**No waste generated; in Green category vide PCB Norms**

| S. No. | Initiative undertaken | Details of the initiative (Web-link, if any, may be provided along-with summary) | Outcome of the initiative |
|--------|-----------------------|--|---------------------------|
|        |                       |  |                           |

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link. NO

6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard. No waste generated; in Green category vide PCB Norms

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts. Nil



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

Essential Indicators

a. Number of affiliations with trade and industry chambers/associations.

b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

| S. No. | Name of the trade and industry chambers/ associations                         | Reach of trade and industry chambers/ associations (State/National) |
|--------|---|---|
| 1      | APEDA (Agricultural and Processed Food Products Export Development Authority) | Pan India   |
| 2      | AIREA (All India Rice Exporters of India)                                     | Pan India   |
| 3      | UDHYAM  | Pan India   |

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

| Name of authority | Brief of the case                   | Corrective action taken   |
|-------------------|-------------------------------------|---|
| AIREA             | Fix Selling Price of Rice in Export | Maximum selling price is fixed based on market is set and no seller can manipulate and export at relatively higher prices |

**Leadership Indicators**

1. Details of public policy positions advocated by the entity:

| S. No. | Public policy advocated | Method resorted for such advocacy | Whether information available in public domain? (Yes/No) | Frequency of Review by Board (Annually / Half yearly / Quarterly / Others – please specify) | Web Link, if available |
|--------|-------------------------|-----------------------------------|--|---|------------------------|
| NIL    |                         |                                   |  |   |                        |

**PRINCIPLE 8 Businesses should promote inclusive growth and equitable development****Essential Indicators****1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

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

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

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

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

Not Any

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

|   | FY 2023-24 Current Financial Year | FY 2022-23 Previous Financial Year |
|---|-----------------------------------|------------------------------------|
| Directly sourced from MSMEs / small Producers | 1.57%                             | 0.90%                              |
| Directly from within India                    | 100%                              | 100%                               |

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

| Location     | FY 2023-24 Current Financial Year | FY 2022-23 Previous Financial Year |
|--------------|-----------------------------------|------------------------------------|
| Rural        | 63.96 %                           | 74.67%                             |
| Semi-urban   | -                                 | -                                  |
| Urban        | 16.55 %                           | 12.24%                             |
| Metropolitan | 19.50 %                           | 13.10%                             |

(Place to be categorized as per RBI Classification System - rural / semi-urban / urban / metropolitan)

### Leadership Indicators

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

| Details of negative social impact identified | Corrective action taken |
|--|-------------------------|
| Not Any                                      |                         |

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

| S. No. | State   | Aspirational District | Amount spent (In INR) |
|--------|---------|-----------------------|-----------------------|
| 1      | Gujarat | Aravalli              | 4,62,000              |
| 2      | Gujarat | Ahmedabad             | 38,000                |
| 3      | Gujarat | Sabarkantha           | 32,50,000             |
| 4      | Gujarat | Ambaji                | 22,00,000             |

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No) - No

(b) From which marginalized /vulnerable groups do you procure? - NIL

(c) What percentage of total procurement (by value) does it constitute? – NIL

4 Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

| S. No.                                | Intellectual Property based on traditional knowledge | Owned/ Acquired (Yes/No) | Benefit shared (Yes / No) | Basis of calculating benefit share |
|---------------------------------------|--|--------------------------|---------------------------|------------------------------------|
| NOT ANY IN THE CURRENT FINANCIAL YEAR |  |                          |                           |                                    |

5 Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

| Name of authority | Brief of the Case | Corrective action taken |
|-------------------|-------------------|-------------------------|
| NA                |                   |                         |

**6. Details of beneficiaries of CSR Projects:**

| S. No. | CSR Project                         | No. of persons benefitted from CSR Projects | % of beneficiaries from vulnerable and marginalized groups |
|--------|-------------------------------------|---|--|
| 1      | Shamalaji Charitable Trust          | Not Quantifiable                            | -  |
| 2      | Blind People Association            | Approx 1000                                 | -  |
| 3      | Aastha Foundation                   | Approx 150                                  | -  |
| 4      | Shree Shakti Ashray Yogasharm       | Not Quantifiable                            | -  |
| 5      | Shremad Jesingbapa Sadguru Ramjibap | Not Quantifiable                            | -  |
| 6      | Shree Kadva Patidar Kedavani        | Not Quantifiable                            | -  |
| 7      | Human Research Foundation           | Not Quantifiable                            | -  |
| 8      | Shishu Seva Kalyan Mandal           | Approx 1000                                 | -  |
| 9      | Sahyog Kushtha Yagna Trust          | Approx 500                                  | -  |
| 10     | A J Charitable Trust                | Approx 500                                  | -  |
| 11     | Jay Jalaram Seva Trust              | Approx 500                                  | -  |

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

### Essential Indicators

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

Customer Care No: +91 9824623116 and Mail id: info@mishtann.com is displayed in website. Any complaint or feedback received is responded in 24 hours time and taken into action for resolvance

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

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

3 Number of consumer complaints in respect of the following:

| Details of negative social impact identified | Corrective action taken |
|--|-------------------------|
| Not Any                                      |                         |

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

|                                | FY 2024 (Current Financial Year) |   | Remarks | FY 2023 (Previous Financial Year) |   | Remarks |
|--------------------------------|----------------------------------|---|---------|-----------------------------------|---|---------|
|                                |                                  |   |         |                                   |   |         |
| Data privacy                   | 0                                | 0 | Nil     | 0                                 | 0 | Nil     |
| Advertising                    | 0                                | 0 | Nil     | 0                                 | 0 | Nil     |
| Cyber-security                 | 0                                | 0 | Nil     | 0                                 | 0 | Nil     |
| Delivery of essential services | 0                                | 0 | Nil     | 0                                 | 0 | Nil     |
| Restrictive Trade Practices    | 0                                | 0 | Nil     | 0                                 | 0 | Nil     |
| Unfair Trade Practices         | 0                                | 0 | Nil     | 0                                 | 0 | Nil     |
| Other                          | 0                                | 0 | Nil     | 0                                 | 0 | Nil     |

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

| CSR Project       | Number | Reasons for recall |
|-------------------|--------|--------------------|
| Voluntary recalls | Nil    | -                  |
| Forced recalls    | Nil    | -                  |

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy. Not any

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services. **No such breaches; Not Applicable**

7. Provide the following information relating to data breaches:

- Number of instances of data breaches- Nil
- Percentage of data breaches involving personally identifiable information of customers- Nil
- Impact, if any, of the data breaches- Not Applicable

**Leadership Indicators**

1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).

<https://mishtann.com/categories.php/basmati-rice>

<https://mishtann.com/categories.php/salt>

<https://mishtann.com/categories.php/wheat>

<https://mishtann.com/categories.php/dal>

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services. Cooking Techniques explain to distribution channel

<https://mishtann.com/basmati-rice-food-recipes.php>

3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.

Customer Care No: +91 9824623116 and Mail id: info@mishtann.com is displayed in website. Any feedback received is responded in 24 hours time and taken into action for resolvance

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief.

Yes all details are mentioned in each packaging.

5. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No) NO

## ANNEXURE - H

## Subsidiaries and Joint Ventures Company

## FORM AOC - 1

## Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

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

| Sr. No. | Name of the subsidiary Companies and joint ventures Companies  | Wholly-Owned Subsidiary Grow and Grub Nutrients FZ-LLC |
|---------|--|--|
| 1       | Reporting period for the subsidiary concerned, if different from the holding company's reporting period                      | 2023-24  |
| 2       | Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries. | INR / 83.37  |
| 3       | Share capital  | 22.70  |
| 4       | Reserves & surplus   | 33186.30   |
| 5       | Total assets   | 33209  |
| 6       | Total Liabilities  | 33209  |
| 7       | Investments  | 0  |
| 8       | Turnover   | 96566.72   |
| 9       | Profit before taxation   | 33186.30   |
| 10      | Less: Provision for taxation   | 0  |
| 11      | Profit after taxation  | 33186.30   |
| 12      | Other Comprehensive Income (net of Tax)  | 0  |
| 13      | Total Comprehensive Income   | 33186.30   |
| 14      | Proposed Dividend  | 0  |
| 15      | % of shareholding  | 0  |

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations – Grow & More Nutrifooods PTE. LTD.
- Names of subsidiaries which have been liquidated or sold during the year - N.A.

For and on behalf of the Board

Hiteshkumar Gaurishankar Patel  
 Managing Director  
 (DIN: 05340865)

Place: Ahmedabad  
 Date: 16-05-2024

# FINANCIAL STATEMENT





## INDEPENDENT AUDITORS' REPORT

**TO**  
**THE BOARD OF DIRECTORS OF**  
**MISHTANN FOODS LIMITED**  
**CIN : L15400GJ1981PLC004170**

### Report on the Audit of the Standalone Financial Statements

We have audited the accompanying Standalone Financial Statements of **MISHTANN FOODS LIMITED L15400GJ1981PLC004170** ("the Company"), which comprise the Balance Sheet as at 31st March 2024, the Statement of Profit and Loss, Statement of Cash Flows for the year then ended and notes to the Standalone financial statements, including a summary of significant accounting policies and other explanatory information.

#### Auditor 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 and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, the Profit and its cash flows for the year ended on that date.

#### Basis for Opinion

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

#### 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. We have key audit matter to communicate in our report as under

1. The opening stock valued carry forward excess to the extent of RS. 9,55,04,370/- hence profit decreased to that extent as per AS 2 the inventories should be valued at lower of the cost and net realizable value.
2. The company has made provisions for income tax and other statutory dues payable on net income for FY 2023-24 Rs.7,95,33,595/- which are unpaid.
3. The GST department has issued show cause notice in earlier year. The matter required adjudication. Till date no demand notice has been served on the company. Also, the company has filed a writ petition against the show cause notice but company has deposited Rs. 2crores in earlier year.
4. The company has issued preferential equity share 2,96,00,000 of Rs. 1/- each plus premium of Rs. 37,00,00,000/- at a rate of Rs. 12.50/- per shar on conversion of warrant hence paid-up capital increase from Rs.100crores to Rs.102.96crores. The utilization of said fund have been utilized for working capital.
5. As per resolution of board of director meeting held on dated 07/03/2024 the company has decided to go for right issue of 1:31 basis for Rs. 15 each including premium which was open in next year on dated 02/04/2024.
6. The company has incorporated wholly own subsidiary company name GROW AND GRUB NUTRIENTS FZ-LLC at UAE on dated 19/04/2023 its financial statements enclosed with consolidated report & Grow & More Nutrifoods PTE. LTD. at SINDAPORE on dated 22/12/2023 but as inform by management no business activity till date.

The business done in the subsidiaries is in accordance of rules pertaining to POEM.

**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, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Financial Statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any

form of assurance conclusion thereon.

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

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

**Place: Ahmedabad**  
**Date: 16/05/2024**

**FOR J M Patel & Bros.**  
**CHARTERED ACCOUNTANTS**  
**Reg. No. 107707W**

**CA JASWANT M PATEL**  
**PROPREITOR**  
**Mem. No. 030161**  
**UDIN: 24030161BKELTH4386**

## REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE(I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013

### 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 Companies Act, 2013 ("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 accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibilities

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. 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.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant

audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

**As required by the Companies (Auditors' 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 A statements on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.**

As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting

Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

- (e) On the basis of the written representations received from the directors as on 31/03/2024 taken on record by the Board of Directors, none of the directors is disqualified as 31/03/2024 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 B".

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

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
- iii. There has been no delay in transferring amounts, 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 it's 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; and
- (c) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.

v. The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.

vi. As regard report on audit trail (Rule 11g) we report that has per provision to rule 3(1) of the companies (Account) Rules 2014 is applicable for the company where effect from 01/04/2023. We report as under:-

- Based on our examination, which included test checks, and other generally accepted audit procedures performed by us, we report that the company has used an accounting software Tally for maintaining its books of account which has no feature of recording audit trail (edit log) facility hence the same has not operated throughout the year for all relevant transactions recorded in the software for the period from 01/04/2023 to 31/03/2024. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with as no audit trail software facility.
- Additionally, the audit trail has not been preserved by the Company as in absence of audit trail software facility.

**Place: Ahmedabad**  
**Date: 16/05/2024**

**FOR J M Patel & Bros.**  
**CHARTERED ACCOUNTANTS**  
**Reg. No. 107707W**

**CA JASWANT M PATEL**  
**PROPREITOR**  
**Mem. No. 030161**  
**UDIN: 24030161BKELTH4386**

**Reports under The Companies (Auditor's Report) Order, 2020 (CARO 2020)  
for the year ended on 31st March 2024**

To,

**The Members of MISHTANN FOODS LIMITED**  
**CIN : L15400GJ1981PLC004170**

We report that:-

| <b>Sr. No.</b> | <b>Comment Required on</b>                          | <b>Auditor's Opinion on Following Matter</b>   | <b>Auditor's Remark</b>   |
|----------------|---|--|---|
| i (a) (A)      | Property, Plant and Equipment and Intangible Assets | Whether the company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.?  | The company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.   |
| i (a) (B)      |   | Whether the company is maintaining proper records showing full particulars of intangible assets;   | The were no Intangible Assets.  |
| i(b)           |   | Whether these Plant and Equipment and Intangible Assets have been physically verified by the management at reasonable intervals; whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of accounts?  | Property, Plant and Equipment have been physically verified by the management at reasonable intervals; No material discrepancies were noticed on such verification.   |
| i(c)           |   | Whether the title deeds of all the immovable properties (other than 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, if not, provide the details thereof  | According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company. |
| i(d)           |   | Whether the company has revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year and, if so, whether the revaluation is based on the valuation by a Registered Valuer; specify the amount of change, if change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment or intangible assets; | According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year.   |
| i(e)           |   | Whether any proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder, if so, whether the company has appropriately disclosed the details in its financial statements;   | According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.   |

|             |  |   |   |
|-------------|--|---|---|
| ii (a)      | Inventory and other current assets       | Whether physical verification of inventory has been conducted at reasonable intervals by the management and whether, in the opinion of the auditor, the coverage and procedure of such verification by the management is appropriate; whether any discrepancies of 10% or more in the aggregate for each class of inventory were noticed and if so, whether they have been properly dealt with in the books of account?         | Physical verification of inventory has been conducted at reasonable intervals by the management.  |
| ii (b)      |  | Whether during any point of time of the year, the company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets; whether the quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company, if not, give details; | According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. Quarterly statement is in agreement with books of account. |
| (iii)       | Investment, Loans or Advances by Company | Whether during the year the company has 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, if so,   | As informed, the company, company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.   |
| iii (a)     |  | whether during the year the company has provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to any other entity [not applicable to companies whose principal business is to give loans], if so, indicate-  | The Company has not granted any loans, secured or unsecured, to firms, limited liability partnerships or any other parties during the year.   |
| iii (a) (A) |  | The aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances and guarantees or security to subsidiaries, joint ventures and associates  | Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has not granted any loans to subsidiaries, joint ventures and associates.   |
| iii (a) (B) |  | The aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances and guarantees or security to parties other than subsidiaries, joint ventures and associates   | Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has not granted loans to a party other than subsidiaries, joint ventures and associates.  |
| iii (b)     |  | Whether the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest  | In our opinion and according to the information and explanations given to us. The rate of interest and other terms and conditions for such loans are not prima facie prejudicial to the interest to the company.  |
| iii (c)     |  | In respect of loans and advances in the nature of loans, whether the schedule of repayment of principal and payment of interest has been stipulated and whether the repayments or receipts are regular?   | In respect of loans granted, repayment of the principal amount is as stipulated and payment of interest have been regular.  |

|         |   |  |   |
|---------|---|--|---|
| iii (d) |   | If the amount is overdue, state the total amount overdue for more than ninety days, and whether reasonable steps have been taken by the company for recovery of the principal and interest?  | There is no overdue amount of loans granted to companies, firms or other parties listed in the register maintained under section 189 of the companies Act, 2013.  |
| iii (e) |   | Whether any loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties, if so, specify the aggregate amount of such dues renewed or extended or settled by fresh loans and the percentage of the aggregate to the total loans or advances in the nature of loans granted during the year [not applicable to companies whose principal business is to give loans];   | According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan given falling due during the year, which has been renewed or extended or fresh loans given to settle the over dues of existing loans given to the same party. |
| iii (f) |   | Whether the company has granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment, if so, specify the aggregate amount, percentage thereof to the total loans granted, aggregate amount of loans granted to Promoters, related parties as defined in clause (76) of section 2 of the Companies Act, 2013;   | According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not given any loans either repayable on demand or without specifying any terms or period of repayment.   |
| iv      | Loan to Directors and Investment by the Company | In respect of loans, investments, guarantees, and security whether provisions of section 185 and 186 of the Companies Act, 2013 have been complied with. If not, provide the details thereof.  | While doing transaction for loans, investments, guarantees, and security provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.  |
| v       | Deposits Accepted by the Company                | In respect of deposits accepted by the company or amounts which are deemed to be deposits, whether the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules made thereunder, where applicable, have been complied with, if not, the nature of such contraventions be stated; if an order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal, whether the same has been complied with or not | The company has not accepted any Deposits.  |
| vi      | Maintenance of Cost records                     | Whether maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 and whether such accounts and records have been so made and maintained?   | The Company is not required to maintain cost records pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013.  |



|         |  |   |  |
|---------|--|---|--|
| vii (a) | Statutory Dues                         | Whether the company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable, shall be indicated? | According to the information and explanations given to us, undisputed dues in respect of provident fund, investor education and protection fund, employees state insurance, income tax, sales tax, wealth tax, service tax, customs duty, excise duty, cess and other statutory dues which were outstanding at the year end for a period of more than six months from the date they became payable are as follows: as per annexure |
| vii (b) |  | Where statutory dues referred to in sub-clause (a) have not been deposited on account of any dispute, then the amounts involved and the forum where dispute is pending shall be mentioned   | Detail of Disputed amount payable to statutory authorities are as given below. as per annexure   |
| viii    | Disclosure of Undisclosed Transactions | Whether any transactions not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, if so, whether the previously unrecorded income has been properly recorded in the books of account during the year  | According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.  |
| ix (a)  | Loans or Other Borrowings              | Whether the company has defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender, if yes, the period and the amount of default to be reported in the format given  | The company has not defaulted in repayment of dues to financial institution, or a bank.  |
| ix (b)  |  | Whether the company is a declared wilful defaulter by any bank or financial institution or other lender;  | According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.  |
| ix (c)  |  | Whether term loans were applied for the purpose for which the loans were obtained; if not, the amount of loan so diverted and the purpose for which it is used may be reported;   | According to the information and explanations given to us by the management, the Company has not obtained any term loans. Accordingly, clause 3(ix)(c) of the Order is not applicable  |
| ix (d)  |  | Whether funds raised on short term basis have been utilised for long term purposes, if yes, the nature and amount to be indicated;  | According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds have been raised on short-term basis by the Company. Accordingly, clause 3(ix)(d) of the Order is not applicable.   |

|         |  |   |  |
|---------|--|---|--|
| ix (e)  |  | Whether the company has taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures, if so, details thereof with nature of such transactions and the amount in each case;  | According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable. |
| ix (f)  |  | Whether the company has raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies, if so, give details thereof and also report if the company has defaulted in repayment of such loans raised;   | According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.  |
| x (a)   | Money raised by IPO, FPOs  | Whether moneys raised by way of initial public offer or further public offer (including debt instruments) and term loans were applied for the purposes for which those are raised. If not, the details together with delays or default and subsequent rectification? if any, as may be applicable, be reported.   | The company has raised money by way of initial preferential offer.   |
| x (b)   |  | Whether the company has made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year and if so, whether the requirements of section 42 and section 62 of the Companies Act, 2013 have been complied with and the funds raised have been used for the purposes for which the funds were raised, if not, provide details in respect of amount involved and nature of non-compliance; | According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has made preferential allotment or private placement of shares 2,96,00,000 plus premium Rs. 37,00,00,000 which are utilised for working capital.  |
| xi (a)  | Reporting of Fraud During the Year                                     | Whether any fraud by the company or any fraud on the company has been noticed or reported during the year, if yes, the nature and the amount involved is to be indicated  | Based on our audit procedures and the information and explanation made available to us no such fraud noticed or reported during the year.  |
| xi (b)  |  | Whether any report under sub-section (12) of Section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;   | According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.  |
| xi (c)  |  | Whether the auditor has considered whistle-blower complaints, if any, received during the year by the company;  | As inform to us there were no such complaint.  |
| xii (a) | Compliance by Nidhi Company Regarding Net Owned Fund to Deposits Ratio | Whether the Nidhi Company has complied with the Net Owned Funds to Deposits in the ratio of 1:20 to meet out the liability?   | As per information and records available with us The company is not Nidhi Company.   |

|         |  |  |  |
|---------|--|--|--|
| xii (b) |  | Whether the Nidhi Company is maintaining ten per cent. unencumbered term deposits as specified in the Nidhi Rules, 2014 to meet out the liability;   | According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable   |
| xii (c) |  | Whether there has been any default in payment of interest on deposits or repayment thereof for any period and if so, the details thereof;  | According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any default in payment of interest on deposits or repayment thereof for any period.                    |
| xiii    | Related party transactions   | Whether all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act where applicable and the details have been disclosed in the financial statements, etc., as required by the applicable accounting standards?                                     | Yes , All transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards. |
| xiv (a) | Internal audit system  | Whether the company has an internal audit system commensurate with the size and nature of its business;  | Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.   |
| xiv (b) |  | Whether the reports of the Internal Auditors for the period under audit were considered by the statutory auditor;  | We have considered the internal audit reports of the Company issued till date for the period under audit.  |
| xv      | Non cash transactions  | Whether the company has entered into any non-cash transactions with directors or persons connected with him and if so, whether the provisions of section 192 of Companies Act have been complied with?   | The company has not entered into any non-cash transactions with directors or persons connected with him.   |
| xvi(a)  | Requirement of Registration under 45-IA of Reserve Bank of India Act, 1934 | Whether the company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and if so, whether the registration has been obtained?   | The company is not required to be registered under section 45-IA of the Reserve Bank of India Act.   |
| xvi(b)  |  | Whether the company has conducted any Non-Banking Financial of Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act 1934;  | The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.   |
| xvi(c)  |  | Whether the company is a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, if so, whether it continues to fulfil the criteria of a CIC, and in case the company is an exempted or unregistered CIC, whether it continues to fulfil such criteria; | The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.  |
| xvi(d)  |  | Whether the Group has more than one CIC as part of the Group, if yes, indicate the number of CICs which are part of the Group;   | According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.  |

|        |  |  |  |
|--------|--|--|--|
| xvi(d) |  | Whether the Group has more than one CIC as part of the Group, if yes, indicate the number of CICs which are part of the Group;   | According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.  |
| xvii   | Cash Losses  | Whether the company has incurred cash losses in the financial year and in the immediately preceding financial year, if so, state the amount of cash losses;  | The Company has not incurred cash losses in the current and in the immediately preceding financial year.   |
| xviii  | Consideration of outgoing auditors   | Whether there has been any resignation of the statutory auditors during the year, if so, whether the auditor has taken into consideration the issues, objections or concerns raised by the outgoing auditors;  | There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable. However, w.e.f. FY 2024-25 auditor will be retired.  |
| (xix)  | Material uncertainty in relation to realisation of financial assets and payment of financial liabilities | On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, whether the auditor is of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date; | According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due. |
| xx (a) | Compliance of CSR  | Whether, in respect of other than ongoing projects, the company has transferred unspent amount to a Fund specified in Schedule VII to the Companies Act within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act;   | In our opinion and according to the information and explanations given to us, there is unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013. The unspent amount not transfer to a specified fund within six months.  |
| xx (b) |  | Whether any amount remaining unspent under sub-section (5) of section 135 of the Companies Act, pursuant to any ongoing project, has been transferred to special account in compliance with the provision of sub-section (6) of section 135 of the said Act;   | In our opinion and according to the information and explanations given to us, there is unspent amount Rs.1,27,29,330/- under sub-section (5) of Section 135 of the Companies Act, 2013.  |

|       |  |  |                                    |
|-------|--|--|------------------------------------|
| (xxi) | Qualifications or adverse remarks in the consolidated financial statements | Whether there have been any qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements, if yes, indicate the details of the companies and the paragraph numbers of the CARO report containing the qualifications or adverse remarks. | As per key matter of audit report. |
|-------|--|--|------------------------------------|

**Annexure to Point No : (7)(a)**

| Related To                     | Authority where Pending | Financial Year | Disputed Amount |
|--------------------------------|-------------------------|----------------|-----------------|
| INCOME TAX SELF ASSESTMENT TAX | INCOME TAX              | 2023           | 7,953,595.00    |

**Annexure to Point No : (7)(b)**

| Related To                     | Authority where Pending | Financial Year | Disputed Amount  |
|--------------------------------|-------------------------|----------------|------------------|
| INCOME TAX SELF ASSESTMENT TAX | CIT APPEAL              | 2017           | 1,119,614,500.00 |
| INCOME TAX SELF ASSESTMENT TAX | CIT APPEAL              | 2017           | 548,540.00       |
| INCOME TAX SELF ASSESTMENT TAX | CIT APPEAL              | 2016           | 2,155,682.00     |
| INCOME TAX SELF ASSESTMENT TAX | CIT APPEAL              | 2018           | 52,120,130.00    |

**Place: Ahmedabad**  
**Date: 16/05/2024**

**FOR J M Patel & Bros.**  
**CHARTERED ACCOUNTANTS**  
**Reg. No. 107707W**

**CA JASWANT M PATEL**  
**PROPREITOR**  
**Mem. No. 030161**  
**UDIN: 24030161BKELTH4386**

**“Annexure B” to the Independent Auditor's Report  
of even date on the Standalone Financial Statements of .**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013.**

We have audited the internal financial controls over financial reporting of as of March 31, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls 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 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.

**Auditors' 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 on Auditing, issued by ICAI and deemed to be 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 and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit

to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence amount the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and operating effectiveness of internal control based on the assessed risk. The procedures selected depend upon on the auditor's judgment, 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 management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial 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.

**Place: Ahmedabad**

**Date: 16/05/2024**

### **Opinion**

In our opinion, 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, 2024, 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 issues by the Institute of Chartered Accountants of India

**FOR J M Patel & Bros.**

**CHARTERED ACCOUNTANTS**

**Reg. No. 107707W**

**CA JASWANT M PATEL**

**PROPREITOR**

**Mem. No. 030161**

**UDIN: 24030161BKELTH4386**

**MISHTANN FOODS LIMITED****B-905, Empire Business Hub, Opp. Shakti Farm, Science City Road, Sola, Ahmedabad-380060****CIN : L15400GJ1981PLC004170****Standalone Balance Sheet As at 31st March 2024**

| Particulars                         | NOTES | As at 31st Mar. 2024  | As at 31st Mar. 2023  |
|-------------------------------------|-------|-----------------------|-----------------------|
| <b>Assets</b>                       |       |                       |                       |
| <b>Non Current Assets</b>           |       |                       |                       |
| Property Plant and Equipment        | 2     | 3,60,70,928           | 4,28,66,036           |
| Capital Work In Progress            |       |                       |                       |
| Other Intangible Assets             |       |                       |                       |
| Financial Assets                    |       |                       |                       |
| Investment                          | 3     | 22,83,095             | 22,392                |
| Loan                                | 4     | 5,33,89,439           | 3,62,32,154           |
| Deferred Tax Assets (net)           |       | 14,47,921             | 14,47,921             |
| Other non current Assets            |       | -                     | -                     |
| <b>Total Non Current Assets</b>     |       | <b>9,31,91,383</b>    | <b>8,05,68,503</b>    |
| <b>Current Assets</b>               |       |                       |                       |
| Inventories                         | 5     | 24,61,13,446          | 28,14,47,556          |
| Financial Assets                    |       |                       |                       |
| Trade Receivable                    | 6     | 2,59,55,06,599        | 2,20,52,38,622        |
| Cash and Cash Equivalents           | 7     | 2,80,470              | 4,54,001              |
| Loans                               | 8     | 20,29,09,956          | 1,26,59,119           |
| Other Current Assets                |       | -                     | -                     |
| <b>Total Current Assets</b>         |       | <b>3,04,48,10,471</b> | <b>2,49,97,99,298</b> |
| <b>Total Assets</b>                 |       | <b>3,13,80,01,854</b> | <b>2,58,03,67,801</b> |
| <b>Equity</b>                       |       |                       |                       |
| Equity Share Capital                | 9     | 1,02,96,00,000        | 1,00,00,00,000        |
| Other Equity                        | 10    | 1,15,71,53,782        | 50,21,13,293          |
| <b>Non Current Liabilities</b>      |       |                       |                       |
| Financial Liabilities               |       |                       |                       |
| Borrowings                          | 11    | 19,48,47,255          | 20,28,85,776          |
| Deferred Tax Liabilities            |       | -                     | -                     |
| Other non-current liabilities       |       | -                     | -                     |
| <b>Current Liabilities</b>          |       |                       |                       |
| Financial Liabilities               |       |                       |                       |
| Borrowings                          | 12    | 27,12,92,734          | 39,98,54,373          |
| Trade Payables                      | 13    | 2,52,05,704           | 3,48,46,029           |
| Other current financial liabilities | 14    | 44,57,53,185          | 42,87,59,222          |
| Other current liabilities           | 15    | 1,41,49,194           | 1,19,09,108           |
| Current Tax Liabilities (Net)       |       | -                     | -                     |
| Contingent Liability                | 27    |                       | -                     |
| <b>Total Equity and Liabilities</b> |       | <b>3,13,80,01,854</b> | <b>2,58,03,67,801</b> |

Significant Accounting Policies

1

The Notes Referred To Above Form Part of the Financial Statements  
In terms of our separate report of even date attached



For J.M. Patel & Bros.  
Chartered Accountants  
F.R.No : 107707W

(J. M. Patel)  
M.COM., F.C.A.  
M. No. 030161

Place :Ahmedabad  
Date: 16/05/2024  
UDIN: 24030161BKELTH4386

for and on behalf of the Board of Directors  
of Mishtann Foods Limited

Hiteshkumar G. Patel  
DIN: 05340865  
Managing Director

Navinchandra D. Patel  
DIN: 05340874  
Director & CFO

Shivangi Shah  
M. No. A53342  
Company Secretary

Place :Ahmedabad  
Date: 16/05/2024

**MISHTANN FOODS LIMITED**

B-905, Empire Business Hub, Opp. Shakti Farm, Science City Road, Sola, Ahmedabad-380060

CIN : L15400GJ1981PLC004170

Standalone Statement of Profit &amp; Loss for the year ended on 31st March,2024

| Particulars   | NOTES | For the Year ended on 31st March 2024 | For the Year ended on 31st March 2023 |
|---|-------|---------------------------------------|---------------------------------------|
| <b>Income</b>   |       |                                       |                                       |
| Revenue from operations   | 16    | 3,22,41,82,602                        | 6,50,38,52,306                        |
| Other Income  | 17    | 5,66,725                              | 4,64,473                              |
| <b>Total Revenue</b>  |       | <b>3,22,47,49,327</b>                 | <b>6,50,43,16,779</b>                 |
| <b>Expenditure</b>  |       |                                       |                                       |
| Cost of Materials Consumed  | 18    | 2,91,37,91,423                        | 5,63,91,29,668                        |
| Changes in inventories of finished goods, work-in-progress and Stock-in-Trade | 19    | -                                     | -                                     |
| Employee benefit expense  | 20    | 19,07,484                             | 33,85,651                             |
| Selling, Administration & other expenses                                      | 21    | 97,89,470                             | 1,11,37,287                           |
| Financial costs   | 22    | 4,45,58,720                           | 4,99,17,186                           |
| Depreciation & Amortisation Charges   | 23    | 68,11,818                             | 79,82,793                             |
| Other Expenses  | 24    | 2,66,95,064                           | 2,46,25,833                           |
| <b>Total Expenses</b>   |       | <b>3,00,35,53,979</b>                 | <b>5,73,61,78,418</b>                 |
| <b>Profit before exceptional and extraordinary items and tax</b>              |       | <b>22,11,95,348</b>                   | <b>76,81,38,361</b>                   |
| Exceptional Items   |       |                                       |                                       |
| <b>Profit before extraordinary items and tax</b>                              |       | <b>22,11,95,348</b>                   | <b>76,81,38,631</b>                   |
| Extraordinary Items   |       |                                       |                                       |
| <b>Profit before tax</b>  |       | <b>22,11,95,348</b>                   | <b>76,81,38,631</b>                   |
| <b>Tax expense:</b>   |       |                                       |                                       |
| Current tax   |       | 7,95,33,595                           | 26,89,12,613                          |
| Deferred tax  |       |                                       |                                       |
| <b>Profit/(Loss) for the year</b>   |       | <b>14,16,61,753</b>                   | <b>49,92,25,748</b>                   |
| Earning per equity share:   |       |                                       |                                       |
| (1) Basic   | 25    | 0.14                                  | 0.50                                  |
| (2) Diluted   |       |                                       |                                       |

The Notes Referred To Above Form Part of the Financial Statements  
In terms of our separate report of even date attached

1

For J.M. Patel & Bros.  
Chartered Accountants  
F.R.No : 107707W

for and on behalf of the Board of Directors  
of Mishtann Foods Limited

(J. M. Patel)  
M.COM., F.C.A.  
M. No. 030161

Hiteshkumar G. Patel  
DIN: 05340865  
Managing Director

Navinchandra D. Patel  
DIN: 05340874  
Director & CFO

Place :Ahmedabad  
Date: 16/05/2024  
UDIN: 24030161BKELTH4386

Shivangi Shah  
M. No. A53342  
Company Secretary

Place :Ahmedabad  
Date: 16/05/2024

**MISHTANN FOODS LIMITED**

B-905, Empire Business Hub, Opp. Shakti Farm, Science City Road, Sola, Ahmedabad-380060

CIN : L15400GJ1981PLC004170

Standalone Cash Flow Statement as on 31.03.2024

| Particulars  | As at 31st Mar. 2024  | As at 31st Mar. 2023  |
|--|-----------------------|-----------------------|
| <b>Profit for the financial year ( Profit Before Tax)</b>              | <b>22,11,95,348</b>   | <b>76,81,38,361</b>   |
| Adjustments for:   |                       |                       |
| Tax on profit  |                       |                       |
| Depreciation and amortisation  | 68,11,818             | 79,82,793             |
| (Profit)/loss on disposal of property, plant, equipment and investment |                       |                       |
| Increase/Decrease in provisions  | 1,69,93,963           | 26,89,14,445          |
| Prior Period Adjustments   | (54,71,264)           | (72,59,570)           |
| <b>Operating cash flows before movements in working capital</b>        | <b>23,95,29,865</b>   | <b>1,03,77,76,029</b> |
| (Increase)/Decrease in Inventories                                     | 3,53,34,110           | 12,15,43,452          |
| (Increase)/Decrease in short term loan and advances                    | (19,02,50,837)        | (68,00,570)           |
| Increase/(Decrease) in Other Current Liabilities                       | 22,40,086             | 51,62,182             |
| (Increase)/Decrease in Long Term Advances                              | (1,71,57,285)         | 11,63,59,521          |
| (Increase)/Decrease in other non current assets                        | -                     | -                     |
| Decrease/(Increase) in receivables                                     | (39,02,67,977)        | (1,21,31,93,279)      |
| Increase in assets (misc. assets)                                      |                       |                       |
| Increase/(Decrease) in Short Term Borrowing                            | (12,85,61,639)        | 17,05,84,842          |
| Increase/(Decrease) in trade payables                                  | (96,40,325)           | 1,17,55,247           |
| Cash generated by operation  | (69,83,03,867)        | (79,45,88,605)        |
| Taxes paid   | (7,95,33,595)         | (26,89,12,613)        |
| <b>Net cash inflow from operating activities</b>                       | <b>(53,83,07,597)</b> | <b>(2,57,25,189)</b>  |
|  |                       |                       |
| <b>Investing activities</b>  |                       |                       |
| Proceeds of disposal of fixed assests                                  | -                     | -                     |
| Proceeds of disposal of Investments                                    | -                     | -                     |
| (Purchase)/Sale of fixed assests                                       | (16,710)              | (5,70,500)            |
| (Purchase)/Sale of investments   | (22,60,703)           | -                     |
| <b>Net cash used in investing activities</b>                           | <b>(22,77,413)</b>    | <b>(5,70,500)</b>     |
|  |                       |                       |
| <b>Financing activities</b>  |                       |                       |
| Proceeds from issue of share capital (Including Premium)               | 54,94,50,000          | -                     |
| Proceeds from long term borrowings                                     | (80,38,521)           | 2,58,37,563           |
| Dividend (Interim & Final)   | (10,00,000)           | (15,00,000)           |
| <b>Net cash used in investing activities</b>                           | <b>54,04,11,479</b>   | <b>2,43,37,563</b>    |
|  |                       |                       |
| <b>Net (decrease)/increase in cash and cash equivalents</b>            | <b>(1,73,531)</b>     | <b>(19,58,126)</b>    |
| Cash and cash equivalents at beginning of year                         | 4,54,001              | 24,12,127             |
| <b>Cash and cash equivalents at end of year</b>                        | <b>2,80,470</b>       | <b>4,54,001</b>       |
| Cash-in hand   | 2,80,470              | 4,54,001              |

For J.M. Patel & Bros.  
Chartered Accountants  
F.R.No : 107707W

(J. M. Patel)  
M.COM., F.C.A.  
M. No. 030161

Place :Ahmedabad  
Date: 16/05/2024  
UDIN: 24030161BKELTH4386

for and on behalf of the Board of Directors  
of Mishtann Foods Limited

Hiteshkumar G. Patel  
DIN: 05340865  
Managing Director

Navinchandra D. Patel  
DIN: 05340874  
Director & CFO

Shivangi Shah  
M. No. A53342  
Company Secretary

Place :Ahmedabad  
Date: 16/05/2024

**MISHTANN FOODS LIMITED****B-905, Empire Business Hub, Opp. Shakti Farm, Science City Road, Sola, Ahmedabad-380060****CIN : L15400GJ1981PLC004170****Analysis of ratios (Standalone)**

| Particulars                             | 2023-24        | 2022-23        | Reson                           |
|---|----------------|----------------|---------------------------------|
| <b>Current Ratio</b>                    | 4.03           | 2.86           | Due to Increase working capital |
| Current Assets                          | 3,04,48,10,471 | 2,49,97,99,298 |                                 |
| Current Liabilities                     | 75,64,00,817   | 87,53,68,732   |                                 |
| <b>Debt Equity ratio</b>                | 0.09           | 0.14           |                                 |
| Total Long Term Debts                   | 19,48,47,255   | 20,28,85,776   |                                 |
| Shareholders Fund                       | 2,18,67,53,782 | 1,50,21,13,293 |                                 |
| <b>Debt Service Coverage Ratio</b>      | 5.96           | 16.39          | Due to Decrease of Turnover     |
| Net profit Before Interest & Taxes      | 26,57,54,068   | 81,80,55,547   |                                 |
| Fixed Interest Charges                  | 4,45,58,720    | 4,99,17,186    |                                 |
| <b>Return on Equity Ratio</b>           | 13.76%         | 49.92%         | Due to Decrease of Turnover     |
| Net Profit after Taxes                  | 14,16,61,753   | 49,92,25,748   |                                 |
| Capital Employed                        | 1,02,96,00,000 | 1,00,00,00,000 |                                 |
| <b>Inventory turnover ratio</b>         | 0.08           | 0.04           | Due to Decrease of Turnover     |
| Inventory                               | 24,61,13,446   | 28,14,47,556   |                                 |
| Net Sales                               | 3,22,41,82,602 | 6,50,38,52,306 |                                 |
| <b>Trade Receivables turnover ratio</b> | 1.34           | 4.07           | Due to Decrease of Turnover     |
| Total Sales                             | 3,22,41,82,602 | 6,50,38,52,306 |                                 |
| Account Receivables                     | 2,40,03,72,611 | 1,59,86,41,983 |                                 |
| <b>Trade payables turnover ratio</b>    | 95.82          | 190.42         | Due to Decrease of Turnover     |
| Net Credit Purchases                    | 2,87,72,24,081 | 5,51,61,50,009 |                                 |
| Average Accounts Payable                | 3,00,25,867    | 2,89,68,406    |                                 |
| <b>Net capital turnover ratio</b>       | 2.83           | 5.64           | Due to Decrease of Turnover     |
| Cost of Sales                           | 2,91,37,91,423 | 5,63,91,29,668 |                                 |
| Capital Employed                        | 1,02,96,00,000 | 1,00,00,00,000 |                                 |
| <b>Net profit ratio</b>                 | 4.39           | 7.68           | Due to Decrease of Turnover     |
| Net Profit                              | 14,16,61,753   | 49,92,25,748   |                                 |
| Net Sale                                | 3,22,41,82,602 | 6,50,38,52,306 |                                 |
| <b>Return on Capital employed</b>       | 6.48%          | 33.23%         | Due to Decrease of Turnover     |
| Net Profit after Taxes                  | 14,16,61,753   | 49,92,25,748   |                                 |
| Gross Capital Employed                  | 2,18,67,53,782 | 1,50,21,13,293 |                                 |
| <b>Return on investment</b>             | 6.48%          | 33.23%         | Due to Decrease of Turnover     |
| Net Profit After Interest And Taxes     | 14,16,61,753   | 49,92,25,748   |                                 |
| Shareholders Funds or Investments       | 2,18,67,53,782 | 1,50,21,13,293 |                                 |

For J.M. Patel & Bros.  
Chartered Accountants  
F.R.No : 107707W

(J. M. Patel)  
M.COM., F.C.A.  
M. No. 030161

Place :Ahmedabad  
Date: 16/05/2024  
UDIN: 24030161BKELTH4386

for and on behalf of the Board of Directors  
of Mishtann Foods Limited

Hiteshkumar G. Patel  
DIN: 05340865  
Managing Director

Navinchandra D. Patel  
DIN: 05340874  
Director & CFO

Shivangi Shah  
M. No. A53342  
Company Secretary

Place :Ahmedabad  
Date: 16/05/2024

**MISHTANN FOODS LIMITED**  
(STANDALONE)

**NOTE 1: SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS.**

1) Corporate Information:

**MISHTANN FOODS LIMITED (CIN: L15400GJ1981PLC004170)** ('the Company') is dealing in Agriculture Produce Business i.e. manufacturing and processing of Raw Rice, Basmati Rice, Rice, Wheat, Salt, etc.

**Registered Office** of the Company is Situated at : B-905, Empire Business Hub, Opp. Shakti Farm, Science City Road, Sola, Ahmedabad, Daskroi, Gujarat, India, 380060

**Plant** of the Company is situated at : Survey No. 10, At: Kabodari, Himatnagar – Dhansura Highway, Ta : Talod, Dist.: Sabarkantha -383305, Gujarat.

**LIST OF SUBSIDIARY:-**

1. GROW AND GRUB NUTRIENTS FZ-LLC, UAE
2. GROW & MORE NUTRIFOODS PTE. LTD. in Singapore.

**2. SIGNIFICANT ACCOUNTING POLICIES**

**A. BASIS OF ACCOUNTING:**

a. The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on accrual basis, the provisions of the companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by the securities and Exchange Board of India (SEBI), The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the companies Indian Accounting Standards) Rule 2015 and relevant amendment rules issued thereafter.

b. Effective April 1, 2017, the Company has adopted all the Ind AS standards and the adoption was carried out in accordance with Ind AS 101 First time adoption of Indian Accounting Standards, with April 1, 2016 as the transition date. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP.

**B. USE OF ESTIMATES:**

The preparation of the Financial Statements in conformity with Generally Accepted Accounting Principles requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported amounts of income and expenditure during the period. The Management believes that the estimates used in preparation of the Financial Statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the period in which the results are known/ materialized.

**C. DIVIDEND:**

Final dividends on shares are recorded as liability on the date of approval by the shareholders and interim dividends are recorded as liability on the date of declaration by the company board of directors.

The company declared and pay dividends in Indian rupees is subject to TDS.

The Board of Directors recommended a final dividend 0.1% of equity share for the financial year ended March 31, 2024. The payment is subject to the approval of the shareholders in the ensuring Annual General Meeting of the Company and if approved would result in a cash outflow of approximately Rs. 10,62,813/-. Subject to TDS.

**D. PROPERTY, PLANT AND EQUIPMENTS:**

Property, Plant and Equipments has been recorded at actual cost inclusive of duties, taxes and other residual expenses related to acquisition, improvement and installation. The company depreciates property, plant and equipments over their estimated useful lives using the WDV method.

**The estimated useful lives of assets are as under:**

| Nature of Assets      | Useful Life |
|-----------------------|-------------|
| Building              | 60 Years    |
| Electric Installation | 10 Years    |
| Plant and Machineries | 15 Years    |



|                        |          |
|------------------------|----------|
| Computers              | 3 Years  |
| Furniture And Fittings | 10 Years |
| Office Equipments      | 5 Years  |
| Vehicles               | 8 Years  |

For transaction to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipments recognized as of April 1, 2016 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

#### Intangible Assets:

Intangible Assets are stated at cost of acquisition or less accumulated amortization. If any.

#### E. IMPAIRMENT OF ASSETS:

Assets are reviewed for impairment losses whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the carrying amount of the assets exceeds its recoverable amount, which is the higher of an asset's net selling price and value in use.

#### F. INVESTMENTS:

Long-term investments are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments includes acquisition charges such as brokerage, fees and duties.

Investments carried at cost. (In Rs. Lakh)

| Particulars   | As at          |                |
|---|----------------|----------------|
|   | March 31, 2024 | March 31, 2023 |
| Non-Current Investments Equity Instruments of Other Companies | 22.83          | 0.22           |

#### G. BORROWING COST AND FINANCE CHARGES:

Borrowing costs directly attributable to the acquisition or construction of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the asset until such time that the assets are substantially ready for their intended use. Capitalization of borrowing costs is suspended and charged to profit and loss during the extended periods when the active

development on the qualifying assets is interrupted. Qualifying fixed asset is an asset that necessarily takes a substantial period of time to get ready for their intended use or sale. All other borrowing costs are charged to statement of Profit and Loss over the tenure of the borrowing.

#### H. INVENTORIES:

Current Year The opening stock valued carry forward excess to the extent of RS.9,55,04,370/- hence profit decreased to that extend as per AS 2 the inventories should be valued at lower of the cost and net realizable value. Hence inventory valuation policy followed by the company is not consistent with going concern basis.

#### I. REVENUE RECOGNITION:

Revenue is recognized to the extent it is probable that the economic benefits will flow to the company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duty. The Company assesses its revenue arrangements against specific criteria to determine if it is acting as principle or agent. The company has concluded that it is acting as a principal is all of its revenue arrangements.

#### J. TAXATION:

Taxes on Income are accounted in the same period to which the revenue and expenses relate. Provision for current income tax is made on the basis of estimated taxable income, in accordance with the provisions of the Income Tax Act, 1961 and rules framed the under Deferred tax is the tax effect of timing difference The timing differences are differences between the taxable income and accounting Income for a period that originate in one period and are capable of reversal in one or more subsequent periods.

MAT credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period

| Particulars        | Year ended March 31, |         |
|--------------------|----------------------|---------|
|                    | 2024                 | 2023    |
| Current Tax        | 795.33               | 2689.12 |
| Deferred Tax       |                      | 0       |
| Income Tax expense | 795.33               | 2689.12 |

#### K. PROVISIONS, CONTINGENT LIABILITIES AND ASSETS:

Provisions are recognised when the Company has a present obligation as a result of past events and it is more likely that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated. Provisions are not discounted to present value and are determined based on best estimate of the expenditure required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

Contingent Liabilities are disclosed by way of notes to the financial statements. Contingent assets are neither recognised nor disclosed in the financial statements. As stated by Management, there were following Contingent Liabilities.

i. As reported in last year report the GST department has seized goods worth Rs. 2.41crores available in the premises of Mishtann Foods Ltd. for which the company has paid Rs. 24.38lakhs under protest for releasing the said seized goods. The CGST has issued showcase notice for the same in lieu of the seized goods. No other show cause notice issued by the department.

ii. As reported in last year report there were no any provision in books of accounts for identified but disputed income tax demand Rs.117.44crores as per income tax website, which are pending with first stage appeal.

#### L. EARNING PER SHARE (EPS)

Basic earnings per share are computed by dividing the profit/(loss) after tax by the total number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit/(loss) after tax by the total number of equity shares considered for deriving basic earnings per share.

#### 3. RELATED PARTY DISCLOSURES:

The Company has not any transaction of a material nature with the promoters, Directors of management, their subsidiaries or relatives that may have potential conflict with the interest of the company at large. The register of contacts containing the transactions in which Directors are interested in place before the board regularly for it approval.

The Company Confirms that all transaction including purchase and sales done with related party is at Arm's Length Price and in normal course of business with all entities. The Company confirms that none of the transactions, if any, with the related parties was in material conflict with the interest of the Company.

Except Director's Remuneration and other amount paid as under.

| Sr. No. | Name                  | Nature of Payment     | Amount     |
|---------|-----------------------|-----------------------|------------|
| 1       | Navinchandra D. Patel | Director Remuneration | 6,00,000/- |

#### 4. SEGMENT REPORTING:

The Company is primarily dealing in Agriculture Business i.e. manufacturing and processing of Rice, wheat etc(salt which are in less quantity), which in the context of Accounting Standard 17 on "Segment Reporting" constitutes a single reporting segment. Further, there are no geographical segments

#### 5. EMPLOYEE BENEFIT EXPENCES:

Provident Funds and Employees State Insurance Fund (Defined Contribution Schemes) are administered by Central Government of India and contribution to the said funds are charges to Profit and Loss Account or accrual basis.

Leave encashment (Defined Benefit Scheme) is provided annually based on management estimates in accordance with the policies of the company

The Provision of Gratuity is Rs. Nil.

6. Any material gains/ losses which arise from the events or transaction which are Events Occurring after the Balance Sheet Date of the company are separately disclosed.

**7. Auditor's remuneration:**

During the year under consideration provision has made for Auditor's remuneration.

(in Rupees)

**31 March 2024 31 March 2024**

|                             |          |          |
|-----------------------------|----------|----------|
| <b>Statutory Audit Fees</b> | 1,50,000 | 1,70,000 |
|-----------------------------|----------|----------|

**8. Director's remuneration:**

During the year under consideration provision has made for Director's remuneration.

For which no resolution is passed in the AGM for same or has not obtained any information.

(in Rupees)

**31 March 2024 31 March 2024**

|              |          |          |
|--------------|----------|----------|
| Remuneration | 6,00,000 | 6,50,000 |
|--------------|----------|----------|

9. As certified by company that it has received written representation from all the directors. That companies is which they are directors had not defaulted in terms of section 164(2) of the Companies Act, 2013, and that representations of directors takes in Board that Director is disqualified from being appointed as director of the company.

10. The Company has not received any memorandum (as required to be filled by the suppliers with the notified authority under Micro, Small and Medium Enterprise Development Act, 2006) claiming their status during the year as micro, small or medium enterprises. Consequently there are no amounts paid/ payable to such parties during the year.

11. Expenditure in foreign currency is Rs. NIL/- in respect of Foreign Travelling.

12. Export Sales in foreign currency is \$187,650 USD (INR 1,55,00,890/-). However, Other Income in foreign currency is Rs. Nil.

13. There is No Any Amalgamation or Acquisition with Other Company / Firm / Entity by the company during the financial year.

14. The company has Not received any type of Government Grants or Subsidies.

15. The company did Not enter into any Lease Agreement except godown building at Plant.

16. No segment or part of company is discontinued or

sold during the year.

17. The company has Not entered into any Joint Venture.

18. Previous year figures have been regrouped /rearranged wherever necessary to correspond with the current year's classifications/disclosure.

19. Particulars of licensed capacity or production capacity is 45 Ton per hour of the company.

20. The company is engaged primarily in Agriculture Business i.e. manufacturing and processing of Rice, wheat etc. As per AS-108 Operating Segment, none of the segment/products exceeds specified limits for the purpose of reporting as per AS-108 is not applicable.

21. Deferred Tax Asset amounting to NIL/- has been created with respect to fixed assets considering the prudence aspect.

22. The Company is operationally and financially fully supported by its promoter companies. In view of the Company's long term business projections and promoter's commitment to the business by providing for necessary funds as and when need arises, the financial statements have been prepared on a going concern basis.

23. Audit committee minutes not produced before us.

24. The turnover with GST is subject to verification of reconciliation.

25. As inform to us by the management there were no Crypto currency or virtual currency transaction.

26. As inform to us by the management there were no new registration of charges with ROC except old charges continue.

27. The management has submitted statement of current assets for stock & debtors with bank for CC loan limit.

28. The company has issued preferential equity share 2,96,00,000 of Rs. 1/- each plus premium of Rs. 37,00,00,000/- at a rate of Rs. 12.50/- per shar on conversion of warrant hence paid-up capital increase from Rs. 100crores to Rs. 102.96crores. The utilization of

said fund have been utilized for working capital.

29. As inform to us by the management there were no details of benami property held.

30. All of the Debit, Credit, Balances including, Loans & advances lying in various party's Customer's accounts are subject to their balance confirmation. Date of the company are separately disclosed.

**For, MISHTANN FOODS LIMITED**

**Hiteshkumar G. Patel**  
Managing Director  
DIN: 05340865

**Navinchandra D. Patel**  
Director & CFO  
DIN: 05340874

**Shivangi Shah**  
M. No. A53342  
Company Secretary

**Place :Ahmedabad**  
**Date: 16/05/2024**

**For, J.M. Patel & Bros.**  
Chartered Accountants  
F.R.No.107707W

**(J.M. Patel)**  
M.COM., F.C.A.  
M. No. 030161  
UDIN: 24030161BKELTH4386  
Place :Ahmedabad  
Date: 16/05/2024

## Notes to Standalone Financial Statements For the year ended on 31st March 2024

### 2. Property, Plant & Equipments

| Tangible asset                       | Opening balance<br>01.04.2023 | Gross Value     |           | Total               | Opening balance     | Depreciation     |           | Total               | Closing balance    |                    |
|--------------------------------------|-------------------------------|-----------------|-----------|---------------------|---------------------|------------------|-----------|---------------------|--------------------|--------------------|
|                                      |                               | Additions       | Deletions |                     |                     | Additions        | Deletions |                     | 31.03.2024         | 31.03.2023         |
| a Factory & Building                 | 1,89,34,822                   | -               | -         | 1,89,34,822         | 1,02,28,524         | 8,28,801         | -         | 1,10,57,325         | 78,77,497          | 87,06,298          |
| b Plant & Machinery                  | 11,12,87,170                  | -               | -         | 11,12,87,170        | 8,28,55,783         | 51,52,046        | -         | 8,80,07,829         | 2,32,79,341        | 2,84,31,387        |
| c Air Conditioner                    | 9,82,953                      | -               | -         | 9,82,953            | 8,40,316            | 37,005           | -         | 8,77,321            | 1,05,632           | 1,42,637           |
| d Computer & Printer                 | 12,89,571                     | -               | -         | 12,89,571           | 9,89,593            | 1,89,856         | -         | 11,79,449           | 1,10,122           | 2,99,978           |
| e Electrical Installation            | 19,50,084                     | 16,710          | -         | 19,66,794           | 17,61,476           | 96,706           | -         | 18,58,182           | 1,08,612           | 1,88,608           |
| f Office Furniture                   | 5,64,867                      | -               | -         | 5,64,867            | 4,86,628            | 20,298           | -         | 5,06,926            | 57,941             | 78,239             |
| g Telephone                          | 44,437                        | -               | -         | 44,437              | 43,700              | -                | -         | 43,700              | 737                | 737                |
| h Electric Equipment                 | 1,44,389                      | -               | -         | 1,44,389            | 84,527              | 15,099           | -         | 99,626              | 44,763             | 59,862             |
| i Office Building                    | 85,76,096                     | -               | -         | 85,76,096           | 36,17,806           | 4,72,007         | -         | 40,89,813           | 44,86,283          | 49,58,290          |
| <b>Total</b>                         | <b>14,37,74,389</b>           | <b>16,710</b>   | <b>-</b>  | <b>14,37,91,099</b> | <b>10,09,08,353</b> | <b>68,11,818</b> | <b>-</b>  | <b>10,77,20,171</b> | <b>3,60,70,928</b> | <b>4,28,66,036</b> |
| <b>Capital Work in Progress</b>      | <b>-</b>                      | <b>-</b>        | <b>-</b>  | <b>-</b>            | <b>-</b>            | <b>-</b>         | <b>-</b>  | <b>-</b>            | <b>-</b>           | <b>-</b>           |
| <b>Total</b>                         | <b>14,37,74,389</b>           | <b>16,710</b>   | <b>-</b>  | <b>14,37,91,099</b> | <b>10,09,08,353</b> | <b>68,11,818</b> | <b>-</b>  | <b>10,77,20,171</b> | <b>3,60,70,928</b> | <b>4,28,66,036</b> |
| <b>Figures for the previous year</b> | <b>14,32,03,889</b>           | <b>5,70,500</b> | <b>-</b>  | <b>14,37,74,389</b> | <b>9,29,25,561</b>  | <b>79,82,792</b> | <b>-</b>  | <b>10,09,08,353</b> | <b>4,28,66,036</b> | <b>5,02,78,328</b> |

## Notes to Standalone Financial Statements For the year ended on 31st March 2024

### 3. Investments

| Particulars                     | As at 31st Mar. 2024 | As at 31st Mar. 2023 |
|---------------------------------|----------------------|----------------------|
| Investment in Equity Shares of, |                      |                      |
| Adani Enterprise                | 351                  | 351                  |
| Arvind Ltd                      | 816                  | 816                  |
| Asian Granito                   | 1429                 | 1429                 |
| Bank of Baroda                  | 2213                 | 2213                 |
| KRBL Ltd.                       | 200                  | 200                  |
| Punjab National Bank            | 883                  | 883                  |
| SBI                             | 4,640                | 4,640                |
| TCS                             | 11,860               | 11,860               |
| Investment in Subsidiary Co.    |                      |                      |
| Grow & Grub - Subsidiary Equity | 22,60,703            |                      |
|                                 | <b>22,83,095</b>     | <b>22,392</b>        |

(All are listed and market value are Rs. 45,020 as on 31-03-2024)

### 4. Long Term Loans and Advances

| Particulars                              | As at 31st Mar. 2024 | As at 31st Mar. 2023 |
|--|----------------------|----------------------|
| Security Deposites                       |                      |                      |
| Bharat Pesticides Industries Pvt. Ltd.   | -                    | 80,000               |
| BSE Limited - Deposit                    | 49,81,936            | 80,000               |
| CST Deposit                              | 10,000               | 10,000               |
| Indian Oil Corporation Ltd               | 5,100                | 5,100                |
| M N Shivyogi Traders - Rent Deposit      | 1,50,000             | 1,50,000             |
| Punjab National Bank Deposit             | 74,24,945            | 70,38,296            |
| Super E Factory Depot Pvt. Ltd. -Deposit | 30,000               | 30,000               |
| Uttar Gujarat Vij Company Ltd. Deposit   | 21,93,920            | 21,93,920            |
| VAT Deposit                              | 10,000               | 10,000               |
| FD for CGST Paid Under Protest           | 2,00,00,000          | 2,00,00,000          |
| Other Advances                           |                      |                      |
| Advance Tax -VAT                         | 25,000               | 25,000               |
| Other Advances                           | 1,85,58,538          | 66,89,838            |
|  | <b>5,33,89,439</b>   | <b>3,62,32,154</b>   |

(All other advances are unsecured but recoverable.)

**5. Inventories**

| Particulars         | As at 31st Mar. 2024 | As at 31st Mar. 2023 |
|---------------------|----------------------|----------------------|
| Raw materials       | 24,61,13,446         | 28,14,47,556         |
| Finished goods      | -                    | -                    |
| Semi Finished goods | -                    | -                    |
| Waste               | -                    | -                    |
|                     | <b>24,61,13,446</b>  | <b>28,14,47,556</b>  |

Inventory items have been valued as disclosed in note related to Significant accounting policies.

**6. Trade Receivable**

| Particulars                            | As at 31st Mar. 2024  | As at 31st Mar. 2023  |
|--|-----------------------|-----------------------|
| a) Secured, Considered Good :          | -                     | -                     |
| b) Unsecured, Considered Good :        | 2,59,55,06,599        | 2,20,52,38,622        |
| c) Doubtful                            | -                     | -                     |
| Less : Expected credit loss allowances |                       |                       |
| <b>Total Trade Receivable</b>          | <b>2,59,55,06,599</b> | <b>2,20,52,38,622</b> |

**Trade receivables Ageing Schedule**  
As at March 31, 2024

**Outstanding for following periods from due date of payment**

| Particulars   | Current but not due | Less than 6 Months  | 6 months - 1 year   | 1-2 years | 2-3 years | More than 3 years | Total                 |
|---|---------------------|---------------------|---------------------|-----------|-----------|-------------------|-----------------------|
| Undisputed Trade Receivables-considered good                                | 81,70,92,314        | 79,81,60,768        | 98,02,53,517        | 0         | 0         | 0                 | 2,59,55,06,599        |
| Undisputed Trade Receivables-which have significant increase in credit risk | 0                   | 0                   | 0                   | 0         | 0         | 0                 | 0                     |
| Undisputed Trade Receivables-credit impaired                                | 0                   | 0                   | 0                   | 0         | 0         | 0                 | 0                     |
| Total (a)   | 81,70,92,314        | 79,81,60,768        | 98,02,53,517        | 0         | 0         | 0                 | 2,59,55,06,599        |
| Less:-  |                     |                     |                     |           |           |                   |                       |
| Expected credit loss allowances (b)   | 0                   | 0                   | 0                   | 0         | 0         | 0                 | 0                     |
| <b>Total (a)-(b)</b>  | <b>81,70,92,314</b> | <b>79,81,60,768</b> | <b>98,02,53,517</b> | <b>0</b>  | <b>0</b>  | <b>0</b>          | <b>2,59,55,06,599</b> |

**Trade receivables Ageing Schedule**  
As at March 31, 2024

## Outstanding for following periods from due date of payment

| Particulars   | Current but not due   | Less than 6 Months  | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | Total                 |
|---|-----------------------|---------------------|-------------------|-----------|-----------|-------------------|-----------------------|
| Undisputed Trade Receivables-considered good                                | 1,68,89,55,647        | 51,62,82,975        | 0                 | 0         | 0         | 0                 | 2,20,52,38,622        |
| Undisputed Trade Receivables-which have significant increase in credit risk | 0                     | 0                   | 0                 | 0         | 0         | 0                 | 0                     |
| Undisputed Trade Receivables-credit impaired                                | 0                     | 0                   | 0                 | 0         | 0         | 0                 | 0                     |
| Total (a)   | 1,68,89,55,647        | 51,62,82,975        | 0                 | 0         | 0         | 0                 | 2,20,52,38,622        |
| Less:-  |                       |                     |                   |           |           |                   |                       |
| Expected credit loss allowances (b)   | 0                     | 0                   | 0                 | 0         | 0         | 0                 | 0                     |
| <b>Total (a)-(b)</b>  | <b>1,68,89,55,647</b> | <b>51,62,82,975</b> | <b>0</b>          | <b>0</b>  | <b>0</b>  | <b>0</b>          | <b>2,20,52,38,622</b> |

Trade receivables Ageing Schedule  
As at March 31, 2024

## 7. Cash and cash equivalents

| Particulars  | As at 31st Mar. 2024 | As at 31st Mar. 2023 |
|--------------|----------------------|----------------------|
| Cash on Hand | 2,80,470             | 4,54,001             |
|              | <b>2,80,470</b>      | <b>4,54,001</b>      |

## 8. Short term loan and advances

| Particulars                  | As at 31st Mar. 2024 | As at 31st Mar. 2023 |
|------------------------------|----------------------|----------------------|
| Pre-Paid Expenses            | 5,40,640             | 5,74,842             |
| TDS/TCS Receivable           | 32,82,335            | 1,20,78,202          |
| Advances to Customers        | 19,88,12,694         |                      |
| Unpaid Dividend Account      |                      |                      |
| HDFC BANK UNCLAIMED DIV. A/C | 4,242                | 4,242                |
| SBI BANK UNCLAIMED DIV. A/C  | 2,70,045             | 1,833                |
| SBI BANK UNCLAIMED DIV. A/C  | <b>20,29,09,956</b>  | <b>1,26,59,119</b>   |



## 9. Share Capital

| Particulars  | As at 31st Mar. 2024  | As at 31st Mar. 2023  |
|--|-----------------------|-----------------------|
| <b>Authorised Share Capital:</b><br>(130,00,00,000 Equity shares of Rs. 1/- each)  | 1,30,00,00,000        | 1,00,00,00,000        |
| <b>Issued, Subscribed and Fully Paid up Share Capital:</b><br>102,96,00,000 Equity shares of Rs. 1/- each  | 1,02,96,00,000        | 1,00,00,00,000        |
|  | <b>1,02,96,00,000</b> | <b>1,00,00,00,000</b> |
| <b>a) The reconciliation of the number of shares outstanding is set out below:</b>   | -                     | -                     |
| Number of Equity Shares at the beginning of the year at Rs. 1/- each   | 1,00,00,00,000        | 50,00,00,000          |
| Add: No. of Equity Shares issued during the year as Bonus Allotment at Rs. 1/- each  | -                     | 50,00,00,000          |
| Add: No. of Equity Shares issued during the year pursuant to conversion of warrants into Equity Shares as Private Placement at issue price of Rs. 13.50 including premium of Rs. 12.50 | 2,96,00,000           | -                     |
| <b>Number of Equity Shares at the end of the year * at Rs. 1/- each</b>  | <b>1,02,96,00,000</b> | <b>1,00,00,00,000</b> |

\* The Authorised Capital of the Company is Rs. 130,00,00,000 comprising of 130,00,00,000 number of Equity Shares of Rs. 1/- each. During the year ended March 31, 2024, the Parent Company has received listing approval of 2,96,00,000 Equity Shares issued pursuant to Preferential Issue of Convertible Warrants into Equity Shares from BSE and MSEI. The trading of 2,96,00,000 Equity Shares has been commenced from March 19, 2024. The Company is yet to convert 4,44,00,000 Warrants into Equity.

### b) Shares held by Shareholders holding more than 5 percent shares in the Company :

| Name of Shareholder            | As at 31st Mar. 2024 |         | As at 31st Mar. 2023 |         |
|--------------------------------|----------------------|---------|----------------------|---------|
|                                | No. of Shares        | holding | No. of Shares        | holding |
| Hiteshkumar Gaurishankar Patel | 48,71,69,387         | 47.32%  | 49,76,88,728         | 49.77%  |
| Vasantbhai Bhikhabhai Patel    | 0                    | 0.00%   | 5,00,79,774          | 5.01%   |

### c) Terms/Rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 1/- per share. Each holder of equity shares is entitled to one vote per share and has equal dividend right. The Company declares and pays dividend in Indian Rupees. The Dividend if proposed by the Board of Directors is subject to shareholders approval in the ensuing Annual General Meeting. In the event of liquidation of the Company, the equity shareholders will be entitled to receive the remaining assets of the Company in proportion to the number of equity shares held by the shareholders.

## 10. Other Equity

| PARTICULARS                             | Share applica<br>tion money<br>pending<br>allotment | Equity<br>component of<br>compound<br>financial | Capital<br>Reserve | Reserves and Surplus<br>Securities<br>Premium<br>Reserve | General<br>Reserves | Retained<br>Earnings/<br>profit & loss | Debenture<br>Redemption<br>Reserve | Employee<br>Stock Option<br>Outstanding | Total                 |
|---|---|---|--------------------|--|---------------------|--|------------------------------------|---|-----------------------|
| <b>Balance as at 1.04.2022</b>          | -   | -   | -                  | -  | -                   | <b>51,16,47,115</b>                    | -                                  | -                                       | <b>19,95,19,692</b>   |
| Total Comprehensive Income for the year | -   | -   | -                  | -  | -                   | 49,92,25,748                           | -                                  | -                                       | 31,41,27,423          |
| Dividends                               | -   | -   | -                  | -  | -                   | (15,00,000)                            | -                                  | -                                       | (20,00,000)           |
| Tax on Dividends                        | -   | -   | -                  | -  | -                   | -                                      | -                                  | -                                       | -                     |
| Transfer from profit & loss             | -   | -   | -                  | -  | -                   | -                                      | -                                  | -                                       | -                     |
| On ESOP                                 | -   | -   | -                  | -  | -                   | -                                      | -                                  | -                                       | -                     |
| Transfer to CSR from General Reserve    | -   | -   | -                  | -  | -                   | (72,59,570)                            | -                                  | -                                       | -                     |
| Bonus Issue                             | -   | -   | -                  | -  | -                   | (50,00,00,000)                         | -                                  | -                                       | -                     |
| <b>Balance as at 31.03.2023</b>         | -   | -   | -                  | -  | -                   | <b>50,21,13,293</b>                    | -                                  | -                                       | <b>51,16,47,115</b>   |
| Total Comprehensive Income for the year | -   | -   | -                  | -  | -                   | 14,16,61,753                           | -                                  | -                                       | 14,16,61,753          |
| Dividends (Final)                       | -   | -   | -                  | -  | -                   | (10,00,000)                            | -                                  | -                                       | (10,00,000)           |
| Tax on Dividends                        | -   | -   | -                  | -  | -                   | -                                      | -                                  | -                                       | -                     |
| On ESOP                                 | -   | -   | -                  | -  | -                   | -                                      | -                                  | -                                       | -                     |
| Transfer to CSR from General Reserve    | -   | -   | -                  | -  | -                   | (54,71,264)                            | -                                  | -                                       | (54,71,264)           |
| Security Premium                        | -   | -   | -                  | 37,00,00,000.00  | -                   | -                                      | -                                  | -                                       | 37,00,00,000          |
| Money Received against Share Warrant    | 14,98,50,000  | -   | -                  | -  | -                   | -                                      | -                                  | -                                       | 14,98,50,000          |
| <b>Balance as at 31.03.2024</b>         | -   | -   | -                  | -  | -                   | <b>51,16,47,115</b>                    | -                                  | -                                       | <b>1,15,71,53,782</b> |

\* The Parent Company has received listing approval of 2,96,00,000 Equity Shares issued pursuant to Preferential Issue of Convertible Warrants into Equity Shares at the issue price of Rs. 13.50 (including premium of Rs. 12.50), from BSE and MSEI. The trading of 2,96,00,000 Equity Shares has been commenced from March 19, 2024. The Company is yet convert 4,44,00,000 Warrants into Equity, whose 25% subscription money has been received.

**11. Long Term Borrowings**

| Particulars            | As at 31st Mar. 2024 | As at 31st Mar. 2023 |
|------------------------|----------------------|----------------------|
| <b>Secured loans</b>   |                      |                      |
| Loans from Banks       |                      |                      |
| SBI-GECL               | 13,70,92,767         | 14,51,31,288         |
| <b>Unsecured Loans</b> |                      |                      |
| Loan from Promoters    | 5,77,54,488          | 5,77,54,488          |
|                        | <b>19,48,47,255</b>  | <b>20,28,85,776</b>  |

**12. Short-term borrowings**

| Particulars  | As at 31st Mar. 2024 | As at 31st Mar. 2023 |
|--|----------------------|----------------------|
| Loans from Banks   |                      |                      |
| State Bank of India (CC Account No.37820307899)  | 27,12,92,734         | 39,98,54,373         |
| State Bank of India (CECL)   |                      |                      |
| Secured Against : Factory & Land : Sr No. 24,25,26,27,28, 29,70,76,77 At Dhandha, Himatnagar |                      |                      |
| Secured Against : Factory & Land : Sr No. 10, At Kabodari, Talod,                            |                      |                      |
| Secured Against : Residential Building at Sambhavnath Society, Himatnagar                    |                      |                      |
| Secured Against : All Plant & Machinery, Stocks & Book Debts                                 |                      |                      |
|  | <b>27,12,92,734</b>  | <b>39,98,54,373</b>  |

**13. Trade Payables**

| Particulars                    | As at 31st Mar. 2023 | As at 31st Mar. 2022 |
|--------------------------------|----------------------|----------------------|
| Creditors for raw materials    | 1,16,59,242          | 1,03,69,552          |
| Creditors for expenses         | 1,33,12,066          | 2,37,92,952          |
| Creditors for Packing Material | 2,34,396             | 6,83,525             |
|                                | <b>2,52,05,704</b>   | <b>3,48,46,029</b>   |

(There were no MSME Creditors and no disputed dues.)

**Trade receivables Ageing Schedule**

As at March 31, 2024

## Outstanding for following periods from due date of payment

| Particulars  | Current but not due | 6 months - 1 year | 1-2 years          | 2-3 years   | More than 3 years | Total              |
|--|---------------------|-------------------|--------------------|-------------|-------------------|--------------------|
| Total outstanding dues of micro enterprises and small enterprises                      | 0.00                | 0.00              | 0.00               | 0.00        | 0.00              | 0.00               |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 1,05,78,024         | 39,84,630         | 1,06,43,050        | 0.00        | 0.00              | 2,52,05,704        |
| Disputed dues of micro enterprises and small enterprises                               | 0.00                | 0.00              | 0.00               | 0.00        | 0.00              | 0.00               |
| Disputed dues of creditors other than micro enterprises and small enterprises          |                     |                   |                    |             |                   |                    |
| <b>Total (a)</b>   | <b>1,05,78,024</b>  | <b>39,84,630</b>  | <b>1,06,43,050</b> | <b>0.00</b> | <b>0.00</b>       | <b>2,52,05,704</b> |
| Less:-   |                     |                   |                    |             |                   |                    |
| Expected credit loss allowances (b)  | 0.00                | 0.00              | 0.00               | 0.00        | 0.00              | 0.00               |
| <b>Total (a)-(b)</b>   | <b>1,05,78,024</b>  | <b>39,84,630</b>  | <b>1,06,43,050</b> | <b>0.00</b> | <b>0.00</b>       | <b>2,52,05,704</b> |

(There were no MSME Creditors and no disputed dues.)

**Trade receivables Ageing Schedule**  
As at March 31, 2024

| Particulars  | Current but not due | 6 months - 1 year  | 1-2 years          | 2-3 years   | More than 3 years | Total              |
|--|---------------------|--------------------|--------------------|-------------|-------------------|--------------------|
| Total outstanding dues of micro enterprises and small enterprises                      | 0.00                | 0.00               | 0.00               | 0.00        | 0.00              | 0.00               |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 1,27,90,635         | 2,20,55,394        | 0.00               | 0.00        | 0.00              | 3,48,46,029        |
| Disputed dues of micro enterprises and small enterprises                               | 0.00                | 0.00               | 0.00               | 0.00        | 0.00              | 0.00               |
| Disputed dues of creditors other than micro enterprises and small enterprises          |                     |                    |                    |             |                   |                    |
| <b>Total (a)</b>   | <b>1,27,90,635</b>  | <b>2,20,55,394</b> | <b>1,06,43,050</b> | <b>0.00</b> | <b>0.00</b>       | <b>3,48,46,029</b> |
| Less:-   |                     |                    |                    |             |                   |                    |
| Expected credit loss allowances (b)  | 0.00                | 0.00               | 0.00               | 0.00        | 0.00              | 0.00               |
| <b>Total (a)-(b)</b>   | <b>1,27,90,635</b>  | <b>2,20,55,394</b> | <b>1,06,43,050</b> | <b>0.00</b> | <b>0.00</b>       | <b>3,48,46,029</b> |

**14. Other current financial liabilities**

| Particulars                     | As at 31st Mar. 2024 | As at 31st Mar. 2023 |
|---------------------------------|----------------------|----------------------|
| Provision for Income Tax        | 44,47,36,592         | 42,67,53,147         |
| Provision for Proposed Dividend | 10,00,000            | 20,00,000            |
| Unclaimed Dividend A/c          | 16,593               | 6,075                |
|                                 | <b>44,57,53,185</b>  | <b>42,87,59,222</b>  |

**15. Other Current Liability**

| Particulars      | As at 31st Mar. 2024 | As at 31st Mar. 2023 |
|------------------|----------------------|----------------------|
| TDS/ TCS Payable | 14,19,864            | 51,10,537            |
| CSR              | 1,27,29,330          | 67,98,571            |
|                  | <b>1,41,49,194</b>   | <b>1,19,09,108</b>   |

**16. Revenue from Operations**

| Particulars          | For the Year ended on 31st Mar. 2024 | For the Year ended on 31st Mar. 2023 |
|----------------------|--------------------------------------|--------------------------------------|
| Sale of Products     |                                      |                                      |
| Export Sales         | 1,55,00,890                          |                                      |
| Domestic Sales       | 3,21,30,70,712                       | 6,58,57,28,388                       |
| <b>Total Sales</b>   | <b>3,22,85,71,602</b>                | <b>6,58,57,28,388</b>                |
| Less : Cash Discount | (43,89,000)                          | (8,18,76,082)                        |
|                      | <b>3,22,41,82,602</b>                | <b>6,50,38,52,306</b>                |

**17. Other Income**

| Particulars           | For the Year ended on 31st Mar. 2024 | For the Year ended on 31st Mar. 2023 |
|-----------------------|--------------------------------------|--------------------------------------|
| Dividend Income       | -                                    | -                                    |
| Interest Income on FD | 5,66,725                             | 4,64,473                             |
|                       | <b>5,66,725</b>                      | <b>4,64,473</b>                      |

**18. Cost of Materials Consumed**

| Particulars                 | For the Year ended on 31st Mar. 2024 | For the Year ended on 31st Mar. 2023 |
|-----------------------------|--------------------------------------|--------------------------------------|
| Opening stock               | 28,14,47,556                         | 40,29,91,008                         |
| <b>ADD:-PURCHASE</b>        |                                      |                                      |
| Purchases                   | 2,87,72,24,081                       | 5,51,61,50,009                       |
| Add: Manufacturing Expenses | 12,33,232                            | 14,36,207                            |
|                             | <b>2,87,84,57,313</b>                | <b>5,51,75,86,216</b>                |
| <b>LESS:-</b>               |                                      |                                      |
| Closing stock               | 24,61,13,446                         | 28,14,47,556                         |
|                             | <b>2,91,37,91,423</b>                | <b>5,63,91,29,668</b>                |

**19. Change in Inventories**

| Particulars         | For the Year ended on 31st Mar. 2024 | For the Year ended on 31st Mar. 2023 |
|---------------------|--------------------------------------|--------------------------------------|
| OP. Stock           | -                                    | -                                    |
| Less. Closing Stock | -                                    | -                                    |
|                     | -                                    | -                                    |

**20. Employee benefit expense**

| Particulars            | For the Year ended on 31st Mar. 2024 | For the Year ended on 31st Mar. 2023 |
|------------------------|--------------------------------------|--------------------------------------|
| Directors Remuneration | 6,00,000                             | 6,50,000                             |
| Staff Salary           | 13,07,484                            | 27,35,651                            |
|                        | <b>19,07,484</b>                     | <b>33,85,651</b>                     |

**21. Selling, Administration & other expenses**

| Particulars                           | For the Year ended on 31st Mar. 2024 | For the Year ended on 31st Mar. 2023 |
|---------------------------------------|--------------------------------------|--------------------------------------|
| Advertisement Exp                     | 69,560                               | 73,187                               |
| Annual Fees                           | 15,88,579                            | 6,94,673                             |
| Antivirus, Technology & Internet Exps | 1,49,949                             | 1,17,087                             |
| Clearing & Forwarding Exp.            | 4,33,103                             | 69,230                               |
| Commission / Brokerage Exp.           | 36,080                               | 68,660                               |
| Conveyance Exps.                      | 3,70,356                             | 5,55,443                             |
| Electricity Exp.- Office              | 31,640                               |                                      |
| Godown Rent Exp.                      |                                      | 3,78,000                             |
| Inward/Outward Freight Exps.          | 1,33,830                             | 1,66,475                             |
| Office Expenses                       | 5,84,488                             | 6,00,626                             |
| Office Rent                           | 4,59,250                             | 1,63,360                             |
| Packing Material Exp.                 | 20,29,995                            | 42,35,764                            |
| Railway Rake Freight Exps.            | 26,94,676                            | 29,41,316                            |
| Refreshment & Foods Exps.             | 1,01,370                             | 59,902                               |
| Repairs & Maintenance Exps.           |                                      | 16,295                               |
| Stationery & Printing Exp.            | 44,978                               | 30,090                               |
| Telephone & Internet Exp.             | 24,024                               | 5,069                                |
| Travelling Exps.                      | 3,81,092                             |                                      |
| Website Maintenance Charge            | 6,56,500                             | 9,62,110                             |
|                                       | <b>97,89,470</b>                     | <b>1,11,37,287</b>                   |

**22. Financial Costs**

| Particulars                          | For the Year ended on 31st Mar. 2024 | For the Year ended on 31st Mar. 2023 |
|--------------------------------------|--------------------------------------|--------------------------------------|
| Bank charges                         | 13,88,441                            | 16,29,630                            |
| Interest                             | 4,31,70,279                          | 4,82,87,556                          |
| Loan Processing Fees / Facility Fees | -                                    | -                                    |
|                                      | <b>4,45,58,720</b>                   | <b>4,99,17,186</b>                   |

**23. Depreciation and Amortisation Charges**

| Particulars                  | For the Year ended on 31st Mar. 2024 | For the Year ended on 31st Mar. 2023 |
|------------------------------|--------------------------------------|--------------------------------------|
| Depreciation                 | 68,11,818                            | 79,82,793                            |
| Preliminary Exps Written off | -                                    | -                                    |
|                              | <b>68,11,818</b>                     | <b>79,82,793</b>                     |

**24. Other Exp.**

| Particulars                             | For the Year ended on 31st Mar. 2024 | For the Year ended on 31st Mar. 2023 |
|---|--------------------------------------|--------------------------------------|
| Audit Fees                              | 2,75,000                             | 1,70,000                             |
| CSR Exps.                               | 64,09,496                            | -                                    |
| Computer & Printer Repairing Exps.      | 49,502                               | -                                    |
| Donation Exp.                           | -                                    | -                                    |
| Factory Exp                             | 2,02,000                             | 11,881                               |
| GST Exp.                                | 22,28,744                            | 16,88,451                            |
| Insurance Expenses                      | 9,45,203                             | 8,85,492                             |
| Legal & Professional Fees               | 68,07,228                            | 80,31,806                            |
| Sitting Fees                            | 55,600                               | -                                    |
| Loading & Unloading Exp                 | 33,10,700                            | 90,79,067                            |
| Municipal Tax                           | 31,487                               | -                                    |
| Postage & Courier Exp.                  | 14,788                               | 12,402                               |
| Proposed Dividend                       | -                                    | 10,00,000                            |
| ROC/ MCA Charges / Corporate Action Fee | 36,77,532                            | -                                    |
| Right Issue Exps.                       | 29,06,290                            | -                                    |
| Stamp Duty                              | -                                    | 37,50,000                            |
| Vehicle Exps.                           | 8,330                                | -                                    |
| Vatav & kasar                           | (2,26,836)                           | (3,266)                              |
|   | <b>2,66,95,064</b>                   | <b>2,46,25,833</b>                   |

| 25. Earnings per Share   | For the Year ended on 31st Mar. 2023 | For the Year ended on 31st Mar. 2022 |
|--|--------------------------------------|--------------------------------------|
| Net Profit after tax as per Statement of Profit & Loss attributable to Equity Share Holder (A) | 14,16,61,753                         | 49,92,25,748                         |
| Total No. of Equity shares 100,00,00,000 (2022-23)   |                                      |                                      |
| Total No. of Equity shares 102,96,00,000 (2023-24)   |                                      |                                      |
| Basic Earnings per Shares  | 0.14                                 | 0.50                                 |
| Face Value Per Equity Shares   | 1.00                                 | 1.00                                 |

**26. Related Party Disclosures**

List of Related Parties where control exists and related parties with whom transactions have taken place and relationship

| Name of the Related Party | Relatives / Associates |
|---------------------------|------------------------|
|                           | 2023-24                |
| NAVINCHANDRA D PATEL      | Director               |
| MANJULABEN G PATEL        | Relatives              |
| HITESHKUMAR G PATEL       | Director               |
| VANDANABEN H. PATEL       | Relatives              |

**Transactions During the year with Firm****DIRECTOR REMUNARATION**

| Name of the Related Party | Nature of Transaction | 2023-24  | 2022-23  |
|---------------------------|-----------------------|----------|----------|
| HITESHKUMAR G PATEL       | Remuneration          | -        | -        |
| NAVINCHANDRA D PATEL      | Remuneration          | 6,00,000 | 6,50,000 |

Independent Directors Sitting Fees Rs. 55600.

**27. Contigent Liability**

1. The GST Liability not identified but as per GST show causte notice 72.30 Crores which are under litigation.
2. As per Income tax online portal Rs. 117.44 Crores demand identified which is disputed and appeals are pending.



## INDEPENDENT AUDITORS' REPORT

**TO**  
**THE BOARD OF DIRECTORS OF**  
**MISHTANN FOODS LIMITED**  
**CIN : L15400GJ1981PLC004170**

### **Report on the Audit of the Consolidated Financial Statements**

We have audited the accompanying Consolidated Financial Statements of MISHTANN FOODS LIMITED L15400GJ1981PLC004170 ("the Holding Company") and its subsidiaries companies as listed in Annexure – 1, which comprise the Balance Sheet as at 31st March 2024, the Statement of Profit and Loss, Statement of Cash Flows for the year then ended and notes to the Consolidated financial statements, including a summary of significant accounting policies and other explanatory information.

#### **Auditor Opinion**

In our opinion and to the best of our information and according to the explanations given to us and based on consideration of the report of the other auditor on separate financial statement and on other financial information of the subsidiary, the aforesaid Consolidated 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 and other accounting principles generally accepted in India of the consolidated state of affairs of the Companies as at March 31, 2024, and their consolidated Profit and its consolidated cash flows for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Companies in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules there under, and

we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained together with the audit evidences obtained by the other auditors is sufficient and appropriate to provide a basis for our opinion.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment and based on consideration of the report of the other auditors on separate financial statement of the subsidiaries, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have key audit matter to communicate in our report as under

1. The opening stock valued carry forward excess to the extent of RS. 9,55,04,370/- hence profit decreased to that extent as per AS 2 the inventories should be valued at lower of the cost and net realizable value.
2. The company has made provisions for income tax and other statutory dues payable on net income for FY 2023-24 Rs.7,95,33,595/- which are unpaid.
3. The GST department has issued show cause notice in earlier year. The matter required adjudication. Till date no demand notice has been served on the company. Also, the company has filed a writ petition against the show cause notice but company has deposited Rs. 2crores in earlier year.
4. The company has issued preferential equity share 2,96,00,000 of Rs. 1/- each plus premium of Rs. 37,00,00,000/- at a rate of Rs. 12.50/- per shar on conversion of warrant hence paid-up capital increase from Rs. 100crores to Rs. 102.96crores. The utilization of said fund have been utilized for working capital.
5. As per resolution of board of director meeting held on dated 07/03/2024 the company has decided to go for right issue of 1:31 basis for Rs. 15 each including premium which was open in next year on dated 02/04/2024.

6. The company has incorporated wholly own subsidiary company name GROW AND GRUB NUTRIENTS FZ-LLC at UAE on dated 19/04/2023 its financial statements enclosed with consolidated report & GROW & MORE NUTRIFOODS PTE. LTD. at SINGAPORE on dated 22/12/2023 but as inform by management no business activity till date.

The business done in the subsidiaries is in accordance of rules pertaining to POEM.

7. The accumulated net profit of subsidiary GROW AND GRUB NUTRIENTS FZ-LLC, UAE have not been transferred to holding company and there was no any business at Singapore subsidiary company named GROW & MORE NUTRIFOODS PTE. LTD. in Singapore. The books of accounts for the period 01/01/2024 to 31/03/2024 of GROW AND GRUB NUTRIENTS FZ-LLC, UAE have been unaudited. Our opinion is not modified in respect of this matter.

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

The Holding 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

**Place: Ahmedabad**

**Date: 16/05/2024**

and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Consolidate Financial Statements and our auditor's report thereon.

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

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

The annual report is not made available to us at the date of this auditors report. We have nothing to report in this regard.

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 except noted in key audit matter.

**FOR J M Patel & Bros.**

**CHARTERED ACCOUNTANTS**

**Reg. No. 107707W**

**CA JASWANT M PATEL**

**PROPREITOR**

**Mem. No. 030161**

**UDIN: 24030161BKELTG1396**

#### **Annexure- 1**

1.GROW AND GRUB NUTRIENTS FZ-LLC, UAE

2.GROW & MORE NUTRIFOODS PTE. LTD., SINGAPORE

## REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE(I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013

### Management's Responsibility for the Consolidated Financial Statements

The accompanying consolidated financial statements have been approved by the holding company's board of directors. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Companies in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Companies and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

### Auditor's Responsibilities on Consolidated Financial Statements

Our objectives are to obtain reasonable assurance

about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Standards on auditing specified under section 143(10) of the Act, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the holding company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast

- significant doubt on the Company's ability of the subsidiary 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 Companies 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.
- Obtain sufficient appropriate audit evidence regarding the financial statements of the entities or business activities within the companies, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the financial statements, of which we are the independent auditors. For the other entities included in the financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes

public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Other Matter**

We did not audit the financial statements of two subsidiaries, whose financial statements reflects total assets of Rs.33,209.00 lacs as on 31 March 2024, total revenues of Rs. 96,566.72 lacs and net profit Rs. 33,186.29 lacs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and controlled trust, and our report in terms of sub-section (3) of section 143 of the Act in so far as it relates to the aforesaid subsidiaries and controlled trust, are based solely on the reports of the other auditors.

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matters with respect to our reliance on the work done by and the reports of the other auditors.

#### **Report on Other Legal and Regulatory Requirements**

As required by section 197(16) of the Act based on our audit and on the consideration of the reports of the other auditors, referred to in paragraph 14, on separate financial statements of the subsidiaries, we report that the Holding Company, incorporated in India whose financial statements have been audited under the Act have paid remuneration to their respective directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act. Further, we report that the provisions of section 197 read with Schedule V to the Act are not applicable to two subsidiaries, incorporated outside India whose financial statements have been audited under the respective Act, since none of such companies is a public company as defined under section 2(71) of the Act.

As required by clause (xxi) of paragraph 3 of Companies (Auditor's Report) Order, 2020 (the Order) issued by the Central Government of India in terms of section 143(11) of the Act based on the consideration of the Order reports issued till date by us and by the respective other auditors as mentioned in paragraph above, of companies included in the consolidated financial statements for the year ended 31 March 2024 and covered under the Act we report that:

Following are the qualifications/adverse remarks reported by us and the other auditors in the Order reports of the companies included in the consolidated financial statements for the year ended 31 March 2024 for which such Order reports have been issued till date and made available to us:

1. MISHTANN FOODS LTD (HOLDING COMPANY) (Clause no of the CARO report is which is qualified or adverse. Clause no. vii(a), vii(b) & xx(a))
2. GROW AND GRUB NUTRIENTS FZ-LLC, UAE (WHOLLY OWNED SUBSIDIARY) (CARO not applicable)
3. GROW & MORE NUTRIFOODS PTE. LTD., Singapore (WHOLLY OWNED SUBSIDIARY) (CARO not applicable)

As required by Section 143 (3) of the Act based on our audit and on the consideration of the report of the other auditors on separate financial statement on other financial statement of the subsidiaries incorporated outside India whose financial statements have been audited under there respective act, we report to extend to applicable that :

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Companies so far as it appears from our examination of those books.
- (c) The consolidated financial statement dealt with by this Report are in agreement with the books of account for the purpose of the preparation of the consolidated financial statement. In our opinion, the

aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(d) On the basis of the written representations received from the directors as on 31/03/2024 taken on record by the Board of Directors, none of the directors is disqualified as 31/03/2024 from being appointed as a director in terms of Section 164 (2) of the Act.

(e) With respect to the adequacy of the internal financial controls over financial reporting of the Companies and the operating effectiveness of such controls, refer to our separate report in "Annexure B".

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

- i. The Companies has disclosed the impact of pending litigations on its consolidated financial position in its consolidated financial statements.
- ii. The Companies has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Companies.
- iv. (a) The management has represented that, to the best of it's 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 companies 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, funds have been received by the holding company from 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; and

(c) Based on such audit procedures performed by us and that performed by the auditor of the subsidiary as considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material misstatement.

v. The companies has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.

vi. For holding company as regard report on audit trail (Rule 11g) we report that has per provision to rule 3(1) of the companies (Account) Rules 2014 is applicable for the company where effect from 01/04/2023. We report as under:-

- Based on our examination, which included test checks, and other generally accepted audit procedures performed by us, we report that the company has used an accounting software Tally for maintaining its books of account which has no feature of recording audit trail (edit log) facility hence the same has not operated throughout the year for all relevant transactions recorded in the software for the period from 01/04/2023 to 31/03/2024. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with as no audit trail software facility.
- Additionally, the audit trail has not been preserved by the Company as in absence of audit trail software facility.
- The said provisions not applicable to subsidiaries situated outside India.

**Place: Ahmedabad**

**Date: 16/05/2024**

**FOR J M Patel & Bros.  
CHARTERED ACCOUNTANTS  
Reg. No. 107707W**

**CA JASWANT M PATEL  
PROPREITOR  
Mem. No. 030161  
UDIN: 24030161BKELTG1396**

## **“Annexure B” to the Independent Auditor's Report of even date on the Consolidated Financial Statements of .**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013.**

We have audited the internal financial controls over financial reporting of as of March 31, 2024 in conjunction with our audit of the Consolidated financial statements of the holding company for the year ended on March 31, 2024

#### **Management's Responsibility for Internal Financial Controls**

The holding company's management is responsible for holding company & subsidiary companies 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 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.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the holding 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 on Auditing, issued by ICAI and deemed to be 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 and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we

comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence amount the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and operating effectiveness of internal control based on the assessed risk. The procedures selected depend upon on the auditor's judgment, 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 management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have

a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial 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, the Company's 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 31,2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the

**Place: Ahmedabad**

**Date: 16/05/2024**

Guidance Note on Audit of Internal Financial Controls over Financial Reporting issues by the Institute of Chartered Accountants of India.

We did not audit the financial statements of two subsidiaries, whose financial statements reflects total assets of Rs.33,209.00 lacs as on 31 March 2024, total revenues of Rs. 96,566.72 lacs and net profit Rs. 33,186.29 lacs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and controlled trust, and our report in terms of sub-section (3) of section 143 of the Act in so far as it relates to the aforesaid subsidiaries and controlled trust, are based solely on the reports of the other auditors.

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matters with respect to our reliance on the work done by and the reports of the other auditors.

**FOR J M Patel & Bros.  
CHARTERED ACCOUNTANTS  
Reg. No. 107707W**

**CA JASWANT M PATEL  
PROPREITOR  
Mem. No. 030161  
UDIN: 24030161BKELTG1396**



**MISHTANN FOODS LIMITED****B-905, Empire Business Hub, Opp. Shakti Farm, Science City Road, Sola, Ahmedabad-380060****CIN : L15400GJ1981PLC004170****Consolidated Balance Sheet As at 31st March 2024**

| Particulars                         | NOTES | As at 31st Mar. 2024  | As at 31st Mar. 2023  |
|-------------------------------------|-------|-----------------------|-----------------------|
| <b>Assets</b>                       |       |                       |                       |
| <b>Non Current Assets</b>           |       |                       |                       |
| Property Plant and Equipement       | 2     | 3,62,47,923           | 4,28,66,036           |
| Capital Work In Progress            |       |                       |                       |
| Other Intangible Assets             |       |                       |                       |
| Financial Assets                    |       |                       |                       |
| Investment                          | 3     | 22,83,095             | 22,392                |
| Loan                                | 4     | 5,33,89,439           | 3,62,32,154           |
| Deferred Tax Assets (net)           |       | 14,47,921             | 14,47,921             |
| Other non current Assets            |       | -                     | -                     |
| <b>Total Non Current Assets</b>     |       | <b>9,33,68,378</b>    | <b>8,05,68,503</b>    |
| <b>Current Assets</b>               |       |                       |                       |
| Inventories                         | 5     | 24,61,13,446          | 28,14,47,556          |
| Financial Assets                    |       |                       |                       |
| Trade Receivable                    | 6     | 5,91,18,01,841        | 2,20,52,38,622        |
| Cash and Cash Equivalent            | 7     | 47,08,047             | 4,54,001              |
| Loans                               | 8     | 20,29,09,956          | 1,26,59,119           |
| Other Current Assets                |       | -                     | -                     |
| <b>Total Current Assets</b>         |       | <b>6,36,55,33,290</b> | <b>2,49,97,99,298</b> |
| <b>Total Assets</b>                 |       | <b>6,45,89,01,668</b> | <b>2,58,03,67,801</b> |
| <b>Equity</b>                       |       |                       |                       |
| Equity Share Capital                | 9     | 1,03,18,70,166        | 1,00,00,00,000        |
| Other Equity                        | 10    | 4,47,57,83,430        | 50,21,13,293          |
| <b>Non Current Liabilities</b>      |       |                       |                       |
| Financial Liabilities               |       |                       |                       |
| Borrowings                          | 11    | 19,48,47,255          | 20,28,85,776          |
| Deferred Tax Liabilities            |       | -                     | -                     |
| Other non-current liabilities       |       | -                     | -                     |
| <b>Current Liabilities</b>          |       |                       |                       |
| Financial Liabilities               |       |                       |                       |
| Borrowings                          | 12    | 27,12,92,734          | 39,98,54,373          |
| Trade Payables                      | 13    | 2,52,05,704           | 3,48,46,029           |
| Other current financial liabilities | 14    | 44,57,53,185          | 42,87,59,222          |
| Other current liabilities           | 15    | 1,41,49,194           | 1,19,09,108           |
| Current Tax Liabilities (Net)       |       | -                     | -                     |
| Contigent Liability                 | 27    |                       |                       |
| <b>Total Equity and Liabilities</b> |       | <b>6,45,89,01,668</b> | <b>2,58,03,67,801</b> |

Significant Accounting Policies 1

The Notes Referred To Above Form Part of the Financial Statements  
In terms of our separate report of even date attached

For J.M. Patel & Bros.  
Chartered Accountants  
F.R.No : 107707W

(J. M. Patel)  
M.COM., F.C.A.  
M. No. 030161

Place :Ahmedabad  
Date: 16/05/2024  
UDIN: 24030161BKELTG1396

for and on behalf of the Board of Directors  
of Mishtann Foods Limited

Hiteshkumar G. Patel  
DIN: 05340865  
Managing Director

Navinchandra D. Patel  
DIN: 05340874  
Director & CFO

Shivangi Shah  
M. No. A53342  
Company Secretary

Place :Ahmedabad  
Date: 16/05/2024

## MISHTANN FOODS LIMITED

B-905, Empire Business Hub, Opp. Shakti Farm, Science City Road, Sola, Ahmedabad-380060

CIN : L15400GJ1981PLC004170

Consolidated Statement of Profit & Loss for the year ended on 31st March,2024

| Particulars   | NOTES | For the Year<br>ended on<br>31st March 2024 | For the Year<br>ended on<br>31st March 2023 |
|---|-------|---|---|
| <b>Income</b>   |       |   |   |
| Revenue from operations   | 16    | 12,88,08,54,669                             | 6,50,38,52,306                              |
| Other Income  | 17    | 5,66,725                                    | 4,64,473                                    |
| <b>Total Revenue</b>  |       | <b>12,88,14,21,394</b>                      | <b>6,50,43,16,779</b>                       |
| <b>Expenditure</b>  |       |   |   |
| Cost of Materials Consumed  | 18    | 7,45,55,47,667                              | 5,63,91,29,668                              |
| Changes in inventories of finished goods, work-in-progress and Stock-in-Trade | 19    | -   | -   |
| Employee benefit expense  | 20    | 2,74,18,704                                 | 33,85,651                                   |
| Selling, Administration & other expenses                                      | 21    | 1,78,05,57,682                              | 1,11,37,287                                 |
| Financial costs   | 22    | 4,45,58,720                                 | 4,99,17,186                                 |
| Depreciation & Amortisation Charges   | 23    | 68,11,818                                   | 79,82,793                                   |
| Other Expenses  | 24    | 2,66,95,064                                 | 2,46,25,833                                 |
| <b>Total Expenses</b>   |       | <b>9,34,15,96,398</b>                       | <b>5,73,61,78,418</b>                       |
| <b>Profit before exceptional and extraordinary items and tax</b>              |       | <b>3,53,98,24,996</b>                       | <b>76,81,38,361</b>                         |
| Exceptional Items   |       |   |   |
| <b>Profit before extraordinary items and tax</b>                              |       | <b>3,53,98,24,996</b>                       | <b>76,81,38,631</b>                         |
| Extraordinary Items   |       |   |   |
| <b>Profit before tax</b>  |       | <b>3,53,98,24,996</b>                       | <b>76,81,38,631</b>                         |
| <b>Tax expense:</b>   |       |   |   |
| Current tax   |       | 7,95,33,595                                 | 26,89,12,613                                |
| Deferred tax  |       |   |   |
| <b>Profit/(Loss) for the year</b>   |       | <b>3,46,02,91,401</b>                       | <b>49,92,25,748</b>                         |
| Earning per equity share:   |       |   |   |
| (1) Basic   | 25    | 0.14  | 0.50  |
| (2) Diluted   |       |   |   |

The Notes Referred To Above Form Part of the  
Financial Statements  
In terms of our separate report of even date attached

1

**For J.M. Patel & Bros.  
Chartered Accountants  
F.R.No : 107707W**

**(J. M. Patel)  
M.COM., F.C.A.  
M. No. 030161**

**Place :Ahmedabad  
Date: 16/05/2024  
UDIN: 24030161BKELTG1396**

**for and on behalf of the Board of Directors  
of Mishtann Foods Limited**

**Hiteshkumar G. Patel  
DIN: 05340865  
Managing Director**

**Navinchandra D. Patel  
DIN: 05340874  
Director & CFO**

**Shivangi Shah  
M. No. A53342  
Company Secretary**

**Place :Ahmedabad  
Date: 16/05/2024**

**MISHTANN FOODS LIMITED**

B-905, Empire Business Hub, Opp. Shakti Farm, Science City Road, Sola, Ahmedabad-380060

CIN : L15400GJ1981PLC004170

Consolidated Cash Flow Statement as on 31.03.2024

| Particulars  | As at 31st Mar. 2024  | As at 31st Mar. 2023  |
|--|-----------------------|-----------------------|
| <b>Profit for the financial year ( Profit Before Tax)</b>              | <b>3,53,98,24,996</b> | <b>76,81,38,361</b>   |
| Adjustments for:   |                       |                       |
| Tax on profit  |                       |                       |
| Depreciation and amortisation  | 68,11,818             | 79,82,793             |
| (Profit)/loss on disposal of property, plant, equipment and investment |                       |                       |
| Increase/Decrease in provisions  | 1,69,93,963           | 26,89,14,445          |
| Prior Period Adjustments   | (54,71,264)           | (72,59,570)           |
| <b>Operating cash flows before movements in working capital</b>        | <b>3,55,81,59,513</b> | <b>1,03,77,76,029</b> |
| (Increase)/Decrease in Inventories                                     | 3,53,34,110           | 12,15,43,452          |
| (Increase)/Decrease in short term loan and advances                    | (19,02,50,837)        | (68,00,570)           |
| Increase/(Decrease) in Other Current Liabilities                       | 22,40,086             | 51,62,182             |
| (Increase)/Decrease in Long Term Advances                              | (1,71,57,285)         | 11,63,59,521          |
| (Increase)/Decrease in other non current assets                        | -                     | -                     |
| Decrease/(Increase) in receivables                                     | (3,70,65,63,219)      | (1,21,31,93,279)      |
| Increase in assets (misc. assets)                                      |                       |                       |
| Increase/(Decrease) in Short Term Borrowing                            | (12,85,61,639)        | 17,05,84,842          |
| Increase/(Decrease) in trade payables                                  | (96,40,325)           | 1,17,55,247           |
| Cash generated by operation  | (4,01,45,99,109)      | (79,45,88,605)        |
| Taxes paid   | (7,95,33,595)         | (26,89,12,613)        |
| <b>Net cash inflow from operating activities</b>                       | <b>(53,59,73,191)</b> | <b>(2,57,25,189)</b>  |
|  |                       |                       |
| <b>Investing activities</b>  |                       |                       |
| Proceeds of disposal of fixed assests                                  | -                     | -                     |
| Proceeds of disposal of Investments                                    | -                     | -                     |
| (Purchase)/Sale of fixed assests                                       | (1,93,706)            | (5,70,500)            |
| (Purchase)/Sale of investments   | (22,60,703)           | -                     |
| <b>Net cash used in investing activities</b>                           | <b>(24,54,409)</b>    | <b>(5,70,500)</b>     |
|  |                       |                       |
| <b>Financing activities</b>  |                       |                       |
| Proceeds from issue of share capital (Including Premium)               | 55,17,20,167          | -                     |
| Proceeds from long term borrowings                                     | (80,38,521)           | 2,58,37,563           |
| Dividend (Interim & Final)   | (10,00,000)           | (15,00,000)           |
| <b>Net cash used in investing activities</b>                           | <b>54,26,81,646</b>   | <b>2,43,37,563</b>    |
|  |                       |                       |
| <b>Net (decrease)/increase in cash and cash equivalents</b>            | <b>42,54,046</b>      | <b>(19,58,126)</b>    |
| Cash and cash equivalents at beginning of year                         | 4,54,001              | 24,12,127             |
| <b>Cash and cash equivalents at end of year</b>                        | <b>47,08,047</b>      | <b>4,54,001</b>       |
| Cash-in hand   | 47,08,047             | 4,54,001              |

For J.M. Patel & Bros.  
Chartered Accountants  
F.R.No : 107707W

(J. M. Patel)  
M.COM., F.C.A.  
M. No. 030161

Place :Ahmedabad  
Date: 16/05/2024  
UDIN: 24030161BKELTG1396

for and on behalf of the Board of Directors  
of Mishtann Foods Limited

Hiteshkumar G. Patel  
DIN: 05340865  
Managing Director

Navinchandra D. Patel  
DIN: 05340874  
Director & CFO

Shivangi Shah  
M. No. A53342  
Company Secretary

Place :Ahmedabad  
Date: 16/05/2024

**MISHTANN FOODS LIMITED**

B-905, Empire Business Hub, Opp. Shakti Farm, Science City Road, Sola, Ahmedabad-380060

CIN : L15400GJ1981PLC004170

Analysis of ratios (Consolidate)

| Particulars                             | 2023-24         | 2022-23        | Reson                           |
|---|-----------------|----------------|---------------------------------|
| <b>Current Ratio</b>                    | 8.42            | 2.86           | Due to Increase working capital |
| Current Assets                          | 6,36,55,33,290  | 2,49,97,99,298 |                                 |
| Current Liabilities                     | 75,64,00,817    | 87,53,68,732   |                                 |
| <b>Debt Equity ratio</b>                | 0.04            | 0.14           |                                 |
| Total Long Term Debts                   | 19,48,47,255    | 20,28,85,776   |                                 |
| Shareholders Fund                       | 5,50,76,53,596  | 1,50,21,13,293 |                                 |
| <b>Debt Service Coverage Ratio</b>      | 80.43           | 16.39          | Due to Decrease of Turnover     |
| Net profit Before Interest & Taxes      | 3,58,43,90,459  | 81,80,55,547   |                                 |
| Fixed Interest Charges                  | 4,45,65,463     | 4,99,17,186    |                                 |
| <b>Return on Equity Ratio</b>           | 335.34%         | 49.92%         | Due to Decrease of Turnover     |
| Net Profit after Taxes                  | 3,46,02,91,401  | 49,92,25,748   |                                 |
| Gross Capital Employed                  | 1,03,18,70,166  | 1,00,00,00,000 |                                 |
| <b>Inventory turnover ratio</b>         | 0.02            | 0.04           | Due to Decrease of Turnover     |
| Inventory                               | 24,61,13,446    | 28,14,47,556   |                                 |
| Net Sales                               | 12,88,08,54,669 | 6,50,38,52,306 |                                 |
| <b>Trade Receivables turnover ratio</b> | 3.17            | 4.07           | Due to Decrease of Turnover     |
| Total Sales                             | 12,88,08,54,669 | 6,50,38,52,306 |                                 |
| Account Receivables                     | 4,05,85,20,232  | 1,59,86,41,983 |                                 |
| <b>Trade payables turnover ratio</b>    | 247.09          | 190.42         | Due to Decrease of Turnover     |
| Net Credit Purchases                    | 7,41,89,80,325  | 5,51,61,50,009 |                                 |
| Average Accounts Payable                | 3,00,25,867     | 2,89,68,406    |                                 |
| <b>Net capital turnover ratio</b>       | 7.23            | 5.64           | Due to Decrease of Turnover     |
| Cost of Sales                           | 7,45,55,47,667  | 5,63,91,29,668 |                                 |
| Capital Employed                        | 1,03,18,70,166  | 1,00,00,00,000 |                                 |
| <b>Net profit ratio</b>                 | 26.86%          | 7.68%          | Due to Decrease of Turnover     |
| Net Profit                              | 3,46,02,91,401  | 49,92,25,748   |                                 |
| Net Sale                                | 12,88,08,54,669 | 6,50,38,52,306 |                                 |
| <b>Return on Capital employed</b>       | 62.83%          | 33.23%         | Due to Decrease of Turnover     |
| Net Profit after Taxes                  | 3,46,02,91,401  | 49,92,25,748   |                                 |
| Gross Capital Employed                  | 5,50,76,53,596  | 1,50,21,13,293 |                                 |
| <b>Return on investment</b>             | 62.83%          | 33.23%         | Due to Decrease of Turnover     |
| Net Profit After Interest And Taxes     | 3,46,02,91,401  | 49,92,25,748   |                                 |
| Shareholders Funds or Investments       | 5,50,76,53,596  | 1,50,21,13,293 |                                 |

For J.M. Patel & Bros.  
Chartered Accountants  
F.R.No : 107707W

(J. M. Patel)  
M.COM., F.C.A.  
M. No. 030161

Place :Ahmedabad  
Date: 16/05/2024  
UDIN: 24030161BKELTG1396

for and on behalf of the Board of Directors  
of Mishtann Foods Limited

Hiteshkumar G. Patel  
DIN: 05340865  
Managing Director

Navinchandra D. Patel  
DIN: 05340874  
Director & CFO

Shivangi Shah  
M. No. A53342  
Company Secretary

Place :Ahmedabad  
Date: 16/05/2024



**MISHTANN FOODS LIMITED**  
(CONSOLIDATE)

**NOTE 1: SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS.**

1) Corporate Information:

**MISHTANN FOODS LIMITED (CIN: L15400GJ1981PLC004170)** ('the Company') is dealing in Agriculture Produce Business i.e. manufacturing and processing of Raw Rice, Basmati Rice, Rice, Wheat, Salt, etc.

**Registered Office** of the Company is Situated at : B-905, Empire Business Hub, Opp. Shakti Farm, Science City Road, Sola, Ahmedabad, Daskroi, Gujarat, India, 380060

**Plant** of the Company is situated at : Survey No. 10, At: Kabodari, Himatnagar – Dhansura Highway, Ta : Talod, Dist.: Sabarkantha -383305, Gujarat.

**LIST OF SUBSIDIARY:-**

1. GROW AND GRUB NUTRIENTS FZ-LLC, UAE
2. GROW & MORE NUTRIFOODS PTE. LTD. in Singapore.

**2. SIGNIFICANT ACCOUNTING POLICIES**

**A. BASIS OF ACCOUNTING:**

a. The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on accrual basis, the provisions of the companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by the securities and Exchange Board of India (SEBI), The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the companies Indian Accounting Standards) Rule 2015 and relevant amendment rules issued thereafter.

b. Effective April 1, 2017, the Company has adopted all the Ind AS standards and the adoption was carried out in accordance with Ind AS 101 First time adoption of Indian Accounting Standards, with April 1, 2016 as the transition date. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP.

**B. USE OF ESTIMATES:**

The preparation of the Financial Statements in conformity with Generally Accepted Accounting Principles requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported amounts of income and expenditure during the period. The Management believes that the estimates used in preparation of the Financial Statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the period in which the results are known/ materialized.

**C. DIVIDEND:**

Final dividends on shares are recorded as liability on the date of approval by the shareholders and interim dividends are recorded as liability on the date of declaration by the company board of directors.

The company declared and pay dividends in Indian rupees is subject to TDS.

The Board of Directors recommended a final dividend 0.1% of equity share for the financial year ended March 31, 2024. The payment is subject to the approval of the shareholders in the ensuring Annual General Meeting of the Company and if approved would result in a cash outflow of approximately Rs. 10,62,813/-. Subject to TDS.

**D. PROPERTY, PLANT AND EQUIPMENTS:**

Property, Plant and Equipments has been recorded at actual cost inclusive of duties, taxes and other residual expenses related to acquisition, improvement and installation. The company depreciates property, plant and equipments over their estimated useful lives using the WDV method.

**The estimated useful lives of assets are as under:**

| Nature of Assets      | Useful Life |
|-----------------------|-------------|
| Building              | 60 Years    |
| Electric Installation | 10 Years    |
| Plant and Machineries | 15 Years    |

|                        |          |
|------------------------|----------|
| Computers              | 3 Years  |
| Furniture And Fittings | 10 Years |
| Office Equipments      | 5 Years  |
| Vehicles               | 8 Years  |

For transaction to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipments recognized as of April 1, 2016 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

#### Intangible Assets:

Intangible Assets are stated at cost of acquisition or less accumulated amortization. If any.

#### E. IMPAIRMENT OF ASSETS:

Assets are reviewed for impairment losses whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the carrying amount of the assets exceeds its recoverable amount, which is the higher of an asset's net selling price and value in use.

#### F. INVESTMENTS:

Long-term investments are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments includes acquisition charges such as brokerage, fees and duties.

Investments carried at cost. (In Rs. Lakh)

| Particulars   | As at          |                |
|---|----------------|----------------|
|   | March 31, 2024 | March 31, 2023 |
| Non-Current Investments Equity Instruments of Other Companies | 22.83          | 0.22           |

#### G. BORROWING COST AND FINANCE CHARGES:

Borrowing costs directly attributable to the acquisition or construction of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the asset until such time that the assets are substantially ready for their intended use. Capitalization of borrowing costs is suspended and charged to profit and loss during the extended periods when the active

development on the qualifying assets is interrupted. Qualifying fixed asset is an asset that necessarily takes a substantial period of time to get ready for their intended use or sale. All other borrowing costs are charged to statement of Profit and Loss over the tenure of the borrowing.

#### H. INVENTORIES:

Current Year The opening stock valued carry forward excess to the extent of RS.9,55,04,370/- hence profit decreased to that extend as per AS 2 the inventories should be valued at lower of the cost and net realizable value. Hence inventory valuation policy followed by the company is not consistent with going concern basis.

#### I. REVENUE RECOGNITION:

Revenue is recognized to the extent it is probable that the economic benefits will flow to the company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duty. The Company assesses its revenue arrangements against specific criteria to determine if it is acting as principle or agent. The company has concluded that it is acting as a principal is all of its revenue arrangements.

#### J. TAXATION:

Taxes on Income are accounted in the same period to which the revenue and expenses relate. Provision for current income tax is made on the basis of estimated taxable income, in accordance with the provisions of the Income Tax Act, 1961 and rules framed the under Deferred tax is the tax effect of timing difference The timing differences are differences between the taxable income and accounting Income for a period that originate in one period and are capable of reversal in one or more subsequent periods.

MAT credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period

said fund have been utilized for working capital.

29. As inform to us by the management there were no details of benami property held.

30. All of the Debit, Credit, Balances including, Loans & advances lying in various party's Customer's accounts are subject to their balance confirmation. Date of the company are separately disclosed.

**For, MISHTANN FOODS LIMITED**

**Hiteshkumar G. Patel**  
Managing Director  
DIN: 05340865

**Navinchandra D. Patel**  
Director & CFO  
DIN: 05340874

**Shivangi Shah**  
M. No. A53342  
Company Secretary

Place :Ahmedabad  
Date: 16/05/2024

**For, J.M. Patel & Bros.**  
Chartered Accountants  
F.R.No.107707WSD/-

**(J.M. Patel)**  
M.COM., F.C.A.  
M. No. 030161  
UDIN: 24030161BKELTG1396  
Place :Ahmedabad  
Date: 16/05/2024

## Notes to Consolidated Financial Statements For the year ended on 31st March 2024

### 2. Property, Plant & Equipments

| Tangible asset                       | Opening balance<br>01.04.2023 | Gross Value     |           | Total               | Opening balance     | Depreciation     |           | Total               | Closing balance    |                    |
|--------------------------------------|-------------------------------|-----------------|-----------|---------------------|---------------------|------------------|-----------|---------------------|--------------------|--------------------|
|                                      |                               | Additions       | Deletions |                     |                     | Additions        | Deletions |                     | 31.03.2024         | 31.03.2023         |
| a Factory & Building                 | 1,89,34,822                   | -               | -         | 1,89,34,822         | 1,02,28,524         | 8,28,801         | -         | 1,10,57,325         | 78,77,497          | 87,06,298          |
| b Plant & Machinery                  | 11,12,87,170                  | -               | -         | 11,12,87,170        | 8,28,55,783         | 51,52,046        | -         | 8,80,07,829         | 2,32,79,341        | 2,84,31,387        |
| c Air Conditioner                    | 9,82,953                      | -               | -         | 9,82,953            | 8,40,316            | 37,005           | -         | 8,77,321            | 1,05,632           | 1,42,637           |
| d Computer & Printer                 | 12,89,571                     | 1,76,995        | -         | 14,66,566           | 9,89,593            | 1,89,856         | -         | 11,79,449           | 2,87,117           | 2,99,978           |
| e Electrical Installation            | 19,50,084                     | 16,710          | -         | 19,66,794           | 17,61,476           | 96,706           | -         | 18,58,182           | 1,08,612           | 1,88,608           |
| f Office Furniture                   | 5,64,867                      | -               | -         | 5,64,867            | 4,86,628            | 20,298           | -         | 5,06,926            | 57,941             | 78,239             |
| g Telephone                          | 44,437                        | -               | -         | 44,437              | 43,700              | -                | -         | 43,700              | 737                | 737                |
| h Electric Equipment                 | 1,44,389                      | -               | -         | 1,44,389            | 84,527              | 15,099           | -         | 99,626              | 44,763             | 59,862             |
| i Office Building                    | 85,76,096                     | -               | -         | 85,76,096           | 36,17,806           | 4,72,007         | -         | 40,89,813           | 44,86,283          | 49,58,290          |
|                                      |                               |                 |           |                     |                     |                  |           |                     |                    |                    |
| <b>Total</b>                         | <b>14,37,74,389</b>           | <b>1,93,705</b> | <b>-</b>  | <b>14,39,68,094</b> | <b>10,09,08,353</b> | <b>68,11,818</b> | <b>-</b>  | <b>10,77,20,171</b> | <b>3,62,47,923</b> | <b>4,28,66,036</b> |
| <b>Capital Work in Progress</b>      | <b>-</b>                      | <b>-</b>        | <b>-</b>  | <b>-</b>            | <b>-</b>            | <b>-</b>         | <b>-</b>  | <b>-</b>            | <b>-</b>           | <b>-</b>           |
| <b>Total</b>                         | <b>14,37,74,389</b>           | <b>1,93,705</b> | <b>-</b>  | <b>14,39,68,094</b> | <b>10,09,08,353</b> | <b>68,11,818</b> | <b>-</b>  | <b>10,77,20,171</b> | <b>3,62,47,923</b> | <b>4,28,66,036</b> |
| <b>Figures for the previous year</b> | <b>14,32,03,889</b>           | <b>5,70,500</b> | <b>-</b>  | <b>14,37,74,389</b> | <b>9,29,25,561</b>  | <b>79,82,792</b> | <b>-</b>  | <b>10,09,08,353</b> | <b>4,28,66,036</b> | <b>5,02,78,328</b> |

## Notes to Consolidated Financial Statements For the year ended on 31st March 2024

### 3. Investments

| Particulars                     | As at 31st Mar. 2024 | As at 31st Mar. 2023 |
|---------------------------------|----------------------|----------------------|
| Investment in Equity Shares of, |                      |                      |
| Adani Enterprise                | 351                  | 351                  |
| Arvind Ltd                      | 816                  | 816                  |
| Asian Granito                   | 1429                 | 1429                 |
| Bank of Baroda                  | 2213                 | 2213                 |
| KRBL Ltd.                       | 200                  | 200                  |
| Punjab National Bank            | 883                  | 883                  |
| SBI                             | 4,640                | 4,640                |
| TCS                             | 11,860               | 11,860               |
| Investment in Subsidiary Co.    |                      |                      |
| Grow & Grub - Subsidiary Equity | 22,60,703            |                      |
|                                 | <b>22,83,095</b>     | <b>22,392</b>        |

(All are listed and market value are Rs. 45,020 as on 31-03-2024)

### 4. Long Term Loans and Advances

| Particulars                              | As at 31st Mar. 2024 | As at 31st Mar. 2023 |
|--|----------------------|----------------------|
| Security Deposites                       |                      |                      |
| Bharat Pesticides Industries Pvt. Ltd.   | -                    | 80,000               |
| BSE Limited - Deposit                    | 49,81,936            | 80,000               |
| CST Deposit                              | 10,000               | 10,000               |
| Indian Oil Corporation Ltd               | 5,100                | 5,100                |
| M N Shivyogi Traders - Rent Deposit      | 1,50,000             | 1,50,000             |
| Punjab National Bank Deposit             | 74,24,945            | 70,38,296            |
| Super E Factory Depot Pvt. Ltd. -Deposit | 30,000               | 30,000               |
| Uttar Gujarat Vij Company Ltd. Deposit   | 21,93,920            | 21,93,920            |
| VAT Deposit                              | 10,000               | 10,000               |
| FD for CGST Paid Under Protest           | 2,00,00,000          | 2,00,00,000          |
| Other Advances                           |                      |                      |
| Advance Tax -VAT                         | 25,000               | 25,000               |
| Other Advances                           | 1,85,58,538          | 66,89,838            |
|  | <b>5,33,89,439</b>   | <b>3,62,32,154</b>   |

(All other advances are unsecured but recoverable.)

**5. Inventories**

| Particulars         | As at 31st Mar. 2024 | As at 31st Mar. 2023 |
|---------------------|----------------------|----------------------|
| Raw materials       | 24,61,13,446         | 28,14,47,556         |
| Finished goods      | -                    | -                    |
| Semi Finished goods | -                    | -                    |
| Waste               | -                    | -                    |
|                     | <b>24,61,13,446</b>  | <b>28,14,47,556</b>  |

Inventory items have been valued as disclosed in note related to Significant accounting policies.

**6. Trade Receivable**

| Particulars                            | As at 31st Mar. 2024  | As at 31st Mar. 2023  |
|--|-----------------------|-----------------------|
| a) Secured, Considered Good :          | -                     | -                     |
| b) Unsecured, Considered Good :        | 5,91,18,01,841        | 2,20,52,38,622        |
| c) Doubtful                            | -                     | -                     |
| Less : Expected credit loss allowances |                       |                       |
| <b>Total Trade Receivable</b>          | <b>5,91,18,01,841</b> | <b>2,20,52,38,622</b> |

**Trade receivables Ageing Schedule  
As at March 31, 2024**

**Outstanding for following periods from due date of payment**

| Particulars   | Current but not due   | Less than 6 Months    | 6 months - 1 year   | 1-2 years | 2-3 years | More than 3 years | Total                 |
|---|-----------------------|-----------------------|---------------------|-----------|-----------|-------------------|-----------------------|
| Undisputed Trade Receivables-considered good                                | 3,37,53,96,640        | 1,55,61,51,684        | 98,02,53,517        | 0         | 0         | 0                 | 5,91,18,01,841        |
| Undisputed Trade Receivables-which have significant increase in credit risk | 0                     | 0                     | 0                   | 0         | 0         | 0                 | 0                     |
| Undisputed Trade Receivables-credit impaired                                | 0                     | 0                     | 0                   | 0         | 0         | 0                 | 0                     |
| Total (a)   | 3,37,53,96,640        | 1,55,61,51,684        | 98,02,53,517        | 0         | 0         | 0                 | 5,91,18,01,841        |
| Less:-  |                       |                       |                     |           |           |                   |                       |
| Expected credit loss allowances (b)   | 0                     | 0                     | 0                   | 0         | 0         | 0                 | 0                     |
| <b>Total (a)-(b)</b>  | <b>3,37,53,96,640</b> | <b>1,55,61,51,684</b> | <b>98,02,53,517</b> | <b>0</b>  | <b>0</b>  | <b>0</b>          | <b>5,91,18,01,841</b> |

**Trade receivables Ageing Schedule  
As at March 31, 2024**

## Outstanding for following periods from due date of payment

| Particulars   | Current but not due   | Less than 6 Months  | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | Total                 |
|---|-----------------------|---------------------|-------------------|-----------|-----------|-------------------|-----------------------|
| Undisputed Trade Receivables-considered good                                | 1,68,89,55,647        | 51,62,82,975        | 0                 | 0         | 0         | 0                 | 2,20,52,38,622        |
| Undisputed Trade Receivables-which have significant increase in credit risk | 0                     | 0                   | 0                 | 0         | 0         | 0                 | 0                     |
| Undisputed Trade Receivables-credit impaired                                | 0                     | 0                   | 0                 | 0         | 0         | 0                 | 0                     |
| Total (a)   | 1,68,89,55,647        | 51,62,82,975        | 0                 | 0         | 0         | 0                 | 2,20,52,38,622        |
| Less:-  |                       |                     |                   |           |           |                   |                       |
| Expected credit loss allowances (b)   | 0                     | 0                   | 0                 | 0         | 0         | 0                 | 0                     |
| <b>Total (a)-(b)</b>  | <b>1,68,89,55,647</b> | <b>51,62,82,975</b> | <b>0</b>          | <b>0</b>  | <b>0</b>  | <b>0</b>          | <b>2,20,52,38,622</b> |

**Trade receivables Ageing Schedule**  
As at March 31, 2024

### 7. Cash and cash equivalents

| Particulars       | As at 31st Mar. 2024 | As at 31st Mar. 2023 |
|-------------------|----------------------|----------------------|
| Cash on Hand      | 11,99,458            | 4,54,001             |
| Balance with Bank | 35,08,589            | 4,54,001             |
|                   | <b>47,08,047</b>     | <b>4,54,001</b>      |

### 8. Short term loan and advances

| Particulars                  | As at 31st Mar. 2024 | As at 31st Mar. 2023 |
|------------------------------|----------------------|----------------------|
| Pre-Paid Expenses            | 5,40,640             | 5,74,842             |
| TDS/TCS Receivable           | 32,82,335            | 1,20,78,202          |
| Advances to Customers        | 19,88,12,694         |                      |
| Unpaid Dividend Account      |                      |                      |
| HDFC BANK UNCLAIMED DIV. A/C | 4,242                | 4,242                |
| SBI BANK UNCLAIMED DIV. A/C  | 2,70,045             | 1,833                |
| SBI BANK UNCLAIMED DIV. A/C  | <b>20,29,09,956</b>  | <b>1,26,59,119</b>   |

## 9. Share Capital

| Particulars  | As at 31st Mar. 2024  | As at 31st Mar. 2023  |
|--|-----------------------|-----------------------|
| <b>Authorised Share Capital:</b><br>(130,00,00,000 Equity shares of Rs. 1/- each)  | 1,30,00,00,000        | 1,00,00,00,000        |
| <b>Issued, Subscribed and Fully Paid up Share Capital:</b><br>102,96,00,000 Equity shares of Rs. 1/- each  |                       | 1,00,00,00,000        |
| Grow and Grub Nutrients FZ-LLC- Wholly Owned Subsidiary  | 22,70,166             |                       |
| Grow and Grub Nutrients FZ-LLC- Wholly Owned Subsidiary  | <b>1,03,18,70,166</b> | <b>1,00,00,00,000</b> |
| <b>a) The reconciliation of the number of shares outstanding is set out below:</b>   | -                     | -                     |
| Number of Equity Shares at the beginning of the year at Rs. 1/- each   | 1,00,00,00,000        | 50,00,00,000          |
| Add: No. of Equity Shares issued during the year as Bonus Allotment at Rs. 1/- each  | 0                     | 50,00,00,000          |
| Add: No. of Equity Shares issued during the year pursuant to conversion of warrants into Equity Shares as Private Placement at issue price of Rs. 13.50 including premium of Rs. 12.50 | 2,96,00,000           |                       |
| <b>Number of Equity Shares at the end of the year * at Rs. 1/- each</b>  | <b>1,02,96,00,000</b> | <b>1,00,00,00,000</b> |

\* The Authorised Capital of the Company is Rs. 130,00,00,000 comprising of 130,00,00,000 number of Equity Shares of Rs. 1/- each. During the year ended March 31, 2024, the Parent Company has received listing approval of 2,96,00,000 Equity Shares issued pursuant to Preferential Issue of Convertible Warrants into Equity Shares from BSE and MSEI. The trading of 2,96,00,000 Equity Shares has been commenced from March 19, 2024. The Company is yet convert 4,44,00,000 Warrants into Equity.

### b) Shares held by Shareholders holding more than 5 percent shares in the Company:

| Name of Shareholder            | As at 31st Mar. 2024 |         | As at 31st Mar. 2023 |         |
|--------------------------------|----------------------|---------|----------------------|---------|
|                                | No. of Shares        | holding | No. of Shares        | holding |
| Hiteshkumar Gaurishankar Patel | 48,71,69,387         | 47.32%  | 49,76,88,728         | 49.77%  |
| Vasantbhai Bhikhabhai Patel    | 0                    | 0.00%   | 5,00,79,774          | 5.01%   |

### c) Terms/Rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 1/- per share. Each holder of equity shares is entitled to one vote per share and has equal dividend right. The Company declares and pays dividend in Indian Rupees. The Dividend if proposed by the Board of Directors is subject to shareholders approval in the ensuing Annual General Meeting. In the event of liquidation of the Company, the equity shareholders will be entitled to receive the remaining assets of the Company in proportion to the number of equity shares held by the shareholders.



## 10. Other Equity

| PARTICULARS                             | Share applica<br>tion money<br>pending<br>allotment | Equity<br>component of<br>compound<br>financial | Capital<br>Reserve | Reserves and Surplus<br>Securities<br>Premium<br>Reserve | General<br>Reserves | Retained<br>Earnings/<br>profit & loss | Debenture<br>Redemption<br>Reserve | Employee<br>Stock Option<br>Outstanding | Total                 |
|---|---|---|--------------------|--|---------------------|--|------------------------------------|---|-----------------------|
| <b>Balance as at 1.04.2022</b>          | -   | -   | -                  | -  | -                   | <b>51,16,47,115</b>                    | -                                  | -                                       | <b>51,16,47,115</b>   |
| Total Comprehensive Income for the year | -   | -   | -                  | -  | -                   | 49,92,25,748                           | -                                  | -                                       | 49,92,25,748          |
| Dividends                               | -   | -   | -                  | -  | -                   | (15,00,000)                            | -                                  | -                                       | (15,00,000)           |
| Tax on Dividends                        | -   | -   | -                  | -  | -                   | -                                      | -                                  | -                                       | -                     |
| Transfer from profit & loss             | -   | -   | -                  | -  | -                   | -                                      | -                                  | -                                       | -                     |
| On ESOP                                 | -   | -   | -                  | -  | -                   | -                                      | -                                  | -                                       | -                     |
| Transfer to CSR from General Reserve    | -   | -   | -                  | -  | -                   | (72,59,570)                            | -                                  | -                                       | (72,59,570)           |
| Bonus Issue                             | -   | -   | -                  | -  | -                   | (50,00,00,000)                         | -                                  | -                                       | (50,00,00,000)        |
| <b>Balance as at 31.03.2023</b>         | -   | -   | -                  | -  | -                   | <b>50,21,13,293</b>                    | -                                  | -                                       | <b>50,21,13,293</b>   |
| Total Comprehensive Income for the year | -   | -   | -                  | -  | -                   | 3,46,02,91,401                         | -                                  | -                                       | 3,46,02,91,401        |
| Dividends (Final)                       | -   | -   | -                  | -  | -                   | (10,00,000)                            | -                                  | -                                       | (10,00,000)           |
| Tax on Dividends                        | -   | -   | -                  | -  | -                   | -                                      | -                                  | -                                       | -                     |
| On ESOP                                 | -   | -   | -                  | -  | -                   | -                                      | -                                  | -                                       | -                     |
| Transfer to CSR from General Reserve    | -   | -   | -                  | -  | -                   | (54,71,264)                            | -                                  | -                                       | (54,71,264)           |
| Security Premium                        | -   | -   | -                  | 37,00,00,000.00  | -                   | -                                      | -                                  | -                                       | 37,00,00,000          |
| Money Received against Share Warrant    | 14,98,50,000  | -   | -                  | -  | -                   | -                                      | -                                  | -                                       | 14,98,50,000          |
| <b>Balance as at 31.03.2024</b>         | -   | -   | -                  | -  | -                   | <b>3,95,59,33,430</b>                  | -                                  | -                                       | <b>4,47,57,83,430</b> |

\* The Parent Company has received listing approval of 2,96,00,000 Equity Shares issued pursuant to Preferential Issue of Convertible Warrants into Equity Shares at the issue price of Rs. 13.50 (including premium of Rs. 12.50), from BSE and MSEI. The trading of 2,96,00,000 Equity Shares has been commenced from March 19, 2024. The Company is yet convert 4,44,00,000 Warrants into Equity, whose 25% subscription money has been received.

**11. Long Term Borrowings**

| Particulars            | As at 31st Mar. 2024 | As at 31st Mar. 2023 |
|------------------------|----------------------|----------------------|
| <b>Secured loans</b>   |                      |                      |
| Loans from Banks       |                      |                      |
| SBI-GECL               | 13,70,92,767         | 14,51,31,288         |
| <b>Unsecured Loans</b> |                      |                      |
| Loan from Promoters    | 5,77,54,488          | 5,77,54,488          |
|                        | <b>19,48,47,255</b>  | <b>20,28,85,776</b>  |

**12. Short-term borrowings**

| Particulars  | As at 31st Mar. 2024 | As at 31st Mar. 2023 |
|--|----------------------|----------------------|
| Loans from Banks   |                      |                      |
| State Bank of India (CC Account No.37820307899)  | 27,12,92,734         | 39,98,54,373         |
| State Bank of India (CECL)   |                      |                      |
| Secured Against : Factory & Land : Sr No. 24,25,26,27,28, 29,70,76,77 At Dhandha, Himatnagar |                      |                      |
| Secured Against : Factory & Land : Sr No. 10, At Kabodari, Talod,                            |                      |                      |
| Secured Against : Residential Building at Sambhavnath Society, Himatnagar                    |                      |                      |
| Secured Against : All Plant & Machinery, Stocks & Book Debts                                 |                      |                      |
|  | <b>27,12,92,734</b>  | <b>39,98,54,373</b>  |

**13. Trade Payables**

| Particulars                    | As at 31st Mar. 2023 | As at 31st Mar. 2022 |
|--------------------------------|----------------------|----------------------|
| Creditors for raw materials    | 1,16,59,242          | 1,03,69,552          |
| Creditors for expenses         | 1,33,12,066          | 2,37,92,952          |
| Creditors for Packing Material | 2,34,396             | 6,83,525             |
|                                | <b>2,52,05,704</b>   | <b>3,48,46,029</b>   |

(There were no MSME Creditors and no disputed dues.)

**Trade receivables Ageing Schedule**

As at March 31, 2024

## Outstanding for following periods from due date of payment

| Particulars  | Current but not due | 6 months - 1 year | 1-2 years          | 2-3 years   | More than 3 years | Total              |
|--|---------------------|-------------------|--------------------|-------------|-------------------|--------------------|
| Total outstanding dues of micro enterprises and small enterprises                      | 0.00                | 0.00              | 0.00               | 0.00        | 0.00              | 0.00               |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 1,05,78,024         | 39,84,630         | 1,06,43,050        | 0.00        | 0.00              | 2,52,05,704        |
| Disputed dues of micro enterprises and small enterprises                               | 0.00                | 0.00              | 0.00               | 0.00        | 0.00              | 0.00               |
| Disputed dues of creditors other than micro enterprises and small enterprises          |                     |                   |                    |             |                   |                    |
| <b>Total (a)</b>   | <b>1,05,78,024</b>  | <b>39,84,630</b>  | <b>1,06,43,050</b> | <b>0.00</b> | <b>0.00</b>       | <b>2,52,05,704</b> |
| Less:-   |                     |                   |                    |             |                   |                    |
| Expected credit loss allowances (b)  | 0.00                | 0.00              | 0.00               | 0.00        | 0.00              | 0.00               |
| <b>Total (a)-(b)</b>   | <b>1,05,78,024</b>  | <b>39,84,630</b>  | <b>1,06,43,050</b> | <b>0.00</b> | <b>0.00</b>       | <b>2,52,05,704</b> |

(There were no MSME Creditors and no disputed dues.)

**Trade receivables Ageing Schedule  
As at March 31, 2024**

| Particulars  | Current but not due | 6 months - 1 year  | 1-2 years          | 2-3 years   | More than 3 years | Total              |
|--|---------------------|--------------------|--------------------|-------------|-------------------|--------------------|
| Total outstanding dues of micro enterprises and small enterprises                      | 0.00                | 0.00               | 0.00               | 0.00        | 0.00              | 0.00               |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 1,27,90,635         | 2,20,55,394        | 0.00               | 0.00        | 0.00              | 3,48,46,029        |
| Disputed dues of micro enterprises and small enterprises                               | 0.00                | 0.00               | 0.00               | 0.00        | 0.00              | 0.00               |
| Disputed dues of creditors other than micro enterprises and small enterprises          |                     |                    |                    |             |                   |                    |
| <b>Total (a)</b>   | <b>1,27,90,635</b>  | <b>2,20,55,394</b> | <b>1,06,43,050</b> | <b>0.00</b> | <b>0.00</b>       | <b>3,48,46,029</b> |
| Less:-   |                     |                    |                    |             |                   |                    |
| Expected credit loss allowances (b)  | 0.00                | 0.00               | 0.00               | 0.00        | 0.00              | 0.00               |
| <b>Total (a)-(b)</b>   | <b>1,27,90,635</b>  | <b>2,20,55,394</b> | <b>1,06,43,050</b> | <b>0.00</b> | <b>0.00</b>       | <b>3,48,46,029</b> |

**14. Other current financial liabilities**

| Particulars                     | As at 31st Mar. 2024 | As at 31st Mar. 2023 |
|---------------------------------|----------------------|----------------------|
| Provision for Income Tax        | 44,47,36,592         | 42,67,53,147         |
| Provision for Proposed Dividend | 10,00,000            | 20,00,000            |
| Unclaimed Dividend A/c          | 16,593               | 6,075                |
|                                 | <b>44,57,53,185</b>  | <b>42,87,59,222</b>  |

**15. Other Current Liability**

| Particulars      | As at 31st Mar. 2024 | As at 31st Mar. 2023 |
|------------------|----------------------|----------------------|
| TDS/ TCS Payable | 14,19,864            | 51,10,537            |
| CSR              | 1,27,29,330          | 67,98,571            |
|                  | <b>1,41,49,194</b>   | <b>1,19,09,108</b>   |

**16. Revenue from Operations**

| Particulars          | For the Year ended on 31st Mar. 2024 | For the Year ended on 31st Mar. 2023 |
|----------------------|--------------------------------------|--------------------------------------|
| Sale of Products     |                                      |                                      |
| Export Sales         | 1,55,00,890                          |                                      |
| Domestic Sales       | 12,86,97,42,779                      | 6,58,57,28,388                       |
| <b>Total Sales</b>   | <b>12,88,52,43,669</b>               | <b>6,58,57,28,388</b>                |
| Less : Cash Discount | (43,89,000)                          | (8,18,76,082)                        |
|                      | <b>12,88,08,54,669</b>               | <b>6,50,38,52,306</b>                |

**17. Other Income**

| Particulars           | For the Year ended on 31st Mar. 2024 | For the Year ended on 31st Mar. 2023 |
|-----------------------|--------------------------------------|--------------------------------------|
| Dividend Income       | -                                    | -                                    |
| Interest Income on FD | 5,66,725                             | 4,64,473                             |
|                       | <b>5,66,725</b>                      | <b>4,64,473</b>                      |

**18. Cost of Materials Consumed**

| Particulars                 | For the Year ended on 31st Mar. 2024 | For the Year ended on 31st Mar. 2023 |
|-----------------------------|--------------------------------------|--------------------------------------|
| Opening stock               | 28,14,47,556                         | 40,29,91,008                         |
| <b>ADD:-PURCHASE</b>        |                                      |                                      |
| Purchases                   | 7,41,89,80,325                       | 5,51,61,50,009                       |
| Add: Manufacturing Expenses | 12,33,232                            | 14,36,207                            |
|                             | <b>7,42,02,13,557</b>                | <b>5,51,75,86,216</b>                |
| <b>LESS:-</b>               |                                      |                                      |
| Closing stock               | 24,61,13,446                         | 28,14,47,556                         |
|                             | <b>7,45,55,47,667</b>                | <b>5,63,91,29,668</b>                |

**19. Change in Inventories**

| Particulars         | For the Year ended on 31st Mar. 2024 | For the Year ended on 31st Mar. 2023 |
|---------------------|--------------------------------------|--------------------------------------|
| OP. Stock           | -                                    | -                                    |
| Less. Closing Stock | -                                    | -                                    |
|                     | -                                    | -                                    |

**20. Employee benefit expense**

| Particulars            | For the Year ended on 31st Mar. 2024 | For the Year ended on 31st Mar. 2023 |
|------------------------|--------------------------------------|--------------------------------------|
| Directors Remuneration | 6,00,000                             | 6,50,000                             |
| Staff Salary           | 2,68,18,704                          | 27,35,651                            |
|                        | <b>2,74,18,704</b>                   | <b>33,85,651</b>                     |

**21. Selling, Administration & other expenses**

| Particulars                           | For the Year ended on 31st Mar. 2024 | For the Year ended on 31st Mar. 2023 |
|---------------------------------------|--------------------------------------|--------------------------------------|
| Advertisement Exp                     | 69,560                               | 73,187                               |
| Annual Fees                           | 15,88,579                            | 6,94,673                             |
| Antivirus, Technology & Internet Exps | 1,49,949                             | 1,17,087                             |
| Clearing & Forwarding Exp.            | 53,79,028                            | 69,230                               |
| Commission / Brokerage Exp.           | 1,75,50,16,265                       | 68,660                               |
| Conveyance Exps.                      | 3,70,356                             | 5,55,443                             |
| Electricity Exp.- Office              | 31,640                               |                                      |
| Godown Rent Exp.                      | 41,26,815                            | 3,78,000                             |
| Hotel Stay Exps                       | 14,69,396                            |                                      |
| Inward/Outward Freight Exps.          | 1,33,830                             | 1,66,475                             |
| Office Expenses                       | 8,42,435                             | 6,00,626                             |
| Office Rent                           | 4,59,250                             | 1,63,360                             |
| Packing Material Exp.                 | 20,29,995                            | 42,35,764                            |
| Railway Rake Freight Exps.            | 26,94,676                            | 29,41,316                            |
| Refreshment & Foods Exps.             | 15,66,181                            | 59,902                               |
| Repairs & Maintenance Exps.           |                                      | 16,295                               |
| Stationery & Printing Exp.            | 10,23,408                            | 30,090                               |
| Telephone & Internet Exp.             | 2,46,872                             | 5,069                                |
| Travelling Exps.                      | 27,02,947                            |                                      |
| Website Maintenance Charge            | 6,56,500                             | 9,62,110                             |
|                                       | <b>1,78,05,57,682</b>                | <b>1,11,37,287</b>                   |

**22. Financial Costs**

| Particulars                          | For the Year ended on 31st Mar. 2024 | For the Year ended on 31st Mar. 2023 |
|--------------------------------------|--------------------------------------|--------------------------------------|
| Bank charges                         | 13,95,184                            | 16,29,630                            |
| Interest                             | 4,31,70,279                          | 4,82,87,556                          |
| Loan Processing Fees / Facility Fees | -                                    | -                                    |
|                                      | <b>4,45,65,463</b>                   | <b>4,99,17,186</b>                   |

**23. Depreciation and Amortisation Charges**

| Particulars                  | For the Year ended on 31st Mar. 2024 | For the Year ended on 31st Mar. 2023 |
|------------------------------|--------------------------------------|--------------------------------------|
| Depreciation                 | 68,11,818                            | 79,82,793                            |
| Preliminary Exps Written off | -                                    | -                                    |
|                              | <b>68,11,818</b>                     | <b>79,82,793</b>                     |

**24. Other Exp.**

| Particulars                             | For the Year ended on 31st Mar. 2024 | For the Year ended on 31st Mar. 2023 |
|---|--------------------------------------|--------------------------------------|
| Audit Fees                              | 2,75,000                             | 1,70,000                             |
| CSR Exps.                               | 64,09,496                            | -                                    |
| Computer & Printer Repairing Exps.      | 49,502                               | -                                    |
| Donation Exp.                           | -                                    | -                                    |
| Factory Exp                             | 2,02,000                             | 11,881                               |
| GST Exp.                                | 22,28,744                            | 16,88,451                            |
| Insurance Expenses                      | 9,45,203                             | 8,85,492                             |
| Legal & Professional Fees               | 68,07,228                            | 80,31,806                            |
| Sitting Fees                            | 55,600                               | -                                    |
| Loading & Unloading Exp                 | 33,10,700                            | 90,79,067                            |
| Municipal Tax                           | 31,487                               | -                                    |
| Postage & Courier Exp.                  | 14,788                               | 12,402                               |
| Proposed Dividend                       | -                                    | 10,00,000                            |
| ROC/ MCA Charges / Corporate Action Fee | 36,77,532                            | -                                    |
| Right Issue Exps.                       | 29,06,290                            | -                                    |
| Stamp Duty                              | -                                    | 37,50,000                            |
| Vehicle Exps.                           | 8,330                                | -                                    |
| Vatav & kasar                           | (2,26,836)                           | (3,266)                              |
|   | <b>2,66,95,064</b>                   | <b>2,46,25,833</b>                   |

| 25. Earnings per Share   | For the Year ended on 31st Mar. 2023 | For the Year ended on 31st Mar. 2022 |
|--|--------------------------------------|--------------------------------------|
| Net Profit after tax as per Statement of Profit & Loss attributable to Equity Share Holder (A) | 3,46,02,91,401                       | 49,92,25,748                         |
| Total No. of Equity shares 100,00,00,000 (2022-23)   |                                      |                                      |
| Total No. of Equity shares 102,96,00,000 (2023-24)   |                                      |                                      |
| Basic Earnings per Shares  | 3.35                                 | 0.50                                 |
| Face Value Per Equity Shares   | 1.00                                 | 1.00                                 |

**26. Related Party Disclosures**

List of Related Parties where control exists and related parties with whom transactions have taken place and relationship

| Name of the Related Party | Relatives / Associates |
|---------------------------|------------------------|
|                           | 2023-24                |
| NAVINCHANDRA D PATEL      | Director               |
| MANJULABEN G PATEL        | Relatives              |
| HITESHKUMAR G PATEL       | Director               |
| VANDANABEN H. PATEL       | Relatives              |

**Transactions During the year with Firm**  
**DIRECTOR REMUNARATION**

| Name of the Related Party | Nature of Transaction | 2023-24  | 2022-23  |
|---------------------------|-----------------------|----------|----------|
| HITESHKUMAR G PATEL       | Remuneration          | -        | -        |
| NAVINCHANDRA D PATEL      | Remuneration          | 6,00,000 | 6,50,000 |

Independent Directors Sitting Fees Rs. 55600.

**27. Contigent Liability**

1. The GST Liability not identified but as per GST show cause notice 72.30 Crores which are under litigation.
2. As per Income tax online portal Rs. 117.44 Crores demand identified which is disputed and appeals are pending.







# **MISHTANN**

## **FOODS LIMITED**

limitless happiness...😊

### **MISHTANN FOODS LIMITED**

#### **REGISTERED OFFICE:**

B-905, Empire Business Hub, Opp. Shakti Farm, Science City Road Sola Daskroi Ahmedabad Gujarat 380060  
Ph.: +91 079 4002 3116 | Customer Care : +91 9824623116 | E-mail: info@mishtann.com

#### **PLANT:**

Survey No.10, At Kabodari, Himatnagar - Dhansura Highway, Ta. Talod,  
Dist. Sabarkantha-383305, Gujarat, India