MSKA & Associates LLP
(Formerly known as M S K A & Associates)
Chartered Accountants

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Mumbai 400063, INDIA
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## INDEPENDENT AUDITOR'S REPORT

To the Members of ADF Foods UK Limited

### Report on the Audit of the Special Purpose Financial Statements

### Opinion

We have audited the accompanying special purpose financial statements of ADF Foods UK Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2026, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the special purpose financial statements, including material accounting policy information and other explanatory information (hereinafter referred to as the "special purpose financial statements"). The special purpose financial statements have been prepared by the Management of the Company in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid special purpose financial statements give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, and its profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit of the special purpose financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the special purpose 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 special purpose financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Basis of Accounting and Restriction on Distribution and Use

Without modifying our opinion, we draw attention to Note 1 of the special purpose financial statements, which describe basis of accounting. The special purpose financial statements are prepared solely for the purpose of assisting ADF Foods Limited (the "Holding Company") in preparing its consolidated financial statements. As a result, the financial statements may not be suitable for any other purpose.

Our report is intended solely for the purpose as mentioned above and should not be distributed to or used by other parties. M S K A & Associates LLP (formerly known as M S K A & Associates) shall not be liable to the Company or to any other concerned for any claims, liabilities or expenses relating to this assignment. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

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**Responsibilities of Management and Board of Directors for the Special Purpose Financial Statements**

The Company's Management and Board of Directors are responsible for the preparation of these special purpose financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. This responsibility also includes 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 special purpose financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

**Auditor's Responsibilities for the Audit of the Special Purpose Financial Statements**

Our objectives are to obtain reasonable assurance about whether the special purpose 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 special purpose 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, but not for expressing our opinion on whether the company has adequate internal financial controls with reference to special purpose financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management and Board of Directors.

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- Conclude on the appropriateness of Management and Board of Director'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.

For M S K A & Associates LLP (Formerly known as M S K A & Associates)
Chartered Accountants
ICAI Firm Registration No. 105047W/W101187

Amrish Vaidya
Partner
Membership No.: 101739
UDIN: 26101739YXBRWP7574

Place: Mumbai
Date: May 11, 2026


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**ADF Foods UK Limited**
**Special Purpose Balance Sheet as at March 31, 2026**

Rs. in Lakhs

| Particulars | Note No. | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|---|
| **Assets** | | | |
| **Non-current assets** | | | |
| **Financial assets** | | | |
| Investments | 3 | 10,911.00 | 8,729.11 |
| **Total non-current assets** | | **10,911.00** | **8,729.11** |
| **Current assets** | | | |
| Inventories | 4 | 418.90 | 378.88 |
| **Financial assets** | | | |
| Trade receivables | 5 | 259.26 | 365.58 |
| Cash and cash equivalents | 6 | 1,111.32 | 519.47 |
| Other non financial assets | 7 | 12.62 | 42.80 |
| **Total current assets** | | **1,802.10** | **1,306.73** |
| **Total assets** | | **12,713.10** | **10,035.84** |
| **Equity and liabilities** | | | |
| **Equity** | | | |
| Equity share capital | 8 | 1,826.29 | 1,826.29 |
| Other equity | 9 | 10,178.37 | 7,568.20 |
| **Total equity** | | **12,004.66** | **9,394.49** |
| **Liabilities** | | | |
| **Current liabilities** | | | |
| **Financial liabilities** | | | |
| Trade payables | | | |
| a) Total outstanding dues of Micro Enterprises and Small Enterprises | | - | - |
| b) Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises | 10 | 529.77 | 617.17 |
| Other financial liabilities | 11 | 1.34 | - |
| Other non financial liabilities | 12 | 63.06 | 1.52 |
| Income tax liabilities (net) | 13 | 114.27 | 22.66 |
| **Total current liabilities** | | **708.44** | **641.35** |
| **Total liabilities** | | **708.44** | **641.35** |
| **Total equity and liabilities** | | **12,713.10** | **10,035.84** |
| Material accounting policies | 2 | | |

The accompanying notes 1 to 26 form an integral part of the financial statements.

**As per our report of even date**
**For M S K A & Associates LLP**
**(Formerly known as M S K A & Associates)**
**Chartered Accountants**
**Firm Registration Number: 105047W/ W101187**

**Amrish Vaidya**
**Partner**
**Membership Number: 101739**
**Place: Mumbai**
**Date: May 11, 2026**

**For and on behalf of the Board**

**Bimal R. Thakkar**
**Director**
**DIN: 00087404**
**Place: London**
**Date: May 11, 2026**

**ADF Foods UK Limited**
**Statement of Profit & Loss for the year ended March 31, 2026**

Rs. in Lakhs

| Particulars | Note No. | For the year ended March 31, 2026 | For the year ended March 31, 2025 |
|---|---|---|---|
| **Income** | | | |
| Revenue from operations | 14 | 2,722.47 | 2,273.51 |
| Other income | 15 | 4.87 | 0.74 |
| **Total income** | | **2,727.34** | **2,274.25** |
| **Expenses** | | | |
| Purchase of stock-in-trade | 16 | 1,824.63 | 2,071.04 |
| Changes in inventories of stock-in-trade | 17 | (40.02) | (342.88) |
| Employee benefits expenses | 18 | 2.12 | - |
| Other expenses | 19 | 456.43 | 454.10 |
| **Total expenses** | | **2,243.16** | **2,182.26** |
| **Profit before tax** | | **484.18** | **91.99** |
| **Tax expense** | | | |
| Current tax | | 117.71 | 32.32 |
| Deferred tax | | - | - |
| **Total tax expense** | | **117.71** | **32.32** |
| **Profit / (Loss) for the period** | | **366.47** | **59.67** |
| **Other comprehensive income** | | | |
| **Items that will be reclassified subsequently to profit or (loss)** | | | |
| Exchange differences in translating the financial statements of foreign operations | | 37.04 | 26.77 |
| | | **37.04** | **26.77** |
| **Net other comprehensive income for the period (net of tax)** | | **37.04** | **26.77** |
| **Total comprehensive income for the period** | | **403.51** | **86.44** |
| Earning per equity share | | | |
| Basic (Rs.) | 21 | 17.57 | 2.86 |
| Diluted (Rs.) | | 3.79 | 0.65 |
| Material accounting policies | 2 | | |

The accompanying notes 1 to 26 form an integral part of the financial statements.

**As per our report of even date**
**For M S K A & Associates LLP**
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**Firm Registration Number: 105047W/ W101187**

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**Amrish Vaidya**
**Partner**
**Membership Number: 101739**
**Place: Mumbai**
**Date: May 11, 2026**

**For and on behalf of the Board**

**Bimal R. Thakkar**
**Director**
**DIN: 00087404**
**Place: London**
**Date: May 11, 2026**

DS UK LIMITED

**ADF Foods UK Limited**
**Statement of Special Purpose Cash Flows for the year ended March 31, 2026**

Rs. in Lakhs

| Particulars | For the year ended March 31, 2026 | For the year ended March 31, 2025 |
|---|---|---|
| **A. Cash Flow from Operating Activities** | | |
| Profit before Tax | 484.18 | 91.99 |
| **Adjustment for:** | | |
| Dividend income | (0.10) | (0.09) |
| **Operating Profit before working capital changes** | **484.08** | **91.90** |
| **Adjustment for:** | | |
| Decrease in Trade receivables | 155.56 | 54.22 |
| Decrease / (Increase) in Inventories | 11.02 | (230.26) |
| Decrease in Current non Financial Assets | 37.76 | 3.40 |
| Increase / (Decrease) in Trade Payable | (170.53) | 347.87 |
| Increase / (Decrease) Current Financial Liabilities | 1.36 | - |
| Increase / (Decrease) in non financial liabilities | 61.35 | (13.16) |
| **Cash generated from operating activities** | **580.61** | **253.97** |
| Taxes Paid (Net of refunds) | (29.16) | (33.28) |
| **Net Cash Flow from / (used in) Operating Activities (A)** | **551.45** | **220.69** |
| **B. Cash Flow from Investing Activities** | | |
| Investment in subsidiary | (2,181.90) | - |
| Dividend Received from subsidiary | 0.09 | 0.09 |
| **Net Cash Flow from/ (used in) Investing Activities (B)** | **(2,181.81)** | **0.09** |
| **C. Cash Flow from Financing Activities** | | |
| Issue of Shares | 2,206.76 | - |
| Dividend paid | (0.09) | (0.09) |
| **Net cash flow from / (used in) financing activities (C)** | **2,206.67** | **(0.09)** |
| **Net increase / (decrease) in Cash and Cash Equivalents (A+B+C)** | **576.31** | **220.69** |
| **Cash and Cash Equivalents:** | | |
| As at the beginning of the year: | 519.47 | 284.39 |
| Unrealised Foreign Exchange Restatement in Cash and cash Equivalents | 15.54 | 14.38 |
| **Cash and Cash Equivalents - Closing Balance** | **1,111.32** | **519.47** |
| **Notes:** | | |
| **1. Cash and Cash Equivalents:** | | |
| (a) Cash on Hand* | 0.00 | 0.00 |
| (b) Balance with banks | 1,111.32 | 519.47 |
| **Cash and Cash Equivalents.** | **1,111.32** | **519.47** |

* Figures indicates less than Rs. 1,000/-

2. The cash flow statement has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard (Ind AS) 7 on 'Cash Flow Statement' and presents cash flows by operating, investing and financing activities.

**As per our report of even date**
**For M S K A & Associates LLP**
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MSKA & ASSOCIATES LLP Chartered Accountants

**Amrish Vaidya**
**Partner**
**Membership Number: 101739**
**Place: Mumbai**
**Date: May 11, 2026**

**For and on behalf of the Board**

**Bimal R. Thakkar**
**Director**
**DIN: 00087404**
**Place: London**
**Date: May 11, 2026**

**ADF Foods UK Limited**
**Statement of Special Purpose Changes in Equity for the year ended March 31, 2026**

**(a) Share Capital**

| Particulars | March 31, 2026 | | March 31, 2025 | |
|---|---|---|---|---|
| | No. of Shares | Rs. in lakhs | No. of Shares | Rs. in lakhs |
| **Equity Share Capital** | | | | |
| Balance at beginning of the year | 20,85,281.00 | 1,826.29 | 20,85,281 | 1,826.29 |
| Changes in equity share capital during the year | - | - | - | - |
| **Balance at end of the year** | **20,85,281.00** | **1,826.29** | **20,85,281** | **1,826.29** |

**(b) Other Equity** Rs. in Lakhs

| Particulars | March 31, 2026 | March 31, 2025 |
|---|---|---|
| **Instruments classifies as Equity** | | |
| **As per last Balance Sheet (71,37,740 Shares)** | **6,801.79** | **6,801.79** |
| Addition during the year (18,80,125 Shares) | 2,206.76 | - |
| **Closing balance** | **9,008.55** | **6,801.79** |
| | | |
| **Foreign currency translation reserve:** | | |
| **As per last balance sheet** | **171.40** | **144.64** |
| Other Comprehensive Income(net) | 37.04 | 26.76 |
| **Closing balance** | **208.44** | **171.40** |
| | | |
| **Retained earning** | | |
| **Opening balance** | **595.01** | **535.43** |
| Add: Profit for the year | 366.47 | 59.67 |
| Less: Dividend paid | (0.10) | (0.09) |
| | **366.37** | **59.58** |
| **Closing balance** | **961.38** | **595.01** |
| **Total Other Equity** | **10,178.37** | **7,568.20** |

The accompanying notes 1 to 26 form an integral part of the financial statements.

**As per our report of even date**
**For M S K A & Associates LLP**
**(Formerly known as M S K A & Associates)**
**Chartered Accountants**
**Firm Registration Number: 105047W/ W101187**

**Amrish Vaidya**
**Partner**
**Membership Number: 101739**
**Place: Mumbai**
**Date: May 11, 2026**

**For and on behalf of the Board**

**Bimal R. Thakkar**
**Director**
**DIN: 00087404**
**Place: London**
**Date: May 11, 2026**

**ADF Foods UK Limited**
**Notes forming part of the special purpose financial statements for the year ended March 31, 2026**

## 1 Company Overview

**Description of Business**

ADF Foods UK Limited ("the Company") is a private company limited by shares, registered in England & Wales. The Address of the registered office is 4th Floor, Suit 2B, Congress House, Lyon Road, Harrow, Middlesex, HA11BA.

The Company is engaged in the business of trading in food specialty products.

**Basis of Preparation of Financial Statements**

The Financial Statements of the Company have been prepared in accordance with the accounting policies adopted by ADF Foods Limited, the consolidating company as stated in Notes 2.1 to 2.10 below. The Balance Sheet, Statement of Profit and Loss and the Statement of Changes in Equity have been prepared and presented in the format prescribed under Division II of Schedule III to the Companies Act, 2013. The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 - Statement of Cash Flows. The disclosure requirements with respect to the items of Balance Sheet and Statement of Profit and Loss are presented by way of notes forming part of the financial statements.

These financial statements have been prepared for the submission to the holding company, to enable it to prepare its consolidated Ind AS financial statements.

Current versus non-current classification all assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time taken between acquisition of assets for processing and their realization in cash and cash equivalent, the Company has ascertained its operating cycle as twelve months for the purpose of the classification of assets and liabilities into current and non- current.

This standalone financial statements have been prepared in Indian rupee which is the presentation currency of the Company. The functional currency of the Company is GBP.

**Basis of Measurement**

The Ind AS Financial Statements have been prepared on a going concern basis using historical cost convention and on an accrual method of accounting, except for certain financial assets and liabilities which have been measured at fair value as described below as required by relevant Ind AS.

Key Accounting Estimates and Judgements:

The preparation of financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognised prospectively. Information about critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year, are included in the following notes:

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ADF FOODS UK LIMITED

(a) Measurement and likelihood of occurrence of provisions and contingencies.

Measurement of fair values

The Company's accounting policies and disclosures require financial instruments to be measured at fair values. The Company has an established control framework with respect to the measurement of fair values. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the assets or liabilities, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting year during which the change has occurred.

**Recent Pronouncements:**

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. In May 2025, MCA notified amendments to Ind AS 21 - The Effects of Changes in Foreign Exchange Rates, applicable w.e.f. April 1, 2025.

The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements. In August 2025, MCA notified the following amendments to:

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ADF FOODS UK LIMITED

1. Ind AS 1, Presentation of Financial Statements, applicable w.e.f. April 1, 2025 – The amendment relates to classification of liabilities as current or non-current and non-current liabilities with covenants. In the context of classifying a liability as current, it removes the requirement of existence of a right to defer settlement for at least 12 months after the reporting date and instead requires that the said right should exist on the reporting date and have substance. The amendment also introduces guidance on classification of liabilities with covenants. The Company has no impact of these amendments in its classification criteria of current and non-current liabilities.

2. Ind AS 7, Statement of Cash Flows and Ind AS 107, Financial Instruments: Disclosures, applicable w.e.f. April 1, 2025 – The amendment in Ind AS 7 requires to inform users of financial statements of the existence of supplier finance arrangements and explain the nature of the arrangements, the carrying amount of liabilities and the range of payment due dates. Ind AS 107 has been amended to add supplier finance arrangements as a factor that may cause concentration of liquidity risk. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.

3. Ind AS 12, International Tax Reform – Pillar Two Model Rules applicable immediately - The amendments provide a temporary mandatory relief from deferred tax accounting for top-up tax and disclose that they have applied the relief. This relief is immediate and applies retrospectively.

**The below amendments are notified but not yet effective**

Amendment to Ind AS 1 'Presentation of Financial Statements'- Classification of Liabilities as current or non-current and non-current liabilities with covenants:

The amendment includes specific provisions that will take effect for reporting periods beginning on or after 1 April 2026, retrospectively, as outlined below:

a) Breach of material covenant for long-term loan arrangement on or before end of reporting period with effect that liability becomes payable on demand as on reporting date, then it shall be classified as current liability, if lender agreed after reporting period and before approval of financial statements to not demand payment as a consequence of breach.

b) Classify as non-current liability, if lender agreed by end of reporting period to provide grace period ending at least 12 months after reporting period within which entity can rectify the breach provided lender does not demand immediate repayment.

c) Disclose information about the timing of settlement to understand the impact of the liability on the financial statements. The Group does not expect this amendment to have an impact on its operations or consolidated financial statements.

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ODS UK LIMITED

## 2 Material Accounting Policies

### 2.1 Property, Plant and Equipment

#### 2.1.1 Initial Recognition

Property, Plant and Equipment are initially recognised at cost which comprises of purchase price including import duties, non-refundable taxes and any directly attributable cost of bringing the assets to its present condition and location for its intended use, including the cost of replacing parts only when future economic benefit associated to that cost will flow to the company and its cost can be reliably measured, borrowing costs for long term construction projects if the recognition criteria are met and present value of any expected cost for decommissioning, restoration and similar liability of an asset after its use is included in the cost of respective asset. On replacement of a component, its carrying amount is derecognised.

Further, in case the component was not depreciated separately, the cost of incoming component is used as an indication to determine the cost of the replaced part at the time of capitalising.

#### 2.1.2 Subsequent Recognition

Subsequent recognition is at Cost less accumulated depreciation and accumulated impairment losses, if any. Impairment testing is undertaken at the balance sheet date if there are indicators.

#### 2.1.3 Disposal or Retirement

The carrying value is eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the statement of profit and loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

#### 2.1.4 Component Accounting

The Company identifies and determines cost of each component of an asset separately, if the component has a materially different useful life as compared to entire asset and its cost is significant of the total cost.

#### 2.1.5 Depreciation

Depreciation is calculated on Straight Line Basis as per the useful lives specified in Schedule II to the Companies Act, 2013 on pro rata basis or up to the date of assets has been sold or discarded as the case may be.

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end.

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

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ADF FOODS UK LIMITED

### 2.2 Inventories:

Inventories are valued at lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. Costs are computed on the weighted average basis and are net of tax credits if any.

### 2.3 Cash and Cash Equivalents

Cash and cash equivalents in the balance sheet comprise cash at bank and on hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flow, cash and cash equivalents consists of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

### 2.4 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

### 2.4.1 Financial Assets

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument.

### 2.4.1.1 Initial recognition and measurement

All financial assets are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition of financial assets, which are not at fair value through profit or loss, are added to the fair value on initial recognition.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

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ADF FOODS UK LIMITED

### 2.4.1.2 Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

#### 2.4.1.2.1 Financial assets at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, debt instruments at amortised cost are subsequently measured at amortised cost using the effective interest rate (EIR) method, less impairment, if any. The amortisation of EIR and loss arising from impairment, if any is recognised in the Statement of Profit and Loss.

#### 2.4.1.2.2 Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI).

Interest income measured using the EIR method and impairment losses, if any are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

#### 2.4.1.2.3 Financial assets at fair value through profit or loss

Financial assets which are not classified in any of the above categories are subsequently fair valued through profit or loss. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'other income' in the Statement of Profit and Loss.

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ADF FOODS UK LIMITED

### 2.4.1.2.4 Financial assets as Equity Investments

All investments in equity instruments classified under financial assets are initially measured at fair value, the Company may, on initial recognition, irrevocably elect to measure the same either at FVTOCI or FVTPL.

The Company makes such election on an instrument-by-instrument basis. A fair value change on an equity instrument is recognised as other income in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVTOCI. Fair value changes excluding dividends, on an equity instrument measured at FVTOCI are recognised in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss.

### 2.4.1.3 Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

The rights to receive cash flows from the asset have expired, or

The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

### 2.4.1.4 Impairment

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits and trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115.

The company follows 'Simplified Approach' for recognition of impairment allowance. This approach doesn't require the Company to track changes in credit risk. Rather, it recognises impairment allowances based on lifetime ECLs at each reporting date, right from its initial recognition.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive, discounted at the original EIR. Lifetime ECL are expected credit losses resulting from all possible defaults over the expected life of a financial instrument. ECL impairment loss allowance (or reversal) recognized during the year is recognized as income/ expense in the statement of profit and loss. This amount is reflected under the head 'other expenses' in the Statement of Profit and Loss.

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ADF FOODS UK LIMITED

### 2.4.2 Financial Liabilities

(i) Classification

The Company classifies all financial liabilities as subsequently measured at amortised cost.

(ii) Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

(iii) Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in Statement of Profit and Loss when the liabilities are derecognised.

Amortised cost is calculated by taking into account any discount or premium on acquisition and transactions costs. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

This category generally applies to loans and borrowings.

(iv) Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

(v) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

### 2.5 Share Capital

Ordinary equity shares

Incremental costs directly attributable to the issue of ordinary equity shares, are recognised as a deduction from equity.

### 2.6 Segment Reporting

The Chairman and Managing Director assesses performance of the Company as Chief Operating Decision Maker ("CODM"). The Company has identified reportable segments in a manner consistent with internal reporting provided to the Chief Operating Decision Maker.

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Foods UK Limited

## 2.7 Provisions, Contingent Liabilities and Contingent Assets

### 2.7.1 Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement.

If the effect of time value of money is material, provisions are discounted using a current pre tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

### 2.7.2 Contingent Liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

### 2.7.3 Contingent Assets

Contingent Assets are not recognised in the financial statements. Contingent Assets if any, are disclosed in the Notes to the financial statements.

### 2.8.1 Revenue from Operations

Revenue from contracts with customers is recognized on transfer of control of promised goods or services to a customer at an amount that reflects the consideration to which the Company is expected to be entitled to in exchange for those goods or services. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. This variable consideration is estimated based on the expected value of outflow. Revenue (net of variable consideration) is recognized only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.

Revenue from the domestic sales is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

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FOODS UK LIMITED

### 2.8.2 Non-operating revenue

**Other Income**

Interest and other income is recognized on accrual basis using the effective interest rate (EIR) method.

## 2.9 Taxes

### 2.9.1 Current Taxes

Current tax comprises the expected tax payable or recoverable on the taxable profit or loss for the year and any adjustment to the tax payable or recoverable in respect of previous years.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting year in the countries where the company and its branch operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Income tax expense is recognized in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity/OCI, in which case it is recognized in other comprehensive income. The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

### 2.9.2 Deferred Taxes

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Financial Statements. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary timing differences and the carry forward of unused tax credits and unused tax losses can be utilised. Such assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.Deferred tax assets are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously. Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

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FOODS UK LIMITED

**ADF Foods UK Limited**
**Notes forming part of the special purpose financial statements for the year ended March 31, 2026**

## 2.10 Earnings Per Share

Basic earnings per equity share are computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit for the year attributed to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

## 2.11 Subsequent Events

No significant subsequent events have been observed which may require an adjustments to the financial statement.

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ADF FOODS UK LIMITED

ADF Foods UK Limited

Notes forming part of special purpose financial statements for the year ended March 31, 2026

3 Investments

Rs. in Lakhs

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Investments in equity instruments of subsidiary** | | |
| **Investment in Subsidiary (Unquoted)** | | |
| **(At amortised cost)** | | |
| ADF Holdings (USA) Limited - Equity Shares | | |
| Face Value | $ 0.001 | $ 0.001 |
| Number of Shares | 12,000 | 12,000 |
| | 1,760.03 | 1,760.03 |
| **Investments in preference shares:** | | |
| ADF Holdings (USA) Limited - Preference shares | | |
| Face Value | $0.001 | $0.001 |
| Number of Shares | 73,697 | 48,697 |
| | 9,150.97 | 6,969.08 |
| **Total** | **10,911.00** | **8,729.11** |
| **Aggregate amount of quoted investments and market value** | - | - |
| **Aggregate amount of unquoted investments** | **10,911.00** | **8,729.11** |
| **Aggregate amount of impairment in value of investments** | - | - |

4 Inventories

Rs. in Lakhs

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **(Valued at lower of cost and net realizable value)** | | |
| Traded goods (Includes Goods in Transit of Rs. 325.15 lakhs for March 2026; Rs.274.18 Lakhs for March 2025) | 418.90 | 378.88 |
| **Total** | **418.90** | **378.88** |

5 Current trade receivables

Rs. in Lakhs

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Unsecured Considered good** | | |
| Others | 259.26 | 365.58 |
| **Total** | **259.26** | **365.58** |

**Trade Receivables Ageing Schedule**

Rupees in Lakhs

| Particulars (As on 31st March 2026) | Outstanding for following period from due date of payment | | | | | |
|---|---|---|---|---|---|---|
| | Less than 6 months | 6 months -1 year | 1-2years | 2-3years | More than 3 years | Total |
| (i) Undisputed Trade receivables – considered good | 257.40 | - | 1.86 | - | - | 259.26 |
| (ii) Undisputed Trade Receivables which have significant increase in credit risk | - | - | - | - | - | - |
| (iii) Undisputed Trade Receivables credit impaired | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables Considered Good | - | - | - | - | - | - |
| (v) Disputed Trade Receivables which have significant increase in credit risk | - | - | - | - | - | - |
| (vi) Disputed Trade Receivables – credit impaired | - | - | - | - | - | - |
| **Total** | **257.40** | - | **1.86** | - | - | **259.26** |

| Particulars (As on 31st March 2025) | Outstanding for following period from due date of payment | | | | | |
|---|---|---|---|---|---|---|
| | Less than 6 months | 6 months -1 year | 1-2years | 2-3years | More than 3 years | Total |
| (i) Undisputed Trade receivables – considered good | 365.58 | - | - | - | - | 365.58 |
| (ii) Undisputed Trade Receivables which have significant increase in credit risk | - | - | - | - | - | - |
| (iii) Undisputed Trade Receivables credit impaired | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables Considered Good | - | - | - | - | - | - |
| (v) Disputed Trade Receivables which have significant increase in credit risk | - | - | - | - | - | - |
| (vi) Disputed Trade Receivables – credit impaired | - | - | - | - | - | - |
| | - | - | - | - | - | - |
| **Total** | **365.58** | - | - | - | - | **365.58** |

6 Cash and cash equivalents

Rs. in Lakhs

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Cash on hand* | 0.00 | 0.00 |
| **Balances with banks** | | |
| in Current account | 1,111.32 | 519.47 |
| **Total** | **1,111.32** | **519.47** |

* Figures indicates less than Rs. 1,000/-

7 Other current non-financial assets

Rs. in Lakhs

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Unsecured, considered good** | | |
| Balances with Government authority | 7.71 | 10.40 |
| Prepaid Expenses | 1.09 | 31.55 |
| Prepayments | 1.20 | 0.76 |
| Other assets | 2.62 | 0.09 |
| **Total** | **12.62** | **42.80** |

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ADF Foods UK Limited

8 Equity share capital

Rs. in Lakhs

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Authorized Share Capital** | | |
| 20,85,281 (Previous year March 2025: 20,85,281) equity shares of £1 each | 1,826.29 | 1,826.29 |
| 90,17,865 (Previous year March 2025: 71,37,740) 0.001% Optionally Convertible preference shares of £1 each | 9,008.55 | 6,801.79 |
| | **10,834.84** | **8,628.08** |
| **Issued, subscribed and fully paid Shares Capital** | | |
| 20,85,281 (Previous year March 2024: 20,85,281) equity shares of £1 each | 1,826.29 | 1,826.29 |
| | **1,826.29** | **1,826.29** |
| **Total** | **1,826.29** | **1,826.29** |

9 Other equity

Rs. in Lakhs

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Instruments classifies as Equity** | | |
| **As per last Balance Sheet (71,37,740 Shares)** | **6,801.79** | **6,801.79** |
| Addition during the year (18,80,125 Shares) | **2,206.76** | - |
| **Closing balance** | **9,008.55** | **6,801.79** |
| **Retained earning** | | |
| As per Last Balance Sheet | **595.01** | **535.43** |
| Add: profit for the year | 366.47 | 59.67 |
| Less: Dividend paid | (0.10) | (0.09) |
| **Movement during the year** | **366.37** | **59.58** |
| **Closing balance** | **961.38** | **595.01** |
| **Foreign currency translation** | | |
| **As per last balance sheet** | **171.40** | **144.64** |
| For the year | 37.04 | 26.77 |
| **Closing balance** | **208.44** | **171.40** |
| **Total** | **10,178.37** | **7,568.20** |

10 Current trade payables

Rs. in Lakhs

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Dues to micro and small enterprises | - | - |
| Others | | |
| Related parties (Refer Note 21) | 262.35 | 274.18 |
| Other than Related party | 267.42 | 342.99 |
| **Total** | **529.77** | **617.17** |

**Current Trade Payables Ageing**

Rs. in Lakhs

| Particulars (As of 31st March 2026) | Outstanding for following period from due date of payment | | | | |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 | Total |
| (i) MSME | - | - | - | - | - |
| (ii) Others | 529.77 | - | - | - | 529.77 |
| (iii) Disputed dues – MSME | - | - | - | - | - |
| (iv) Disputed dues – Others | - | - | - | - | - |
| **Total** | 529.77 | - | - | - | 529.77 |

Rs. in Lakhs

| Particulars (As of 31st March 2025) | Outstanding for following period from due date of payment | | | | |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 | Total |
| (i) MSME | - | - | - | - | - |
| (ii) Others | 617.17 | - | - | - | 617.17 |
| (iii) Disputed dues – MSME | - | - | - | - | - |
| (iv) Disputed dues – Others | - | - | - | - | - |
| Total | 617.17 | - | - | - | 617.17 |

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ADF Foods UK Limited

## 11 Other Current Financial Liabilities

Rs. in Lakhs

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Other liabilities | 1.34 | - |
| **Total** | **1.34** | **-** |

## 12 Other current non-financial liabilities

Rs. in Lakhs

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Advances from customers | 62.18 | 1.52 |
| Statutory dues and other dues payable | 0.88 | - |
| **Total** | **63.06** | **1.52** |

## 13 Income tax liabilities (net)

Rs. in Lakhs

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Other provisions** | | |
| Provision for taxation | 114.27 | 22.66 |
| **Total** | **114.27** | **22.66** |

## 14 Revenue from operations

Rs. in Lakhs

| Particulars | For the year ended March 31, 2026 | For the year ended March 31, 2025 |
|---|---|---|
| Sale of products | 2,692.68 | 2,263.04 |
| Other Operating revenue | 29.79 | 10.47 |
| **Total** | **2,722.47** | **2,273.51** |

## 15 Other income

Rs. in Lakhs

| Particulars | For the year ended March 31, 2026 | For the year ended March 31, 2025 |
|---|---|---|
| Dividend income From subsidiary | 0.10 | 0.09 |
| Net gain on foreign currency transactions | 3.79 | 0.49 |
| Liabilities no longer required written back | 0.98 | 0.16 |
| **Total** | **4.87** | **0.74** |

## 16 Purchase of stock-in-trade

Rs. in Lakhs

| Particulars | For the year ended March 31, 2026 | For the year ended March 31, 2025 |
|---|---|---|
| Purchase of traded goods | 1,824.63 | 2,071.04 |
| **Total** | **1,824.63** | **2,071.04** |

## 17 Changes in inventories of stock in trade

Rs. in Lakhs

| Particulars | For the year ended March 31, 2026 | For the year ended March 31, 2025 |
|---|---|---|
| **Inventories at the beginning of the year** | | |
| Stock in trade | 378.88 | 36.00 |
| | **378.88** | **36.00** |
| **Less: Inventories at the end of the year** | | |
| Stock in trade | 418.90 | 378.88 |
| | **418.90** | **378.88** |
| **Total** | **(40.02)** | **(342.88)** |

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ADF FOODS UK LIMITED

**ADF Foods UK Limited**
**Notes forming part of special purpose financial statements for the year ended March 31, 2026**

**18 Employee benefits expenses** — Rs. in Lakhs

| Particulars | For the year ended March 31, 2026 | For the year ended March 31, 2025 |
|---|---|---|
| Salaries and wages | 1.31 | - |
| Contribution to provident fund and other funds | 0.81 | - |
| **Total** | **2.12** | - |

**19 Other expenses** — Rs. in Lakhs

| Particulars | For the year ended March 31, 2026 | For the year ended March 31, 2025 |
|---|---|---|
| Insurance | 1.91 | 1.24 |
| Rates and taxes | - | 0.16 |
| Communication expenses | 1.61 | 1.28 |
| Freight and forwarding expenses | 385.15 | 324.69 |
| Sales Promotion/Commission/Claims and marketing expenses | 7.67 | 32.55 |
| Legal and professional fees | 13.43 | 37.35 |
| Warehouse Expenses | 43.52 | 51.82 |
| Miscellaneous expenses | 3.14 | 5.01 |
| **Total** | **456.43** | **454.10** |

**20 Financial Ratios** — Rs. in Lakhs

| Particulars | For the year ended March 31, 2026 | For the year ended March 31, 2025 |
|---|---|---|
| Current Ratio | 2.54 | 2.04 |
| Return on Equity Ratio | 3.05% | 0.64% |
| Inventory turnover ratio | 4.47 | 6.65 |
| Trade Receivables turnover ratio | 8.62 | 5.92 |
| Trade payables turnover ratio | 3.11 | 3.96 |
| Net capital turnover ratio | 2.46 | 3.40 |
| Net profit ratio | 13.61% | 2.64% |
| Return on Capital employed | 4.03% | 0.98% |

| Particulars | | For the year ended March 31, 2026 | For the year ended March 31, 2025 |
|---|---|---|---|
| **Working for financial ratios:** | | | |
| Current Ratio | Current assets | 1,802.10 | 1,306.73 |
| | Current liabilities | 708.44 | 641.35 |
| | Current Ratio | 2.54 | 2.04 |
| Return on Equity Ratio | PAT | 366.47 | 59.67 |
| | Equity | 12,004.66 | 9,394.49 |
| | Return on Equity Ratio | 3.05% | 0.64% |
| Inventory turnover ratio | COGS | 1,784.61 | 1,728.16 |
| | Avg Inventory | 398.89 | 259.96 |
| | Inventory Turnover Ratio | 4.47 | 6.65 |
| Trade Receivables turnover ratio | Sales turnover | 2,692.68 | 2,263.04 |
| | Avg Debtors | 312.42 | 381.97 |
| | Trade Receivables turnover ratio | 8.62 | 5.92 |
| Trade payables turnover ratio | Cost of goods | 1,784.61 | 1,728.16 |
| | Avg Creditors | 573.47 | 436.30 |
| | Trade payables turnover ratio | 3.11 | 3.96 |
| Net capital turnover ratio | Net Annual sales | 2,692.68 | 2,263.04 |
| | Working capital | 1,093.66 | 665.38 |
| | Net Capital turnover ratio | 246.21% | 340.11% |
| Net profit ratio | Net Profit | 366.47 | 59.67 |
| | Net sales | 2,692.68 | 2,263.04 |
| | Net profit ratio | 13.61% | 2.64% |
| Return on Capital employed | EBIT | 484.18 | 91.99 |
| | Networth | 12,004.66 | 9,394.49 |
| | Return on Capital employed | 4.03% | 0.98% |

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UK LIMITED

ADF Foods UK Limited

Notes forming part of the special purpose financial statements for the year ended March 31, 2026

**21. Computation of earnings per share** Rs. in Lakhs

| Particulars | March 31, 2026 | March 31, 2025 |
|---|---|---|
| Net profit as per statement of profit and loss for basic earnings per share | 366.47 | 59.67 |
| Net profit for diluted earnings per share | 366.47 | 59.67 |
| Weighted average number of shares for basic earnings per share | 20,85,281 | 20,85,281 |
| Weighted average number of shares for diluted earnings per share | 1,00,78,765 | 92,23,021 |
| Basic earnings per share (Rs) | 17.57 | 2.86 |
| Diluted earnings per share (Rs.) | 3.64 | 0.65 |

**22. Related party transactions**

**(A) Related parties and their relationship:**

| Sr. No | Category and related parties | Names |
|---|---|---|
| 1 | Holding company | ADF Foods Limited |
| 2 | Direct Subsidiary | ADF Holdings (USA) Limited |
| 3 | Fellow Subsidiaries | ADF Foods (India) Limited<br>ADF Australia PTY Limited<br>Telluric Foods (India) Limited<br>Telluric Foods Limited |
| 4 | Step down Subsidiaries | ADF Foods (USA) Limited<br>Vibrant Foods New Jersy LLC |
| 5 | Key Managerial Personnel | Bimal R. Thakkar (Director)<br>Jay M. Mehta (Director)<br>Pheroze K. Mistry (Director) (w.e.f 14.03.2025)<br>Chandir Gidwani (Director) (till 06.02.2025) |

**(B) Transactions with related parties:** Rs. in Lakhs

| Particulars | Financial Year | Direct Subsidiary company | Holding Company |
|---|---|---|---|
| Purchase of Goods | 2025-26 | - | 1045.69 |
| | 2024-25 | - | 844.23 |
| Dividend Paid | 2025-26 | - | 0.10 |
| | 2024-25 | - | 0.09 |
| Dividend received | 2025-26 | 0.10 | - |
| | 2024-25 | 0.09 | - |
| Reimbursement of Expense | 2025-26 | - | 146.35 |
| | 2024-25 | - | 28.97 |
| Investment made during the year | 2025-26 | 2181.90 | - |
| | 2024-25 | - | - |
| Issue of Preference Share during the year | 2025-26 | - | 2206.76 |
| | 2024-25 | - | - |

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FOODS UK LIMITED

**Balances outstanding at the end of the year:** **Rs. in Lakhs**

| Particulars | Financial Year | Holding Company | Direct Subsidiaries | Total |
|---|---|---|---|---|
| Investment in Equity shares | 2025-26 | - | 1760.03 | 1760.03 |
| | 2024-25 | - | 1760.03 | 1760.03 |
| Investment in preference shares | 2025-26 | - | 9150.97 | 9150.97 |
| | 2024-25 | - | 6969.07 | 6969.07 |
| Trade Payable | 2025-26 | 262.35 | - | 262.35 |
| | 2024-25 | 274.18 | - | 274.18 |

## 23. Segment reporting

Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the chief operating decision maker, in deciding how to allocate resources and assessing performance. The Company's chief operating decision maker is Director (Mr. Bimal Thakkar) of the Company.

**Operating segments:**

The Operating Segment is the level at which discrete financial information is available. Business segments are identified considering :

a) the nature of products and services
b) the differing risks and returns
c) the internal organisation and management structure, and
d) the internal financial reporting systems.

Revenue and expenses directly attributable to segments are reported under each reportable segment.

Exceptional items and other expenses which are not attributable or allocable to segments are separately disclosed. Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable assets and liabilities. The Company has identified following 2 reportable segments, in a manner consistent with internal reporting provided to the Chief Operating Decision Maker:

1. Process and Preserved food
2. Agency Distribution Business

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**Notes forming part of the special purpose financial statements for the year ended March 31, 2026**

Rs. Lakhs

| Particulars | Year Ended | |
|---|---|---|
| | March 31, 2026 | March 31, 2025 |
| | (Audited) | (Audited) |
| **Segment Revenue (Sales and Other operating income)** | | |
| Agency distribution | 582.18 | 386.70 |
| Processed and preserved foods | 2,140.29 | 1,886.81 |
| Unallocated other operating revenue | | |
| **Total** | **2,722.47** | **2,273.51** |
| Less: Intersegment Revenue | - | - |
| **Total Segment Revenue** | **2,722.47** | **2,273.51** |
| **Segment Results** | | |
| Agency distribution | 184.57 | (8.41) |
| Processed and preserved foods | 318.08 | 144.19 |
| **Total Segment Results** | **502.65** | **135.78** |
| Less: Exceptional items | - | - |
| Less: Finance cost | - | - |
| Add/(Less): Finance income and other unallocable income (net) of unallocable expenditure | (18.47) | (43.82) |
| **Total Profit Before Tax** | **484.18** | **91.96** |
| **Segment Assets** | | |
| Agency distribution | 183.78 | 72.06 |
| Processed and preserved foods | 495.47 | 672.40 |
| Unallocated Corporate Assets | 12,033.85 | 9,291.38 |
| **Total Segment Assets** | **12,713.10** | **10,035.84** |
| **Segment Liabilities** | | |
| Agency distribution | 11.34 | 343.22 |
| Processed and preserved foods | 557.41 | 275.47 |
| Unallocated Corporate Liabilities | 139.70 | 22.66 |
| **Total Segment Liabilities** | **708.45** | **641.35** |
| **Capital employed** | | |
| Agency distribution | 172.44 | (271.16) |
| Processed and preserved foods | (61.94) | 396.93 |
| Unallocated | 11,894.15 | 9,268.72 |
| **Total Capital employed** | **12,004.65** | **9,394.49** |

Note: The previous period's figures have been regrouped / restated wherever necessary.

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## 24. Financial instruments – Fair values and risk management

### Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value

Rs. in Lakhs

| March 31, 2026 | Carrying amount | | | | Fair value | | | |
|---|---|---|---|---|---|---|---|---|
| | Fair value through profit and loss | Fair value through other comprehensive income | Amortised Cost | Total | Level 1 | Level 2 | Level 3 | Total |
| **Financial Assets** | | | | | | | | |
| **Current** | | | | | | | | |
| Trade Receivables | - | - | 259.26 | 259.26 | | - | - | - |
| Cash and cash equivalents | - | - | 1,111.32 | 1,111.32 | | - | - | - |
| | - | - | **1,370.58** | **1,370.58** | | - | - | - |
| **Financial Liabilities** | | | | | | | | |
| **Current** | | | | | | | | |
| Trade payables | - | - | 529.77 | 529.77 | | - | - | - |
| Other Financial Liabilities | - | - | 1.35 | 1.35 | | | | |
| | - | - | **531.12** | **531.12** | | - | - | - |

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Notes forming part of the special purpose financial statements for the year ended March 31, 2026

Rs. in Lakhs

| March 31, 2025 | Carrying amount | | | | Fair value | | | |
|---|---|---|---|---|---|---|---|---|
| | Fair value through profit and loss | Fair value through other comprehensive income | Amortised Cost | Total | Level 1 | Level 2 | Level 3 | Total |
| **Financial Assets** | | | | | | | | |
| **Current** | | | | | | | | |
| Trade Receivables | - | - | 365.58 | 365.58 | | - | - | - |
| Cash and cash equivalents | - | - | 519.47 | 519.47 | | - | - | - |
| | - | - | **885.05** | **885.05** | | - | - | - |
| **Financial Liabilities** | | | | | | | | |
| **Current** | | | | | | | | |
| Trade payables | - | - | 617.17 | 617.17 | | - | - | - |
| | - | - | **617.17** | **617.17** | | - | - | - |

**Fair Value Hierarchy**

The fair value of financial instruments as referred to in note above have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements). The categories used are as follows:

• Level 1: Quoted prices for identical instruments in an active market;
• Level 2: Directly or indirectly observable market inputs, other than Level 1 inputs; and
• Level 3: Inputs which are not based on observable market data.

**Calculation of Fair Values**

The fair values of the financial assets and liabilities are defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Methods and assumptions used to estimate the fair values are consistent with the prior years.

## 25. Financial Risk Management

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

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### Credit risk

The Company is exposed to credit risk, which is the risk that arises when a counter party defaults on its contractual obligations to pay, resulting in financial loss to the Company. The Company manages its credit risk by continuous monitoring of the ageing of its receivables. The carrying amount of financial assets represents the maximum credit exposure. Based on prior experience and an assessment of the current economic environment, management believed there is no credit risk provision required.

The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to Rs. 259.26 lakhs (March 31, 2025 –365.58 lakhs) shown as current as at reporting date. Trade receivables are typically unsecured. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company expects that estimate of expected credit loss for impairment is immaterial based on historical trend and the nature of business. No provision is considered necessary as at reporting date other than disclosed in Note 5 and Management continuously assesses the requirement for provision on ongoing basis. During the period, the Company made no write-offs of trade receivables except for those disclosed in financial statements.

### Liquidity risk

The Company manages liquidity risk by continuously monitoring the forecasted and actual cash flows. It matches its outflows to its inflows, thereby ensuring that it does not have any operational cash shortfalls which need to be funded.

**Rs. in Lakhs**

| **March 31, 2026** | **Contractual cash flows** | | | | | |
|---|---|---|---|---|---|---|
| | **Carrying Amount** | **Total** | **Within 12 months** | **1-2 years** | **2-5 years** | **More than 5 years** |
| **Financial Liabilities** | | | | | | |
| **Current** | | | | | | |
| Trade payables | | | | | | |
| a) Dues of Micro & Small Enterprises | - | - | - | - | - | - |
| b) Dues of creditors other than Micro & Small Enterprises | 529.77 | 529.77 | 529.77 | - | - | - |
| Other Financial Liabilities | 1.35 | 1.35 | 1.35 | - | - | - |
| | **531.12** | **531.12** | **531.12** | - | - | - |

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Rs. in Lakhs

| March 31, 2025 | Contractual cash flows | | | | | |
|---|---|---|---|---|---|---|
| | Carrying Amount | Total | Within 12 months | 1-2 years | 2-5 years | More than 5 years |
| **Financial Liabilities** | | | | | | |
| **Current** | | | | | | |
| Trade payables | | | | | | |
| a) Dues of Micro & Small Enterprises | - | - | - | - | - | - |
| b) Dues of creditors other than Micro & Small Enterprises | 617.17 | 617.17 | 617.17 | - | - | - |
| | **617.17** | **617.17** | **617.17** | **-** | **-** | **-** |

**Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of change in market prices. There are two types of market risks, namely, currency risk and interest rate risk. Exposure to currency risk related primarily to the Company's operating activities when transactions are denominated in a different currency from the Company's functional currency. The Company does not have a significant exposure to currency risk. The Company has no exposure to interest rate risk as it has neither any interest bearing investments nor borrowings.

**Capital Management**

The Company`s capital management objective is to

-> ensure that the Company will be able to continue as a going concern.

-> maintain strong capital base so as to maintain creditor and market confidence and to sustain future development of the business.

The board of directors monitors the return on capital employed.

**26.** The Company has not advanced or loaned or invested (either from borrowed funds or share premium or any other source of funds) to 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 behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or like on or behalf of the Ultimate Beneficiaries.

The Company has not received any fund from any person(s) or entity (ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall either 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.

**As per our report of even date**

**For M S K A & Associates LLP**
**(Formerly known as M S K A & Associates)**
**Chartered Accountants**
**Firm Registration Number: 105047W/ W101187**

MSKA & ASSOCIATES LLP Chartered Accountants

**Amrish Vaidya**
**Partner**
**Membership Number 101739**
**Place: Mumbai**
**Date: May 11, 2026**

**For and on behalf of the Board**

**Bimal R. Thakkar**
**Director**
**DIN: 00087404**
**Place: London**
**Date: May 11, 2026**

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