

**MADHUSUDAN MASALA LIMITED**

(Formerly known as "Madhusudan Masala Pvt. Ltd.")

AN ISO 9001:2015 - ISO 22000:2018 & HACCP CERTIFIED COMPANY

CIN: U15400GJ2021PLC127968 | GSTIN: 24AAPCM2743Q1ZU | FSSAI No.: 10721999000495

Regd. Office: F.P. No. 19, Plot No. 1 - B, Hapa Road, Jamnagar - 361001 Gujarat India

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Date: August 21, 2024

To,  
Listing Compliance Department  
National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex  
Bandra East, Mumbai-400051

Respected Sir/Ma'am,

**Sub: Submission of Annual Report for the Financial Year 2023-24.**

**Ref.: Madhusudan Masala Limited (SYMBOL/ISIN: MADHUSUDAN / INE0P6701019)**

This is to inform you that the 3<sup>rd</sup> Annual General Meeting ("AGM") of the Company will be held on Monday, September 16, 2024 at 11:00 A.M through Video Conferencing/ Other Audio-Visual Means in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we are submitting herewith the Annual Report of the Company for the Financial Year 2023-24 which is being sent through electronic mode to the Members.

The Annual Report is also uploaded on the Company's website and can be accessed at <https://www.madhusudanmasala.com/>.

You are requested to take the same on your records.

**For, Madhusudan Masala Limited**

**Rishit Dayalaji Kotecha**  
Chairman cum Managing Director  
DIN: 00062148

**Place: Jamnagar**

**Encl: A/a**

**Growing  
Exponentially**

**Annual  
REPORT**

**FY-2024**





# TABLE OF CONTENTS

## Corporate Overview

2	About Madhusudan Masala	11	Message from the Chariman
3	Moments of Listing Ceremony	12	Key Performance Indicators
4	Achievements & Milestones	13	<b>Built To Grow Exponentially:</b> Manufacturing Capacity & Utilization
5	Business Verticals	14	Manufacturing Process
7	Awards and Appreciations	15	Marketing Activities
8	Mergers & Acquisitions	16	Message from Whole time Director
10	Geographical Footprints	17	Board of Directors

## Statutory Reports

18	Corporate Information	38	Annexure to the Directors' Report
20	Directors' Report	49	Management Discussion and Analysis

## Financial Statements

63	Independent Auditor's Report	78	Notes on Financial Statements
74	Balance Sheet	102	Notice of 3rd Annual General Meeting
75	Statement of Profit & Loss	114	Annexures to Notice of 3rd AGM
76	Cash Flow Statement		

### Forward-looking statements:

Forward-looking statements in this document regarding Madhusudan Masala Limited ("Madhusudan" or "MML") are subject to risks and uncertainties. Actual results may differ materially from those expressed or implied. Readers are cautioned not to place undue reliance on these statements, which are qualified in their entirety by the risk factors and assumptions detailed in the Management Discussion and Analysis chapter of the Company's Annual Report, including changes in market conditions, competition, regulatory requirements, and other factors.



## Unlocking Limitless Growth

It is our pleasure to present our inaugural annual report since listing on the National Stock Exchange (NSE) platform. We are thrilled to share our exceptional performance in fiscal year 2024, characterized by:

- Impressive financial results
- Significant sales growth
- Expanded geographical reach
- Strategic acquisitions
- Strengthened sales team

Our unwavering commitment to quality, innovation, and customer satisfaction has been the driving force behind our success. This report showcases our achievements and highlights our dedication to excellence.

As we celebrate this milestone, we reflect on our journey and the accomplishments that have established Madhusudan Masala Limited as a leading player in the spice and grocery industry. Our commitment to excellence has yielded:

- Impressive financial results with significant revenue growth and improved profitability
- Expanded sales reach, penetrating new markets and strengthening our presence
- Strategic acquisitions enhancing our capabilities and product portfolio
- Investments in cutting-edge technology and infrastructure for operational efficiency and sustainability
- Numerous awards and recognition for our dedication to quality and customer satisfaction

We are proud of our accomplishments and look forward to continuing to create value for our stakeholders, driving growth, and achieving new heights in the years to come.



# About Madhusudan Masala

Since 1977, Madhusudan Masala has been a trusted name in the spice industry, specializing in premium masala powder production from our base in Hapa, Jamnagar, Gujarat. Founded by Dayalji Vanraavan Kotecha and Vijaykumar Vanraavan Kotecha, our company has evolved from a partnership firm, M/s Madhusudan & Co, registered in 1982, into a renowned manufacturer with a rich legacy spanning over four decades.

Our mission is to deliver:

- Quality food products that meet the highest standards
- Cost-effective solutions for our customers
- Improved accessibility to our products, making them available to a wider audience

With a strong foundation built on quality, integrity, and customer satisfaction, we continue to grow and expand our reach, while remaining committed to our core values.

Steeped in tradition, Madhusudan Masala remains the trusted choice for discerning households seeking authentic, high-quality spices and food products.

Our extensive portfolio includes:

- Over 32 varieties of spices and food products
- Popular brand names: "DOUBLEHATHI" and "MAHARAJA"
- Diverse product range comprising over 276 SKUs

Our offerings cater to a wide range of customer needs, including:

- Papad
- Tea
- Soya products
- And many more

With a strong commitment to quality and authenticity, we continue to innovate and expand our product range to meet the evolving needs of our customers.

Madhusudan Masala has been a leading manufacturer and processor of spices and food products for over four decades. Founded by Dayalji Vanraavan Kotecha and Vijaykumar Vanraavan Kotecha in 1982, the company has evolved from a partnership firm to a renowned brand. The next generation,

Rishit Dayalji Kotecha and Hiren Vijaykumar Kotecha, has continued the legacy with extensive industry experience. Product Offerings We offer a wide range of products under two brand names:

#### **DOUBLE HATHI**

- Spices (over 32 types)
- Whole Spices
- Tea
- Other Grocery Products:
- Rajgira flour
- Papad
- Soya Products
- Asafoetida (Hing)
- Achar masala (Ready to make pickle powder)
- Sanchar (Black salt powder)
- Sindhalu (Rock salt powder)
- Katlu powder (Food supplement)
- Kasuri Methi (Dry fenugreek)

#### **MAHARAJA**

- Spices (value-for-money segment)

#### **Unbranded Sales**

We also generate revenue from trading whole spices and food grains through unbranded sales. Our focus on quality, cost-effectiveness, and improved accessibility has enabled us to build a strong presence in the industry.

#### **Manufacturing Facility**

Our state-of-the-art manufacturing facility is strategically located at Industrial Area Hapa, near Jamnagar, Gujarat, providing easy access to raw materials and reducing transportation costs. The facility is equipped with advanced plant and machinery to ensure efficient production processes, including:

- Cleaning
- Drying
- Grading
- Grinding
- Packaging

We take utmost care in manufacturing our spices and products using natural processes and scientific methods to preserve their natural properties, color, and odor. Our systematic procurement of raw spices during their respective seasons enables us to maintain consistent quality throughout the year.

Third-Party Procurement and Packaging In addition to our in-house manufacturing, we also procure tea and other grocery products, such as:

- Papad
- Soya products
- Asafoetida (Hing)
- Black salt
- Rock salt

From trusted third-party manufacturers and package them under our brand name "DOUBLE HATHI", ensuring quality and consistency.

#### **Certifications**

Our state-of-the-art manufacturing facilities are accredited with:

- ISO 9001:2015 (Quality Management System)
- ISO 22000:2018 (Food Safety Management System)
- HACCP (Hazard Analysis Critical Control Points)
- FSSAI license (Food Safety and Standards Act 2006)

We are also proud members of:

- Spice Board of India
- APEDA (Agricultural and Processed Food Products Export Development Authority)

#### **Product Packaging**

We offer our spices in various packaging options to cater to diverse customer needs:

- Ground spices: 10gms to 20kgs (polypacks and jute bags)
- Blend spices: 10gms to 100gms (polypacks and cardboard boxes)

Our commitment to quality, safety, and customer satisfaction is reflected in our rigorous certifications and flexible packaging options.

alysmasala



# LISTING CEREMONY

## मधुसूदन मसाला लिमिटेड के आईपीओ को निवेशकों का शानदार समर्थन, मिला 412.94 गुना अभिमान

विशाल रेगुलैटरी/अनुपूर। गुजरात के अहमदाबाद स्थित मधुसूदन मसाला लिमिटेड के आईपीओ को निवेशकों की ओर से शानदार समर्थन हासिल हुआ है। आईपीओ के ऑपनिंग दिन 21 सितंबर को कंपनी के आईपीओ को 412.94 गुना अभिमान हासिल हुआ है। कंपनी को कुल 1,00,00,000 शेयरों में 6,46,00,000 शेयर के सुकम्बले 86.91 गुना अंशिक 68,144,000 शेयरों के लिए, परआईआई वैल्यूएशन में 4,46,00,000 शेयरों के लिए और रिटेल सेक्टर में 279,044,000 शेयरों के लिए भीषण हासिल हुए। कंपनी द्वारा कुल कुल 17.04 करोड़ रुपये के सुकम्बले कंपनी को 7035.71 करोड़ रुपये की बेनेफिट हासिल हुई। कंपनी के शेयर की उम्र को कंपनी द्वारा तम रखा है कि कंपनी की कंपनी आईपीओ में 11,30,00,000 शेयरों के लिए और रिटेल सेक्टर में 279,044,000 शेयरों के लिए और रिटेल सेक्टर में 689,792,000 शेयरों के लिए भीषण हासिल हुए। कंपनी द्वारा कुल कुल 17.04 करोड़ रुपये के सुकम्बले कंपनी को 7035.71 करोड़ रुपये की बेनेफिट हासिल हुई। कंपनी के शेयर की उम्र को कंपनी द्वारा तम रखा है कि कंपनी की कंपनी आईपीओ में 11,30,00,000 शेयरों के लिए और रिटेल सेक्टर में 279,044,000 शेयरों के लिए और रिटेल सेक्टर में 689,792,000 शेयरों के लिए भीषण हासिल हुए।

FOR SEPTEMBER 25, 2023						
	TARGET 1	TARGET 2	TARGET 3	TARGET 4	TARGET 5	TARGET 6
NIFTY 50	19685.80	19735	19747	19767	19778	19819
BUY ABOVE	19719	19735	19747	19767	19778	19819
SELL BELOW	19630	19616	19602	19582	19570	19529



संपूर्ण रचनात्मक लाभकार

## मिजगर भास्कर

बाणपुर | जामनगर | जामनगर | बाणपुर | जामनगर | जामनगर | जामनगर | जामनगर

23.80 करोड़ना आईपीओ सामे रोकपाकारो 7,035 करोडनी धनवर्षा करी छष

### जामनगरनो आईपीओ 592 गणुओ लर

### रोरबजारमा सौथी वधु लरशामा त्रीजा

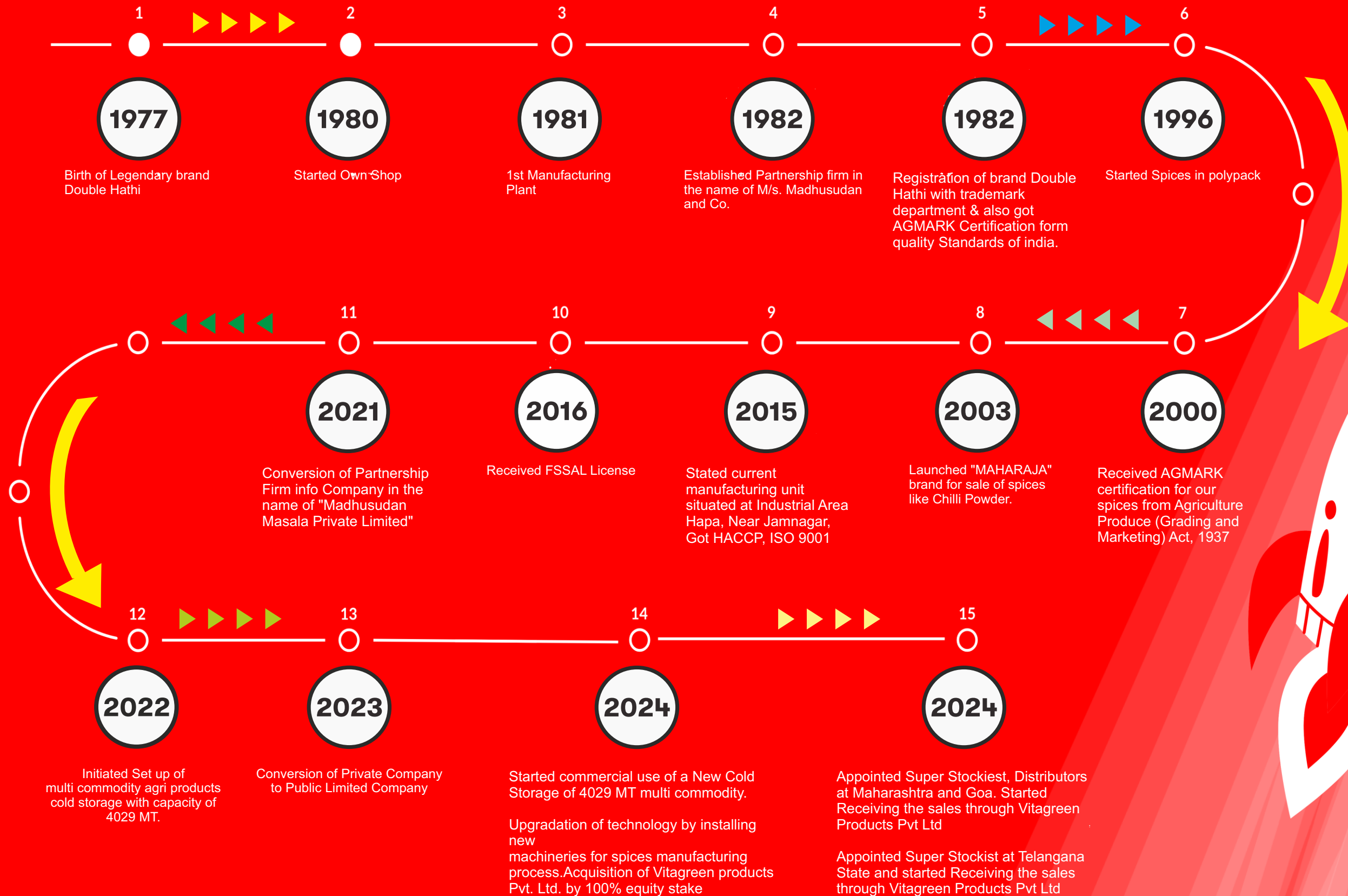
संयोजित आईपीओमा जवरो प्रतिसाह भण्यो: कंपनी 32 करता वधु विविध प्रकारना मसालानुं छि

भविष्यमा उया वणतर- रोकपाकारोनी अभुतपु

रोकपाकारोने अधध 3,34,891 अरच्छ करी



# ACHIEVEMENTS & MILESTONE



# BUSINESS VERTICAL

**Diversified accros products and segments**

## Overview

Madhusudan Masala has wide range of products across the ground spices, blended spices, tea, soya chunks, whole spices, flours, hing, papad, kasuri methi, which are made available to consumers across 4 states through an extensive marketing and distribution network with 65+ distributors and 10000+ grocery stores as well as it will boost more sales by adding products from Vitagreen and sales channel of 12000+ retail stores and 200+ distributors spreaded over 7+ states PAN India.

We did able to established a strong brand equity with our quality products, competitive prices and region wise availability of ground spices to ensure aggressive growth. Alongside, we maintained focus on trade receivables, cash conversion an strict working capital discipline. We follow a clustered growth strategy whereby we target entering a couple of new states each year and build a market with our aggressive go-to-market strategy & demand generation activities, followed by scaling up in these markets exponentially. In the last 6 months we have entered in 3 new states Maharashtra, Goa and Telangana. We have already appointed sales team at Chandigarh, Hariyana, UP, Bihar, J&K, Jharkhand which will be started by H1FY25.

### Blended Spices



### Ground Spices



### Other Products



### Whole Spices





# Growing Faster, Reaching Farther: New Markets New Products New Opportunities

Our company is a leading manufacturer and processor of a diverse range of products, including:- Over 32 types of ground spices, blended spices, and whole spices- Grocery products like tea, rajgira flour, papad, soya products, asafoetida (Hing), achar masala (ready-to-make pickle), sanchar (black salt powder), sindhalu (rock salt powder), katlu powder (food supplement), and kasuri methi (dry fenugreek) We also generate revenue through trading whole spices and food grains through unbranded sales, making us a significant player in the spice and grocery industry.



## Madhusudan Masala at a glance

### Domestic Presence

**10,000+**  
Retail Grocery stores

**5,700+**  
Wholesalers

**65+**  
Distributors

### Manufacturing Capacity

**4800 MT**  
Semi Finished Goods

### Others

**150+**  
Team strength

### CARE Rating

Credit rating upgraded  
to CARE BB:Positive  
/ CARE A4+ (Double B; Outlook:  
Positive / A Four plus)

### Product Portfolio

**4 Brands**  
Doublehathi, Maharaja  
Mantavya & 77green

**500+ sku**  
Ground Spices,  
Blended Spices  
Grocery Products  
Whole Spices

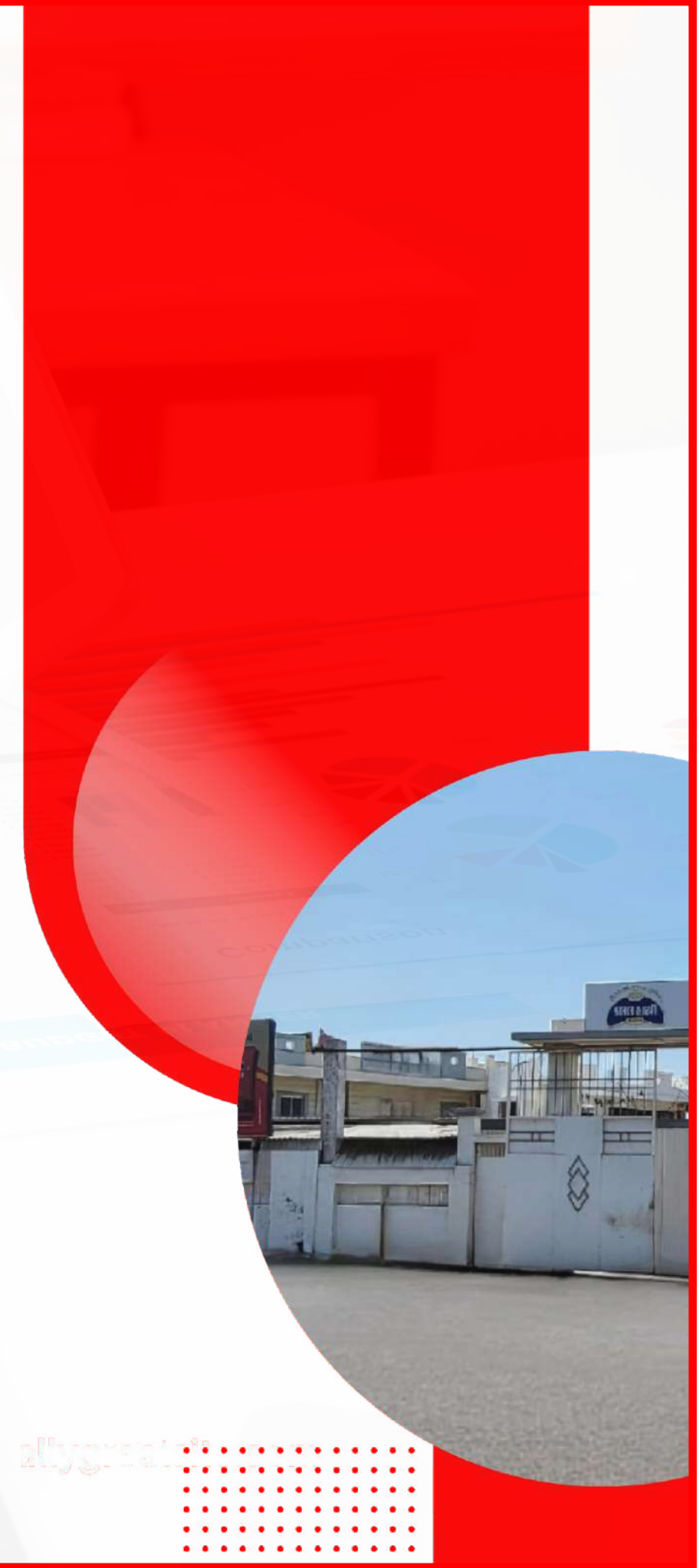
**Since  
1977**





# Appreciation & Motivation fuels to achieve success

Appreciation by recognized associations fuels in team. Madhusudan Masala team able to secure best 500SME awards, Star participant award in Khadhya Khurak exhibition 2023, Certificate of appreciation from GPBS 2024 Expo held at Rajkot we were silver sponcer for this exhibition, also got participation certificate from LIBF expo 2024 held at Gandhinagar, Gujarat.





# MERGER & ACQUISITION

## Expansion and Growth through Strategic Acquisition



Madhusudan Masala is pleased to announce the acquisition of Vitagreen Products Private Limited, a leading manufacturer and exporter of blended spices, instant mixes, and grocery products under the brand name "77GREEN". This strategic move is aimed at expanding Madhusudan Masala's product portfolio and geographical presence, further solidifying its position in the spice and food industry.

### Key Highlights:

- Madhusudan Masala acquires Vitagreen Products Private Limited, making it a 100% subsidiary
- Expanded product portfolio to include Vitagreen's renowned "77GREEN" brand, complementing Madhusudan Masala's existing product range
- Enhanced geographical presence, with a strong sales network in Gujarat, Maharashtra, Goa, Telangana, Punjab, J&K, and Haryana
- Increased market reach, enabling Madhusudan Masala to tap into new customer segments and markets

### Strategic Benefits:

This acquisition aligns with Madhusudan Masala's growth objectives, enabling the company to:

- Enhance its product offerings with Vitagreen's innovative and quality products
- Strengthen its market position through increased brand recognition and customer loyalty- Expand its geographical footprint, driving growth and success in new markets
- Leverage Vitagreen's expertise and distribution network to enhance Madhusudan Masala's overall operations

### About Vitagreen Products:

Established in 2009, Vitagreen Products has built a strong reputation for quality and innovation, with a significant sales presence in key markets. The company's "77GREEN" brand is synonymous with excellence and customer satisfaction, making it an ideal fit for Madhusudan Masala's portfolio.

**Next Steps:** We look forward to completing this acquisition and leveraging the synergies to drive growth, success, and increased value for our customers, partners, and stakeholders. The acquisition is subject to customary closing conditions and regulatory approvals.

## How Madhusudan Masala stands to benefit?

### 2nd Manufacturing Unit - Rajkot

By acquiring Vitagreen products private limited our manufacturing capacity increased by 600 MT annually.

### Targeting more consumers

77Green brand has strong presence at mirco grocery stores like chicken shops, bakery, dairy parlour, etc. Which will help us to cater new customer base.

### Improvement in blended Spices sales

77Green brand has strong presence in blended spice that will help to improve segment share of blended spices and help to cater new segment of ready-to cook instant mix.

**12,000+**  
Retail Grocery stores

**200+**  
Distributors

**120+**  
Team strenght

**7+**  
States covered PAN India

**600 MT**  
Semi Finished Goods

**600 MT**  
Packaging line

**228+ sku**  
Ground Spices,  
Blended Spices  
Grocery Products  
Instant Mix

**R&D**  
In-house R&D facility and  
dedicated team





# Unleashing potential by capability of in-house R&D team of blended spices and Instant Mix

Vitagreen Products is a prominent player in the food industry, specializing in the manufacturing and exporting of spices, instant mixes, and other grocery products. With a strong operational foundation, the company has achieved remarkable success in the market.

### Key Highlights:

- 40+ operational and manufacturing staff
- 80+ sales team members
- Sales turnover of ₹20 crores in FY24
- Serving micro grocery stores, including:
  - Vegetable shop owners
  - Dairy shops
  - Bakeries

Vitagreen Products' focus on serving micro grocery stores and small segment SKUs has enabled the company to establish a strong market presence. With a robust sales team and streamlined distribution channels, the company is well-positioned for continued growth and success."

- Chicken shops
- Strength in small segment SKUs
- Sales presence in 7+ states
- Streamlined sales channel through:
  - Super stockists
  - Distributors
  - Retailers



## DIVERSIFIED ACCROSS PRODUCTS

Vitagreen products has wide range of product across the segments. Vitagreen Products are best seller in small consumer packs of Rs. 5 and Rs.10. Currently these small skus are sold 19 Million packs annually. It's a remarkable sales in FMCG, for selling millions of retail segment skus.

### BLENDED SPICES

### INSTANT MIX

### GROUND SPICES

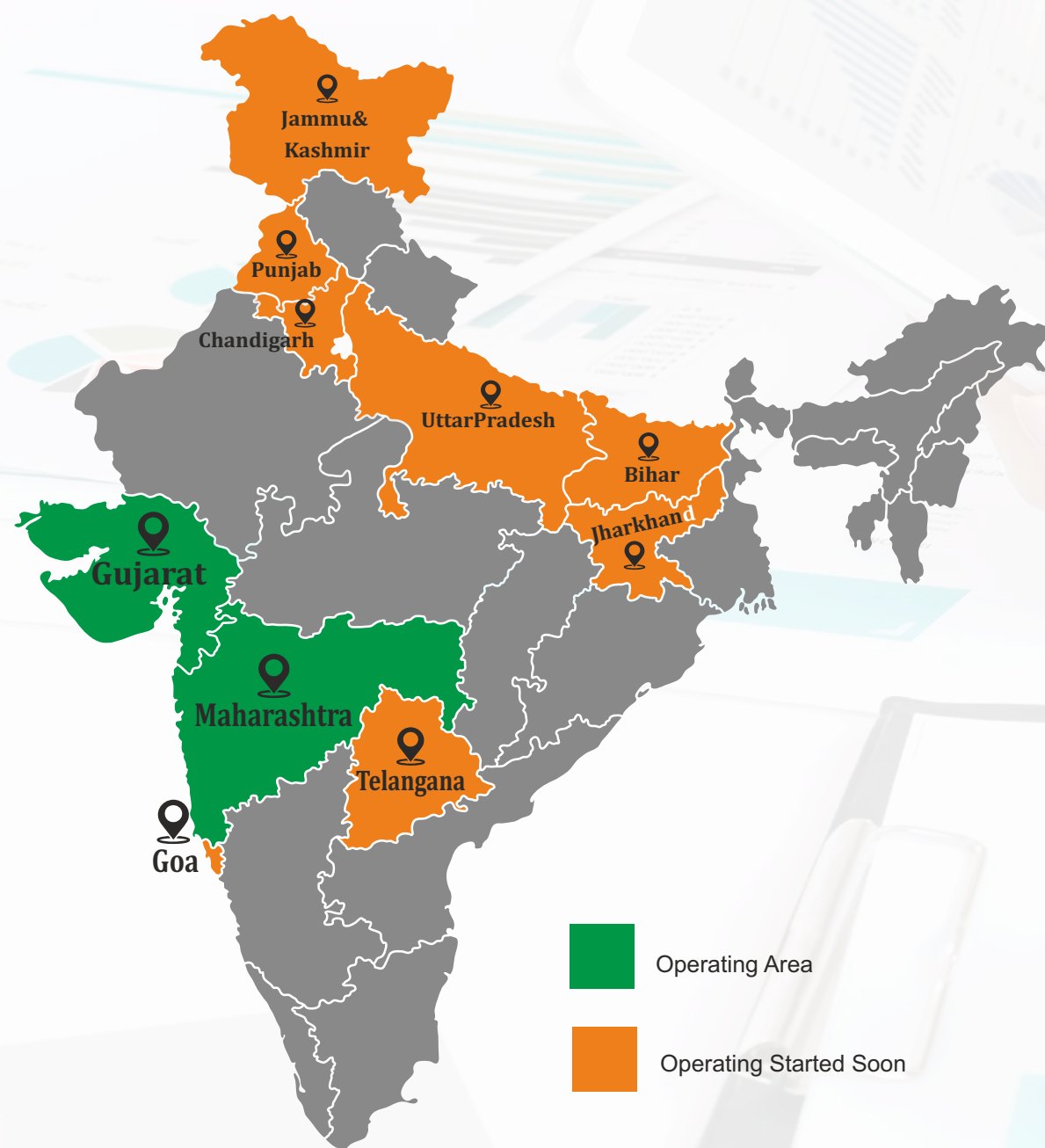
### PAPAD

### GINGER GARLIC PASTE





# Deep geographical presence with focus on highly populated new geographies



## Market Presence and Growth Opportunities

Our company has a strong presence in the Western Region of Gujarat, specifically in Saurashtra, where we hold a significant 35% market share. This demonstrates our established reputation and customer loyalty in this region.

In Gujarat, we have a 5% market share, indicating a solid foundation for further expansion. However, we see immense growth potential in Maharashtra, particularly beyond the Mumbai suburban area, where we currently operate.

Maharashtra offers a vast and diverse market, with a large customer base and significant demand for our products. By expanding our reach in this region, we can:

- Increase our market share and presence
- Tap into new customer segments and markets
- Drive business growth and revenue expansion
- Enhance our brand visibility and awareness

With our established presence in Mumbai, we have a strong foundation to build upon. We plan to leverage our existing infrastructure and expertise to expand our reach across Maharashtra, exploring new opportunities and driving growth in this region.

Moreover, we see significant growth potential in Maharashtra, particularly beyond the Mumbai suburban area, where we currently operate. With a large and diverse market, Maharashtra offers us an exciting opportunity to expand our reach, increase our market share, and tap into new customer segments.

By focusing on Maharashtra, we aim to:

- Increase significant market share in the next 12 months
- Expand our distribution network and reach new customers
- Introduce new products and services to meet the evolving needs of our customers
- Strengthen our brand presence and reputation in the region

We believe that our expansion into Maharashtra will be a key driver of growth and success for our company, and we are excited about the opportunities that this region presents.

## Strategic Sales Channel Expansion

We are delighted to announce that Vitagreen Product Pvt Ltd has developed a robust sales channel for our ovens in Telangana and Goa, positioning us for significant market share growth in the near future. Furthermore, Vitagreen has established a strong sales presence in the following regions:

- Chandigarh
- Punjab
- Haryana
- Uttar Pradesh (UP)
- Bihar
- Jharkhand
- Delhi
- Jammu & Kashmir

In addition, we have appointed a Super Stockist at Chandigarh, who will oversee the entire Northern region. Notably, this Super Stockist has previously worked with Vitagreen and is now exclusively working with Madhusudan Masala Limited, bringing valuable expertise and relationships to our team.

This strategic expansion enables us to:

- Establish a strong market presence in Telangana and the Northern regions
- Leverage Vitagreen's established distribution network and infrastructure
- Increase our brand visibility and awareness across these regions
- Drive sales growth and revenue expansion
- Enhance our market share in Telangana and the Northern regions

With this comprehensive sales channel network, we are confident in our ability to:

- Increase our market share in Telangana and the Northern regions
- Expand our customer base and reach new audiences
- Provide exceptional customer service and support
- Strengthen our brand position and competitiveness

The appointment of the Super Stockist at Chandigarh, with their existing relationships and expertise, will be instrumental in driving our growth in the Northern region. We are excited about the opportunities that these regions present and look forward to exploring new avenues for expansion.



# MESSAGE FROM CHAIRMAN

**Just like an airplane, which first gains momentum on the runway before soaring to great heights, a business also follows a similar trajectory. In the initial stages, we need to focus on building momentum, gradually increasing our speed and growth. As we gain traction, we can then propel ourselves to greater heights, achieving success and reaching new altitudes**

**Rishit Dayaljibhai Kotecha**  
Chairman and Managing Director



## Dear Shareholders,

It is my pleasure to present the financial highlights of Madhusudan Masala Limited for the fiscal year 2024. This marks a significant milestone for our company, following our successful IPO in September 2023. I would like to express my heartfelt gratitude to each of you for your overwhelming support and trust in our company's long-term growth story. Your confidence in our vision and strategy is a testament to the hard work and dedication of our team. As a second-generation leader, I am proud to say that Madhusudan Masala has established itself as a renowned and experienced spices manufacturer, boasting an extensive portfolio of high-quality products and a strong market presence. I am delighted to report that we have achieved remarkable topline growth, with revenues reaching an all-time high of INR 1622 million in FY24. This outstanding performance is a result of our relentless pursuit of excellence, strategic initiatives, and the unwavering commitment of our team. In the following presentation, we will delve into the details of our financial performance, highlighting our key achievements and strategic initiatives that have driven our success.

## Lights on Financial Achievements

I am delighted to report that our sales team's focused efforts and the unwavering support of our channel partners have yielded outstanding results in FY-24. Our revenue soared by 28% to INR 1622 million, while our profit after tax witnessed a remarkable increase of 60% to INR 92 million.

A key driver of this impressive performance was the significant enhancement of our branded sales share, which rose from 47% to 56% of total revenue in FY-24. This substantial increase in branded sales, coupled with our efficient operations, led to a notable expansion of our margins.

The success can be attributed to:

- Effective sales strategy and execution
- Strong channel partnerships and collaborations
- Growing recognition and preference for our brand in the market
- Operational efficiencies and cost management

These exceptional results demonstrate the effectiveness of our sales strategy, the strength of our channel partnerships, and the growing recognition of our brand in the market. We are confident that our continued focus on delivering high-quality products, building strong relationships with our customers and partners, and driving operational excellence will drive sustained growth and profitability in the years to come.

## Next Step towards success.

We are thrilled to announce that our growth momentum is expected to continue in the coming years, with an ambitious target of achieving 30% topline growth annually. To achieve this, we have developed a comprehensive roadmap and are already executing our plans.

A key milestone in our expansion strategy was the strategic acquisition of Vitagreen Products Private Limited, a similar-line manufacturing company with an established sales channel presence in 7 states and a knowledgeable sales team. This acquisition brings numerous benefits, including:

- Expanded reach and presence in new markets
- Ready-to-cook product portfolio
- Expanded range of blended spices
- Significant boost to our topline growth

In addition to the acquisition, we remain committed to fostering strong relationships with our sales channels, a philosophy passed down from our first generation. This approach has enabled us to establish long-term partnerships with our channel partners.

We are also confident that our brand will quickly gain traction in the northern and western regions, thanks to the positive response from new channel partners who appreciate our high-quality products and trusted brand reputation.

With our solid plans in place, we are poised for rapid growth and expansion, and we look forward to achieving new heights in the coming years.

## 28%

### Topline growth in FY-2024

I am delighted to announce that our branded business has achieved a remarkable 52.44% increase in revenues, reaching INR 915 million, while our non-branded sales have also shown a steady growth of 5.14%, reaching INR 707 million. This significant growth in branded sales is a testament to our focused efforts to enhance our brand presence and awareness, as highlighted in our previous earnings call.

I would like to extend my sincere gratitude to our sales team, channel partners, and marketing agency, whose tireless efforts and strategic guidance have enabled us to achieve this outstanding result.

The spices industry is growing at a CAGR of 10%, with a market size of INR 87,000 crores in 2022. Our ambition is to capture 1% of the branded spices market share within the next five years, and we are confident that our continued focus on brand development and expansion will drive us towards achieving this goal.

### Key Highlights:

- Branded business revenue growth of 52.44% to INR 915 million
- Non-branded sales growth of 5.14% to INR 707 million
- Total revenue growth of 28% to INR 1622 million
- Spices industry growing at a CAGR of 10%
- Ambition to capture 1% of branded spices market share within the next five years

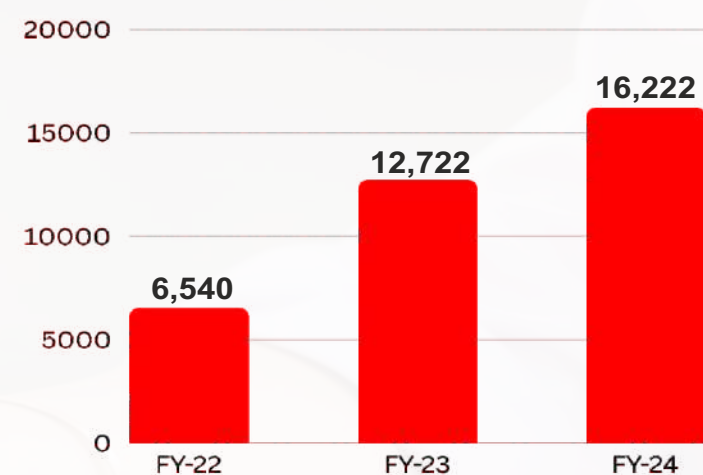
We remain committed to delivering high-quality products and building strong relationships with our customers and partners, and we are excited about the future prospects of our company.



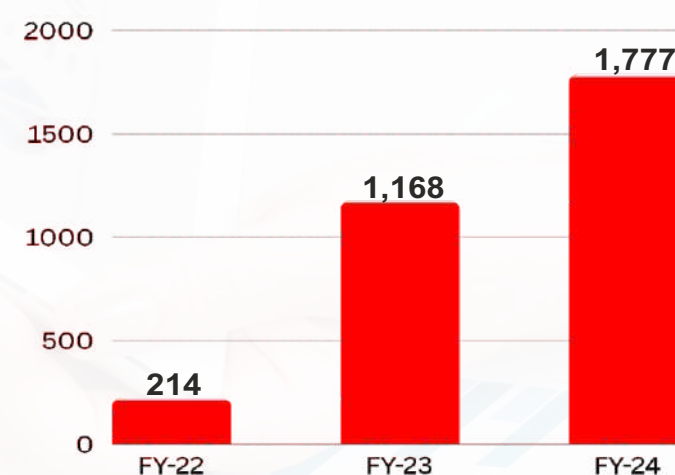
# KEY FINANCIAL PERFORMANCE RATIOS



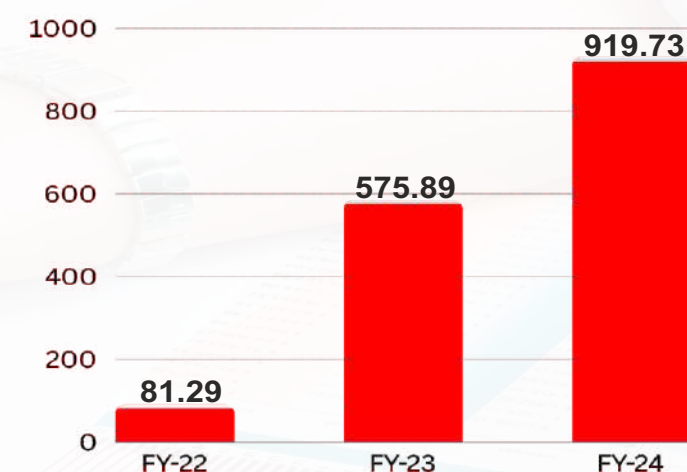
## • REVENUE



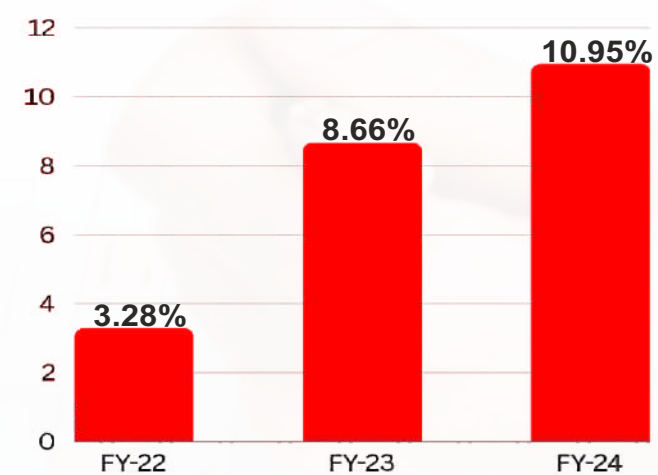
## • EBITDA



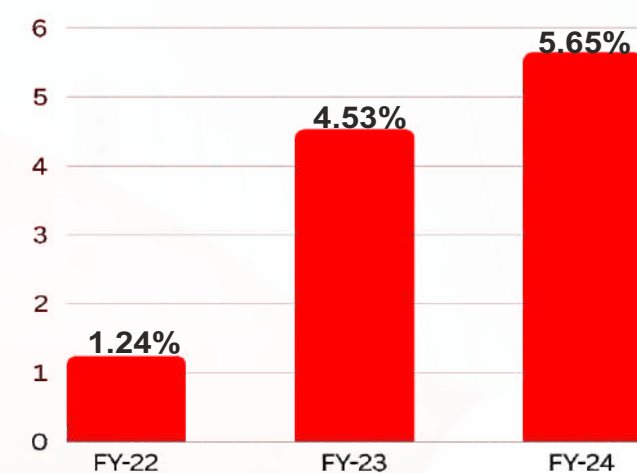
## • PAT



## • EBITDA MARGIN



## • PAT MARGIN





# BUILT TO GROW EXPONENTIALLY



## Established Capabilities & Efficient Process To Manufacture Quality Products

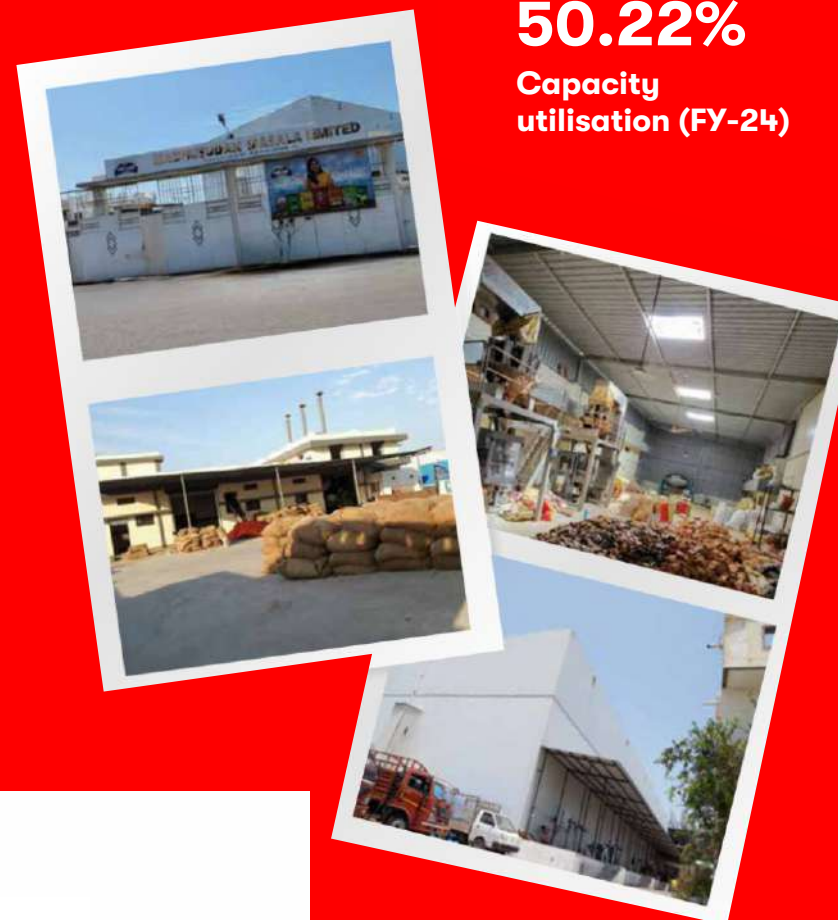
### Our Plant

Our manufacturing facility located in Hapa industrial Area, Jamnagar Having modern equipment, automation and implementation of best industry practices, it helps us achieve top-notch quality along with hygiene and natural process productions.

Spices are grown and harvested in accordance with climatic conditions. The initial phase in this procedure is cleaning and drying, during which the spices are filtered and then dried naturally. The spices are permitted in a crushing machine after they have been cleaned and dried.

**4800 MT**  
Manufacturing capacity

**50.22%**  
Capacity utilisation (FY-24)



- Equipped with plant & machinery to facilitate efficient production process of cleaning, drying, grading, grinding & packaging
- Most operations are mechanized thereby minimizing manual operations
- Products manufactured with utmost care and by way of natural process with scientific methods to retain the natural properties of the food like color & odor
- Spices manufactured are sent for lab verification against benchmarked standards to test for physical and chemical properties
- Systematic procurement of raw spices in their respective seasons to provide linear quality spices for the whole year
- Trained and experienced staff manning infrastructure in terms of cleaning, sorting and packing facilities & hygienic storages

### Certified facility





# MANUFACTURING PROCESS

The spice manufacturing process involves several critical stages that ensure the production of high-quality spices.

## Automation in spice processing ensures:

- High-quality spices through precise control over processing parameters- Cleanliness and hygiene throughout the production line- Increased efficiency and reduced labor costs- Consistency in spice blends and formulations- Improved product safety and reduced contamination risk  
By implementing automated procedures, we can produce high-quality spices efficiently and effectively, meeting the demands of various regions specific materials.

# Manufactured by Natural process in scientific way





# MARKETING ACTIVITIES

To increase brand awareness and reach a wider audience, we implement the following marketing strategies:

- Shop Facia Activity
- Free Sampling
- Distributor and Super Stockist Expansion

## Result of teamwork & hardwork to achieve tremendous growth in FY-24

- News Media Advertising
- FM Channel Advertising
- Food Exhibitions

By implementing these marketing strategies, we aim to increase brand awareness, drive sales, and expand our customer base across various regions.



LONDON EXPO



KHADHYA KHURAK



BEST STALL AWARD



SHOP BOARD



HOARDINGS



BLESSING AT EXPO



HORECA EXPO

MARKETING ACTIVITIES



ITALY EXPO



HOARDINGS

MARKETING ACTIVITIES



NEWSPAPER AD



LIBF EXPO



SALES TEAM



AWARD WINNING



NEWSPAPER AD



HOARDINGS



HIGHWAY BOARDS



# MESSAGE FROM WHOLE TIME DIRECTOR



## Man Behind The Team Management, Procurement, HR & Operations.

### Industry Recognition

Mr. Hiren Kotecha's expertise and knowledge have earned him a coveted position as a Director in the Jamnagar APMC (Agricultural Produce Market Committee). This recognition enables our company to directly coordinate with farmers for sourcing high-quality raw materials, ensuring the best possible products for our customers.

### Leadership Philosophy

Mr. Hiren Kotecha's leadership philosophy centers around teamwork, efficiency, and quality. He strives to create a work environment that fosters collaboration, innovation, and continuous improvement, driving our company towards excellence in the spices industry.

### Leadership

Mr. Hiren Vijaybhai Kotecha, a seasoned professional with over two decades of experience in the spices industry, leads our team with expertise and dedication. Holding a Bachelor's degree in Commerce from Saurashtra University, he has honed his skills in:

- Streamlining production operations
- Managing multiple complex projects within strict time frames
- Teamwork and high-quality task management

### As a Wholtime Director, Mr. Hiren Kotecha is responsible for:

- Optimizing manufacturing facilities for maximum utility
- Overseeing various modules, including:
  - Inventory Management
  - Order Management
  - Quality Control (QC)
  - Supply Chain Management (SCM)
  - Bill of Materials (BOM)
  - Cost Accounting (CA)
  - Warehouse Management
- Procurement
- Sales
- Material Requirement Planning
- Material Management
- Production Planning
- Quality Management

**Hiren Vijaybhai Kotecha**  
Whole Time Director





# BOARD OF DIRECTORS



**Mr. Rishit Dayalaji Kotecha**  
Chairman cum Managing Director

Rishit Kotecha, a 43-year-old Bachelior in Science graduate, leads Madhusudan Masala Limited as Chairman and Managing Director. With 21 years of business experience he has successfully driven the company's growth and expansion. His vision and leadership have established the company as a prominent spice industry player.



**Mr. Hiren Vijaykumar Kotecha**  
Wholetime Director

Hiren Vijaykumar Kotecha, a 38-year-old commerce graduate, serves as Wholetime Director at Madhusudan Masala Limited. With 18 years of business experience, he oversees procurement, production, and sales teams, leveraging his expertise to drive operational efficiency and growth. His strategic approach has significantly contributed to the company's success.



**Mr. Dayalaji Vanraavan Kotecha**  
Non-Executive Director

Dayalajibhai Vanraavan Kotecha, a 76-year-old visionary, is a Non-Executive Director and one of the founders of Madhusudan Masala Limited. With over 55 years of experience in the spices industry, he brings invaluable guidance and insight to the company. He mentors the new generation on timely procurement and pricing forecasting, drawing from his vast experience.



**Mr. Vijaykumar Vanraavan Kotecha**  
Non-Executive Director

Vijaykumar Kotecha, a 68-year-old industry veteran, is a Non-Executive Director and one of the founders of Madhusudan Masala Limited. With a wealth of experience in selling spices, he provides valuable guidance on business strategies and operations to the new generation. His insight and mentorship have been instrumental in shaping the company's growth and success.



**Mrs. Foram R Kotecha**  
Non-Executive Director



**Mrs. Mayuri H Kotecha**  
Non-Executive Director



**Mr. Parth B Sukhparia**  
Non Executive  
Independent Director



**Mr. Kirit V Dharaviya**  
Chief Finance Officer



**Mr. Chintan Mehta**  
Non Executive  
Independent Director



**Mrs. Megha D Madani**  
Company Secretary and  
Compliance Officer



# CORPORATE INFORMATION

## BOARD OF DIRECTORS:

Name	DIN	Designation
Mr. Rishit Dayalji Kotecha	00062148	Chairman cum Managing Director
Mr. Hiren Vijaybhai Kotecha	02519243	Wholetime Director
Mr. Dayalji Vanraavan Kotecha	00062412	Non-Executive Director
Mr. Vijaybhai Vanvaran Kotecha	02519234	Non-Executive Director
Mrs. Foram Rishit Kotecha	10061711	Non-Executive Director
Mrs. Mayuri Hiren Kotecha	10076493	Non-Executive Director
Mr. Parth Bipinbhai Sukhpariya	10118279	Non-Executive Independent Director
Mr. Chintan Ashokbhai Mehta	05355776	Non-Executive Independent Director

## KEY MANAGERIAL PERSONNEL:

Name	Designation
Ms. Megha Dilipkumar Madani	Company Secretary and compliance office
Mr. Kirit Vallabhbhai Dharaviya	Chief Financial Office

### REGISTERED OFFICE

F.P. No. 19, Plot No. 1 - B Hapa Road, Jamnagar - 361 001, Gujarat, India.  
Telephone No. +91 9426224445, +91 288 2572002  
Email : [cfo@madhusudanmasala.com](mailto:cfo@madhusudanmasala.com)  
Web : [www.madhusudanmasala.com](http://www.madhusudanmasala.com)

### STATUTORY AUDITOR

**Sarvesh Gohil & Associates**  
Chartered Accountants  
(Firm Registration No. 0156550W)  
Office No. 202, Copper Annexy, 2nd Floor, Opp. St.Anns  
School, Jamnagar Gujarat India 361 008  
Email : [sarveshgohil.associates@gmail.com](mailto:sarveshgohil.associates@gmail.com)  
Mob. : +91 9723812367

### REGISTRAR & SHARE TRANSFER AGENT

**KFIN Technologies Limited**  
Selenium Tower-B, Plot 13 & 32, Gachibowli, Financial  
District, Nankramguda, Serilingampally, Hyderabad -  
500 032, Telangana, India  
Email : [cinward.ris@kfintech.com](mailto:cinward.ris@kfintech.com)  
Tel. : +91 40 6715 2222

### SECRETARIAL AUDITOR

**M/s. Mittal V. Kothari & Associates**  
Practicing Company Secretary  
(Peer Review Number : 4577/2023)  
D-25, Kirtisagar Appartment, Nr. Omkareshwar Mandir  
Satellite, Ahmedabad, Gujarat India 380 015  
Email : [complianceteam65@gmail.com](mailto:complianceteam65@gmail.com)  
Mob. : +91 9106083170

### INTERNAL AUDITOR

**M/s. P. R. Nakum & Associates**  
Chartered Accountant  
(Firm Registration NO.: 0147034W)  
213, Madhav Plaza, Opp. SBI Bank,  
Lal Bungalow circle, Jamnagar Gujarat 361 001  
Email : [caprashant.nakum@gmail.com](mailto:caprashant.nakum@gmail.com)  
Mob. : +91 9725077206

### BANKERS TO THE COMPANY

BANK OF BARODA  
HDFC BANK LIMITED  
SIDBI



# COMMITTEES OF BOARD

## AUDIT COMMITTEE:

Name	DIN	Designation	Nature of Directorship
Mr. Parth Bipinbhai Sukhparia	10118279	Non-Executive Independent Director	Chairperson
Mr. Rishit Dayalaji Kotecha	00062148	Chairman cum Managing Director	Member
Mr. Chintan Ashokbhai Mehta	05355776	Non-Executive Independent Director	Member

## STAKEHOLDER'S RELATIONSHIP COMMITTEE:

Name	DIN	Designation	Nature of Directorship
Mr. Parth Bipinbhai Sukhparia	10118279	Non-Executive Independent Director	Chairperson
Mr. Chintan Ashokbhai Mehta	05355776	Non-Executive Independent Director	Member
Mrs. Foram Rishit Kotecha	10061711	Non-Executive Director	Member

## NOMINATION AND REMUNERATION COMMITTEE:

Name	DIN	Designation	Nature of Directorship
Mr. Parth Bipinbhai Sukhparia	10118279	Non-Executive Independent Director	Chairperson
Mr. Chintan Ashokbhai Mehta	05355776	Non-Executive Independent Director	Member
Mrs. Foram Rishit Kotecha	10061711	Non-Executive Director	Member



# DIRECTORS' REPORT

Dear Shareholders,

The Board of Directors hereby submits the 3<sup>rd</sup> Annual report of the business and operations of your Company ("the Company"), along with the Audited Financial Statements, for the Financial Year ended on March 31, 2024.

## Financial Highlights:

(Rs. In Lacs)

Particulars	F.Y. 2022-23	FY 2023-24
Revenue from operations	12,721.60	16,221.98
Other Income	28.97	45.31
Total Income	12,750.57	16,267.29
Less : Total expence before Depreciation, Finance cost and Tax	11,582.67	14,489.97
<b>Profit before Depreciation, Finance cost and Tax</b>	<b>1,167.94</b>	<b>1,777.32</b>
Less: Depreciation	63.11	92.85
Less: Finance Cost	326.77	445.88
<b>Profit Before Tax</b>	<b>778.06</b>	<b>1,238.59</b>
Less: Current Tax	196.47	309.89
Less: Deferred tax Liability (Asset)	6.10	8.97
<b>Profit After Tax</b>	<b>575.45</b>	<b>919.73</b>

## BUSINESS OVERVIEW:

### Financial Performance of the Company:

The total income of the Company for the year ended March 31, 2024 was Rs. 16267.29 Lakh as against the total income of Rs. 12750.57 Lakh for the previous year ended March 31, 2023. The Total Income of the company was increased by 27.58 % over previous year.

The Company has earned a Net Profit after Tax of Rs. 919.73 Lakh for the year under review as compared to Net Profit of Rs. 575.45 Lakh in the previous financial year. The profit of the Company increased about 59.83 % as compared to previous financial year. The increase in profit is due to increase in revenue from operations of the company as compared to previous year.

### Transfer to General Reserve:

During the year, the Company has not apportioned any amount to other reserve. Total amount of net profit is carried to the Reserves & Surplus as shown in the Balance Sheet of the Company.

### Dividend:

With a view to conserve and save the resources for future prospects of the Company, the Directors have not declared any dividend for the financial year 2023-24.

Pursuant to the provisions of Sections 124 and 125 of the Act, there is no amount of Dividend remaining unclaimed / unpaid for a period of 7 (seven) years and/or unclaimed Equity Shares which are required to be transferred to the Investor Education and Protection Fund (IEPF).



### **Company Background:**

Our Company was originally formed as a partnership firm registered under the Indian Partnership Act, 1932 with Registrar of Firms, Gujarat in the name and style of “M/s. Madhusudan & Co.”, pursuant to a deed of partnership entered between Dayalji Vanrajan Kotecha and Vijaykumar Vanrajan Kotecha in 1982. Further “M/s. Madhusudan & Co.” was converted from partnership firm to a Private Limited Company under Part I of chapter XXI of the Companies Act, 2013 in the name of “Madhusudan Masala Private Limited” vide Certificate of Incorporation dated December 14, 2021, bearing registration No. 127968 issued by Registrar of Companies, Central Registration Centre and CIN No. U15400GJ2021PTC127968.

Subsequently our Company was converted into a public limited company vide special resolution passed by the shareholders at the Extra Ordinary General Meeting held on April 15, 2023 and consequently the name of our Company was changed from “Madhusudan Masala Private Limited” to “Madhusudan Masala Limited” vide fresh Certificate of Incorporation granted to our Company consequent upon conversion into public limited company dated April 29, 2023 by the Registrar of Companies, Ahmedabad bearing Corporate Identification Number U15400GJ2021PLC127968.

Our Company engaged in the business of manufacturing and processing of more than 32 types of Spices under the brand names of “DOUBLE HATHI” and “MAHARAJA”. Furthermore, we also generate revenue from trading of whole spices and food grains through unbranded sales.

### **Initial Public Offer and Listing of Equity Shares:**

During the year under review, The Board of Directors had, in its meeting held on July 04, 2023 proposed the Initial Public Offer of 34.00 Lakhs Equity shares at such price as may be decided by the Board of Directors in consultation with the Merchant Banker. The Members of the Company had also approved the proposal of the Board of Directors in their Extra-ordinary General Meeting held on July 15, 2023.

Pursuant to the authority granted by the Members of the Company, the Board of Directors has appointed Hem Securities Limited as Lead Manager and Kfin Technologies Limited as Registrar to the Issue and Share Transfer Agent for the impending Public Issue.

The Company applied to National Stock Exchange of India Limited (“NSE”) for in-principle approval for listing its equity shares on the EMERGE Platform, NSE has, vide its letter dated, September 08, 2023, granted its In-Principle Approval to the Company.

The Company has filed Prospectus to the Registrar of the Company, Ahmedabad on September 22, 2023. The Public Issue was opened on Monday, September 18, 2023 and closed on Thursday, September 21, 2023. The Basis of Allotment was finalized by Company, Registrar to the issue and merchant banker in consultation with the National Stock Exchange of India Limited on September 22, 2023. The Company has applied for listing of its total equity shares to National Stock Exchange of India Limited and National Stock Exchange of India Limited has granted its approval vide its letter dated September 25, 2023. The trading of equity shares of the Company commenced on September 26, 2023 at EMERGE Platform of National Stock Exchange of India Limited.

### **Utilisation of IPO Proceeds:**

The Company raised funds of Rs. 2380 Lakhs through Initial Public Offering (IPO). The gross proceeds of IPO have been utilized in the manner as proposed in the Offer Document (Prospectus), the details of which are hereunder:

**(Rs. In Lacs)**

<b>Sr.No.</b>	<b>Original Object</b>	<b>Original Allocation</b>	<b>Funds Utilized up to March 31, 2024</b>
1.	To meet working capital requirements	1600.00	1600.00
2.	For General Corporate Purpose	526.40	526.40
3.	For Public issue Expenditures	253.60	253.60
	<b>Total</b>	<b>2380.00</b>	<b>2380.00</b>

Further, there is no deviation/variation in the utilization of the gross proceeds raised through IPO.



**Change in Nature of Business:**

During the year, the Company has not changed its business or object and continues to be in the same line of business as per the main object of the Company.

**Share Capital:**

During the year under review, the following changes were made in authorized and paid up share capital of the company.

**Authorized Capital**

- Authorized share capital of company increased from Rs. 5,00,00,000/- (Rupees Five Crore) divided into 50,00,000 (Fifty Lakh) Equity Share of face value Rs. 10/- each to Rs. 14,00,00,000/- (Rupees Fourteen Crore) only divided into 1,40,00,000 (One Crore Forty lakh) Equity Shares of face value Rs. 10/- each by increasing 90,00,000 (Ninety Lakh) Equity Shares of face value Rs. 10/- each via Ordinary Resolution passed in Extra Ordinary General Meeting by the shareholders of the Company on May 01, 2023.

**Issued, Subscribed & Paid-up Capital**

- Pursuant to Bonus issue of Equity Shares by the Company, the Board of Directors, in their meeting held on July 03, 2023 has allotted 40,00,000 equity shares out of security premium account account/or free reserve of the company in the ratio of 4: 5 i.e. 4 (Four) Bonus Equity Shares for every 5 (five) Equity Share held by them on the record date i.e July 03, 2023.

After the allotment of 40,00,000 number of Bonus Equity Shares, the issued, subscribed and fully paid up capital of the Company was increased from Rs. 5,00,00,000/- to Rs. 90,00,000/-.

- Pursuant to Right issue of Equity Shares by the Company, the Board of Directors, in their meeting held on July 15, 2023 has allotted 5,00,000 equity shares of the Company at a price of Rs. 100/- consisting of face value of Rs. 10/- each and a premium of Rs. 90/- each aggregating to Rs. 5,00,00,000/- (Rupees Five Crore only) by way of Right issue to the existing shareholders whose names are appearing in the Register of Members of the Company on July 04, 2023.

After the allotment of 5,00,000 number of Right Equity Shares, the issued, subscribed and fully paid up capital of the Company was increased from Rs. 90,00,000/- to Rs. 95,00,000/-.

- Pursuant to the Initial Public Offer of Equity Shares by the Company, the Board of Directors, in their meeting held on September 22, 2023, has allotted total 34,00,000 Equity Shares Rs. 10/- each at price of Rs. 70/- per Equity Share (Including a share premium of Rs. 60/- Per Equity Share) to the successful allottees, whose list have been finalized by the Company, the Registrar to the issue and merchant banker in consultation with National Stock Exchange of India Limited.

After the allotment of 34,00,000 number of Right Equity Shares, the issued, subscribed and fully paid up capital of the Company was increased from Rs. 95,00,000/- to Rs. 12,90,00,000/-

The Share Capital of the Company after these changes stood as follows as on the date of Report:

**The Authorized Capital of the Company as on March 31, 2024 is Rs. 14,00,00,000 /- (Rupees Fourteen Crore) divided into 1,40,00,000 (One Crore Forty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each.**

**After closure of Financial year 2023-24;**

The board of Director in its meeting held on July 31, 2024 proposed to increased the Authorised Share Capital of the company from existing Rs. 14,00,00,000/- (Rupees Fourteen Crore Only) divided into 1,40,00,000 (One Crore Forty



Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 20,00,00,000/- (Rupees Twenty Crore Only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each subject to approval of ensuing Extra ordinary general meeting held on August 24, 2024

The present Paid-up Capital of the Company as on March 31, 2024 is Rs. 12,90,00,000/- (Rupees Twelve Crore Ninety Lakh) divided into 1,29,00,000 (One Crore Twenty-Nine Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each.

#### After closure of Financial year 2023-24;

The board of Director in its meeting held on July 31, 2024 passed the resolution to create, issue, offer and allot up to 14,90,000 Equity Shares at an Issue price of Rs. 166/- per Equity Share (including a share premium of Rs. 156 per Equity Share) aggregating to Rs. 247340000/- on Preferential Basis to Non Promoter/Public and up to 16,50,000 Equity Warrant convertible into Equity Shares at an issue price of Rs. 166 each (including a share premium of Rs. 156 per warrant). Each warrant convertible into one Equity Share of the Company on preferential basis to promoters category shareholders of the company.

#### DIRECTORS AND KEY MANAGERIAL PERSONNEL:

##### Constitution of Board:

As on the date of this report, the Board comprises of the following Directors;

Name of Director	Category Cum Designation	Date of Appointment at current Term & designation	Total Direct or Ships in other co. <sup>1</sup>	No. of Committee in which Director is Member <sup>2</sup>	No. of Director is Chairman	No. of Shares held as on March 31, 2024
Mr. Rishit Kotecha	Chairman cum Managing Director	February 22, 2023	2	-	-	2286000
Mr. Hiren Kotecha	Whole time Director	February 22, 2023	2	-	-	2286000
Mr. Dayalji Vanraavan Kotecha	Non-Executive Director	July 03, 2023	1	-	-	1600000
Mr. Vijaykumar Vanraavan Kotecha	Non-Executive Director	July 03, 2023	1	-	-	1600000
Mrs. Foram Rishit Kotecha	Non-Executive Director	April 15, 2023	-	1	-	855000
Mr. Chintan Ashokbhai Mehta	Non-Executive Independent Director	July 03, 2023	1	2	-	-
Mrs. Mayuri Hiren Kotecha	Non-Executive Director	May 01, 2023	-	-	-	855000
Mr. Hasmukhbhai Ishwarlal Hindocha*	Non-Executive Independent Director	May 01, 2023	1	-	-	-
Mr. Parth Bipin Sukhparia	Non-Executive Independent Director	May 01, 2023	-	2	2	-

<sup>1</sup> excluding Section 8 Company, Struck off Company, Amalgamated Company and LLPs

<sup>2</sup> Committee includes Audit Committee, and Shareholders' Grievances & Relationship Committee across all Public Companies including our Company.

\* Mr. Hasmukhbhai Ishwarlal Hindocha has resigned from the post of independent director of the company w.e.f. June 13, 2024.



The composition of Board complies with the requirements of the Companies Act, 2013 (“Act”). Further, in pursuance of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company is exempted from the requirement of having composition of Board as per Regulation 17 of Listing Regulations.

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

### **Board Meeting**

The Board of the Company regularly meets to discuss various Business opportunities. Additional Board meetings are convened, as and when required to discuss and decide on various business policies, strategies and other businesses.

During the year under review, Board of Directors of the Company met 22 (Twenty Two) times are as on, April 04, 2023, April 13, 2023, April 29, 2023, June 12, 2023, June 15, 2023, July 01, 2023, July 03, 2023, July 04, 2023, July 06, 2023, July 15, 2023, July 27, 2023, August 18, 2023, September 09, 2023, September 22, 2023, September 25, 2023, October 13, 2023, November 04, 2023, November 09, 2023, December 30, 2023, January 25, 2024, February 14, 2024 and March 04, 2024 Pursuant to Section 173 of the Companies Act, 2013, the time gap between the two consecutive Board Meetings was not be more than 120 days.

The details of attendance of each Director at the Board Meetings are given below:

Name of Director	Date of Appointment at current Term	Date of Cessation	Number of Board Meetings Eligible to attend	Number of Board Meetings attended
Mr. Rishit Dayalji Kotecha	22-02-2023	-	22	22
Mrs. Foram Rishit Kotecha	15-04-2023	-	21	21
Mr. Hiren Kotecha	22-02-2023	-	22	22
Mr. Dayalji Vanravan Kotecha	03-07-2023	-	21	21
Mr. Vijaykumar Vanravan Kotecha	03-07-2023	-	21	21
Mr. Chintan Ashokbhai Mehta	03-07-2023	-	16	16
Mrs. Mayuri Hiren Kotecha	01-05-2023	-	19	19
Mr. Hasmukhbhai Ishwarlal Hindocha	01-05-2023	13-06-2024	22	-
Mr. Parth Bipin Sukhparia	01-05-2023	-	19	19

The gap between two consecutive meetings was not more than one hundred and twenty days as provided in section 173 of the Act.

### **General Meetings:**

During the year under review, the following General Meetings were held, the details of which are given as under:

Sr. No.	Type of General Meeting	Date of General Meeting
1.	Extra Ordinary General Meeting	15-04-2023
2.	Extra Ordinary General Meeting	01-05-2023
3.	Extra Ordinary General Meeting	03-07-2023
4.	Extra Ordinary General Meeting	15-07-2023
5.	Annual General Meeting	31-07-2023

### **Disclosure by Directors:**

The Directors on the Board have submitted notice of interest under Section 184(1) of the Companies Act, 2013 i.e. in Form MBP-1, intimation under Section 164(2) of the Companies Act, 2013 i.e. in Form DIR 8 and declaration as to compliance with the Code of Conduct of the Company.



## **Independent Directors:**

In terms of Section 149 of the Companies Act, 2013 and rules made there under, As on March 31, 2024 the Company has three Non-Promoter Non-Executive Independent Directors in line with the act. The Company has received necessary declaration from each Independent Director under Section 149 (7) of the Companies Act, 2013 that they meet the criteria of independence laid down in Section 149 (6) of the Act. Further, all the Independent Directors of the Company have registered themselves in the Independent Director Data Bank.

A separate meeting of Independent Directors was held on March 04, 2024 to review the performance of Non-Independent Directors and Board as whole and performance of Chairperson of the Company including assessment of quality, quantity and timeliness of flow of information between Company management and Board.

## **Information on Directorate:**

During the year under review, there was following change in constitution of the Board of Directors of the Company.

## **Change in Board Composition**

Changes in Board Composition during the financial year 2023-24 and up to the date of this report is furnished below:

### **a) Appointment of Directors during the financial year 2023-24:**

#### **I. In the Board Meeting held on April 04, 2023:**

Mrs. Foram Rishit Kotecha (DIN:10061711) was appointed as an Additional Non-Executive Director on the Board of the company w.e.f. April 04, 2023 to hold office till the conclusion of the ensuing General Meeting.

#### **II. In the Board Meeting held on April 29, 2023:**

- Mrs. Mayuri Hiren Kotecha (DIN:10076493) was appointed as an Additional Non-Executive Director on the Board of the company w.e.f. April 29, 2023 to hold office till the conclusion of the ensuing General Meeting of the members of the company.
- Mr. Hasmukhbhai Ishwarlal Hindocha (DIN:09453805) was appointed as an Additional Non-Executive Independent Director on the Board of the company w.e.f. April 29, 2023 to hold office till the conclusion of the ensuing General Meeting of the members of the company.
- Mr. Parth Bipin Sukhparia (DIN:10118279) was appointed as an Additional Non-Executive Independent Director on the Board of the company w.e.f. April 29, 2023 to hold office till the conclusion of the ensuing General Meeting of the members of the company.

#### **III. In the Board Meeting held on July 01, 2023:**

- Mr. Dayalji Vanravan Kotecha (DIN: 00062412) was appointed as an Additional Non-Executive Director on the Board of the company w.e.f. July 01, 2023 to hold office till the conclusion of the ensuing General Meeting of the members of the company.
- Mr. Vijaykumar Vanravan Kotecha (DIN: 02519234) was appointed as an Additional Non-Executive Director on the Board of the company w.e.f. July 01, 2023 to hold office till the conclusion of the ensuing General Meeting of the members of the company.
- Mr. Chintan Ashokbhai Mehta (DIN: 05355776) was appointed as an Additional Non-Executive Independent Director on the Board of the company w.e.f. July 01, 2023 to hold office till the conclusion of the ensuing General Meeting of the members of the company.

### **b) Resignation of directors during the year 2023-2024**



- Mr. Dayalji Vanraavan Kotecha (DIN: 00062412), Executive Director, has tender his resignation from the post of Director of the Company w.e.f. April 29, 2023. The resignation was on account of personal reason and other personal commitments and there are no other material reasons other than the one mentioned herewith.
- Mr. Vijaykumar Vanraavan Kotecha (DIN: 02519234), Executive Director, has tender his resignation from the post of Director of the Company w.e.f. April 29, 2023. The resignation was on account of personal reason and other personal commitments and there are no other material reasons other than the one mentioned herewith.

#### **c) Regularization of directors during the year 2023-2024**

- In the Extraordinary General Meeting of the Members held on April 15, 2023, Mrs. Foram Rishit Kotecha (DIN: 10061711) Additional Non-executive Director of the company has been regularized and appointed as Non-executive Director of the company liable to retire by rotation.
- In the Extraordinary General Meeting of the Members held on May 01, 2023, Mr. Hasmukhbhai Ishwarlal Hindocha (DIN: 09453805) Additional Non-Executive Independent Director of the company has been regularized and appointed as an Independent Director of the company for a period of five years up to 28<sup>th</sup> April, 2028 not liable to retire by rotation.
- In the Extraordinary General Meeting of the Members held on May 01, 2023, Mr. Parth Bipin Sukhparia (DIN: 10118279) Additional Non-executive Independent Director of the company has been regularized and appointed as an Independent Director of the company for a period of five years up to 28<sup>th</sup> April, 2028 not liable to retire by rotation.
- In the Extraordinary General Meeting of the Members held on May 01, 2023, Mr. Chintan Ashokbhai Mehta (DIN: 05355776) Additional Non-executive Independent Director of the company has been regularized and appointed as Non-executive independent Director of the company for a period of One year up to July 01, 2024, not liable to retire by rotation.
- In the Extraordinary General Meeting of the Members held on May 01, 2023, Mrs. Mayuri Hiren Kotecha (DIN: 10076493) Additional Non-executive Director of the company has been regularized and appointed as Non-executive Director of the company liable to retire by rotation.
- In the Extraordinary General Meeting of the Members held on July 03, 2023, Mr. Dayalji Vanraavan Kotecha (DIN: 00062412) Additional Non-executive Director of the company has been regularized and appointed as Non-executive Director of the company, liable to retire by rotation.
- In the Extraordinary General Meeting of the Members held on July 03, 2023, Mr. Vijaykumar Vanraavan Kotecha (DIN: 02519234) Additional Non-executive Director of the company has been regularized and appointed as Non-executive Director of the company, liable to retire by rotation.

#### **d) Retirement by rotation and subsequent re-appointment:**

- i. Mrs. Foram Rishit Kotecha (DIN:10061711), Non-Executive Director, is liable to retire by rotation at the ensuing Annual General Meeting, pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and being eligible have offered herself for re-appointment.

Appropriate business for her re-appointment is being placed for the approval of the shareholders of the Company at the ensuing AGM. The brief resume of the Director and other related information has been detailed in the Notice convening the ensuing AGM of the Company.



**Key Managerial Personnel:**

During financial year 2023-24, in accordance with Section 203 of the Companies Act, 2013, the Company has appointed:

1. Mr. Rishit Dayalji Kotecha as a Chairman cum Managing Director of the Company w.e.f. February 22, 2023.
2. Mr. Hiren Vijaykumar Kotecha as a Whole time Director of the Company w.e.f. February 22, 2023.
3. Mr. Kirit Vallabhbai Dharaviya as a Chief Financial officer of the Company w.e.f. April 04, 2023.
4. Ms. Megha Dilipkumar Madani as a Company Secretary and Compliance officer of the Company w.e.f. July 01, 2023.

**Change in Registered office:**

During the year, there was no change in Registered Office of the Company.

**Performance Evaluation:**

The Board of Directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the following manners;

- The performance of the board was evaluated by the board, after seeking inputs from all the directors, on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning etc.
- The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.
- The board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.
- In addition, the chairman was also evaluated on the key aspects of his role.

Separate meeting of independent directors was held to evaluate the performance of non-independent directors, performance of the board as a whole and performance of the chairman, taking into account the views of executive directors and non-executive directors. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

**Directors' Responsibility Statement:**

Pursuant to section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- a) In preparation of Annual accounts for the year ended March 31, 2024, the applicable accounting standards have been followed and that no material departures have been made from the same;
- 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 or loss of the Company for that year;
- c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors had prepared the annual accounts for the year ended March 31, 2024 on going concern basis.
- e) The Directors had laid down the internal financial controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and

- 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.

## **COMMITTEES OF BOARD**

The Board of Directors, in line with the requirement of the act, has formed various committees, details of which are given hereunder.

### **A. Audit Committee:**

The Company has formed Audit Committee in line with the provisions Section 177 of the Companies Act, 2013.

During the Financial year 2023-24, company got converted from Private Limited Company to Public Limited company as on April 29, 2023. After conversion of company, in the Board meeting held on Tuesday, July 04, 2023, Board constituted Audit Committee of the company which comprised three directors; Mr. Hasmukhbhai Ishwarlal Hindocha (Non-Executive Independent Director) as Chairperson, Mr. Rishit Kotecha (Chairman cum Managing Director) and Mr. Parth Bipin Sukhparia (Non-Executive Independent Director) as Members.

During the Financial year 2023-24, Board of directors in its board meeting held on November 09, 2023 considered and approved change in constitution of Audit committee. After this change, the new composition of the Audit Committee is as given below;

Name	DIN	Designation	Designation
Mr. Parth Bipinbhai Sukhparia	10118279	Non-Executive Independent Director	Chairperson
Mr. Rishit Dayalaji Kotecha	00062148	Chairman cum Managing Director	Member
Mr. Hashmukhbhai Ishwarlal Hindocha	09453805	Non-Executive Independent Director	Member

Audit Committee meeting is generally held for the purpose of recommending the half yearly and yearly financial result. Additional meetings are held for the purpose of reviewing the specific item included in terms of reference of the Committee. During the year under review, Audit Committee met 3 (Three) times on July 15, 2023, November 09, 2023 and January 25, 2024.

The Attendance of members of the Audit Committee is as given below:

Name	DIN	Category	Designation	Number of meetings during the FY 2023-2024	
				Eligible to attend	Attended
Mr. Parth Bipinbhai Sukhparia	10118279	Non-Executive Independent Director	Chairperson	3	3
Mr. Rishit Dayalaji Kotecha	00062148	Chairman cum Managing Director	Member	3	3
Mr. Hashmukhbhai Ishwarlal Hindocha	09453805	Non-Executive Independent Director	Member	3	-

After the Closure of Financial year 2023-24, Board of directors in its board meeting held on June 17, 2024 reconstituted Audit committee due to resignation of Mr. Hasmukhbhai Ishwarlal Hindocha After this change, the new composition of the Audit Committee is as given below;

Name	DIN	Designation	Designation
Mr. Parth Bipinbhai Sukhparia	10118279	Non-Executive Independent Director	Chairperson
Mr. Rishit Dayalaji Kotecha	00062148	Chairman cum Managing Director	Member
Mr. Chintal Ashokbhai Mehta	05355776	Non-Executive Independent Director	Member

The Statutory Auditors of the Company are invited in the meeting of the Committee wherever requires. Company



Secretary and Chief Financial Officer of the Company are the regular invitee at the Meeting. Recommendations of Audit Committee, wherever/whenever given, have been accepted by the Board of Directors.

#### Vigil Mechanism:

The Company has established a vigil mechanism and accordingly framed a Whistle Blower Policy. The policy enables the employees to report to the management instances of unethical behavior actual or suspected fraud or violation of Company's Code of Conduct.

Further the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provide for adequate safe guards against victimization of the Whistle Blower who avails of such mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases. The functioning of vigil mechanism is reviewed by the Audit Committee from time to time. None of the Whistle blowers has been denied access to the Audit Committee of the Board. The Whistle Blower Policy of the Company is available on the website of the Company <https://www.madhusudanmasala.com/investors/whistle-blower-policy.html#book/>

#### B. Stakeholder's Relationship Committee:

The Company has formed Stakeholder's Relationship Committee in line with the provisions Section 178 of the Companies Act, 2013.

The Company has constituted Stakeholder's Relationship Committee mainly to focus on the redressal of Shareholders'/ Investors' Grievances, if any, like Transfer/Transmission/Demat of Shares; Loss of Share Certificates; Non-receipt of Annual Report; Dividend Warrants; etc.

During the Financial year 2023-24, company got converted from Private Limited Company to Public Limited company as on April 29, 2023. After conversion of company, in the Board meeting held on Tuesday, July 04, 2023, Board constituted Stakeholder's Relationship Committee which comprised three directors; Mrs. Foram Rishit Kotecha (Non-Executive Director) as Chairperson, Mr. Rishit Kotecha (Chairman cum Managing Director) and Mr. Hasmukhbhai Ishwarlal Hindocha (Non-Executive Independent Director) as Members.

During the Financial year 2023-24, Board of directors in its board meeting held on November 09, 2023 reconstitution of Stakeholder's Relationship committee. After this change, the new composition of the Stakeholder's Relationship committee is as given below;

Name	DIN	Designation	Designation
Mr. Parth Bipinbhai Sukhparia	10118279	Non-Executive Independent Director	Chairperson
Mr. Chintan Ashokbhai Mehta	05355776	Non-Executive Independent Director	Member
Mr. Foram Rishit Kotecha	10061711	Non-Executive Director	Member

During the year under review, Stakeholder's Relationship Committee met Two (2) Times on November 09, 2023 and February 14, 2024.

The Attendance of members of Stakeholder's Relationship Committee is as given below:

Name	DIN	Category	Designation	Number of meetings during the FY 2023-2024	
				Eligible to attend	Attended
Mr. Parth Bipinbhai Sukhparia	10118279	Non-Executive Independent Director	Chairperson	2	2
Mr. Chintan Ashokbhai Mehta	05355776	Non-Executive Independent Director	Member	2	2
Mr. Foram Rishit Kotecha	10061711	Non-Executive Director	Member	2	2

Also, during the year, the Company had not received any complaints from the Shareholders. There was no complaint pending as on March 31, 2024.

### C. Nomination and Remuneration Committee:

The Company has formed Nomination and Remuneration Committee in line with the provisions Section 178 of the Companies Act, 2013.

Nomination and Remuneration Committee meetings are generally held for identifying the persons who are qualified to become Directors and may be appointed in senior management and recommending their appointments and removal. During the Financial year 2023-24, company got converted from Private Limited Company to Public Limited company as on April 29, 2023. After conversion of company, in the Board meeting held on Tuesday, July 04, 2023, Board constituted the Nomination and Remuneration Committee which comprised three directors; Mr. Hasmukhbhai Ishwarlal Hindocha (Non-Executive Independent Director) as Chairperson, Mrs. Foram Rishit Kotecha (Non-Executive Director) and Mr. Parth Bipin Sukhparia (Non-Executive Independent Director) as Members.

During the Financial year 2023-24, Board of directors in its board meeting held on November 09, 2023 considered and approved Reconstitution of Nomination and Remuneration Committee. After this change, the new composition of the Nomination and Remuneration committee is as given below;

Name	DIN	Designation	Designation
Mr. Parth Bipinbhai Sukhparia	10118279	Non-Executive Independent Director	Chairperson
Mr. Chintan Ashokbhai Mehta	05355776	Non-Executive Independent Director	Member
Mr. Foram Rishit Kotecha	10061711	Non-Executive Director	Member

During the year under review, Nomination and Remuneration Committee meetings met 1 (One) time on March 04, 2024.

The attendance of members of the Nomination and Remuneration Committee is as given below:

Name	DIN	Category	Designation	Number of meetings during the FY 2023-2024	
				Eligible to attend	Attended
Mr. Parth Bipinbhai Sukhparia	10118279	Non-Executive Independent Director	Chairperson	1	1
Mr. Chintan Ashokbhai Mehta	05355776	Non-Executive Independent Director	Member	1	1
Mr. Foram Rishit Kotecha	10061711	Non-Executive Director	Member	1	1
Mr. Hashmukhbhai Ishwarlal Hindocha	09453805	Non-Executive Independent Director	Chairperson*	1	-

\*Mr. Hasmukhbhai Ishwarlal Hindocha has resigned from the post of independent director of the company w.e.f. June 13, 2024.

#### Nomination and Remuneration Policy:

Nomination and Remuneration Policy in the Company is designed to create a high-performance culture. It enables the Company to attract motivated and retained manpower in competitive market, and to harmonize the aspirations of human resources consistent with the goals of the Company. The Company pays remuneration by way of salary, benefits, perquisites and allowances to its Executive Directors and Key Managerial Personnel. Annual increments are decided by the Nomination and Remuneration Committee within the salary scale approved by the members and are effective from April 1, of each year.

The Nomination and Remuneration Policy, as adopted by the Board of Directors, is placed on the website of the Company at. <https://www.madhusudanmasala.com/investors/nomination-and-remuneration-policy.html#book/>.

#### Remuneration of Director:

The details of remuneration paid during the financial year 2023-24 to directors of the Company is provided in Form



MGT-7, which is available at website of the Company, i.e. <https://www.madhusudanmasala.com/investors/financials-result-and-reports.html>

#### **Public Deposit:**

The company has not accepted any deposits from the public. Hence, the directives issued by the Reserve Bank of India & the Provision of Section 73 to 76 of the Company Act, 2013 or any other relevant provisions of the Act and the Rules there under are not applicable.

#### **Particulars of Loans, Guarantees, Investments & Security:**

Details of Loans, Guarantees, Investments and Security covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statement.

#### **Annual Return:**

Pursuant to Section 92(3) read with Section 134(3) (a) of the Act, the Annual Return as on March 31, 2024 is available on the Company's website i.e. <https://www.madhusudanmasala.com/investors/financials-result-and-reports.html>.

#### **TRANSACTIONS WITH RELATED PARTIES:**

All the Related Party Transactions entered into during the financial year were on an Arm's Length basis and in the Ordinary Course of Business. No material significant Related Party Transactions (i.e. exceeding 10% of the annual consolidated turnover as per the last audited financial statement) with Promoters, Directors, Key Managerial Personnel (KMP) and other related parties which may have a potential conflict with the interest of the Company at large, were entered during the year by your Company. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) (h) of the Companies Act, 2013, in Form AOC-2 is not applicable.

Further, prior omnibus approval of the Audit Committee is obtained on yearly basis for the transactions which are of a foreseen and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted were placed before the Audit Committee and the Board of Directors for their approval on quarterly basis.

The details of the related party transactions for the financial year 2023-24 is given in notes of the financial statements which is part of Annual Report. The Policy on Related Party Transactions as approved by the Board of Directors is available on the website of the Company at <https://www.madhusudanmasala.com/investors/policy-on-materiality-of-related-party-transactions.html#book/>.

#### **MATERIAL CHANGES AND COMMITMENT:**

During the Financial year 2023-24, Board of Directors of our company, in its meeting held on February 14, 2024, finalized the term sheet in relation to the acquisition of 100% stake in Vitagreen Products Private Limited by acquisition of shares from its Holding company i.e. RNG Finlease Private Limited. Subsequently, the Share Purchase and Shareholders' Agreement has been executed with Vitagreen Products Private Limited as per the clause mentioned in term sheet. Upon completion of the acquisition payment, this company, Vitagreen Products Private Limited will become wholly owned subsidiary company of Madhusudan Masala Limited.

Apart from the aforementioned transaction, there were no other material changes or commitments undertaken during the financial year.

#### **PARTICULAR OF EMPLOYEES:**

The ratio of the remuneration of each director to the median of employees' remuneration as per Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this Report as **Annexure-A**.

In terms of Section 136 of the Act, the said annexure is open for inspection in electronic mode for Members. Any shareholder interested in obtaining a copy of the same may write to Company Secretary.

#### **INFORMATION ON SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANIES:**

As on 31st March, 2024 Company Does not have any Subsidiary, Associate and Joint Venture Companies.

#### **SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:**

To foster a positive workplace environment, free from harassment of any nature, we have institutionalized the Anti-Sexual Harassment Initiative (ASHI) framework, through which we address complaints of sexual harassment at the all workplaces of the Company. Our policy assures discretion and guarantees non-retaliation to complainants. We follow a gender-neutral approach in handling complaints of sexual harassment and we are compliant with the law of the land where we operate. The Company has setup an Internal Complaints Committee (ICC) for redressal of Complaints.

During the financial year 2023-24, the Company has received nil complaints on sexual harassment, The Policy on Anti Sexual Harassment as approved by the Board of Directors is available on the website of the Company at <https://www.madhusudanmasala.com/investors/policy-on-prevention-of-sexual-harassment.html#book/>.

#### **RISK MANAGEMENT:**

A well-defined risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process is in place. The objective of the mechanism is to minimize the impact of risks identified and taking advance actions to mitigate it. The mechanism works on the principles of probability of occurrence and impact, if triggered. A detailed exercise is being carried out to identify, evaluate, monitor and manage both business and non-business risks.

#### **ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

##### **A. Conservation of energy –**

###### **i. The steps taken or impact on conservation of energy:**

Company ensures that the operations are conducted in the manner whereby optimum utilization and maximum possible savings of energy is achieved.

###### **ii. The steps taken by the Company for utilizing alternate sources of energy:**

No alternate source has been adopted.

###### **iii. The capital investment on energy conservation equipment:** No specific investment has been made in reduction in energy consumption.

##### **B. Technology absorption –**

###### **i. The effort made towards technology absorption:** Not Applicable.

###### **ii. The benefit derived like product improvement, cost reduction, product development or import substitution:** Not Applicable

###### **iii. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) -** Not Applicable

###### **a) The details of technology imported:** Nil.

###### **b) The year of import:** Not Applicable.

###### **c) Whether the technology has been fully absorbed:** Not Applicable.

###### **d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof:** Not Applicable.

###### **e) The expenditure incurred on Research and Development:** Nil

###### **f) Foreign Exchange Earnings & Expenditure:**

###### **i. Details of Foreign Exchange Earnings:** NIL

###### **ii. Details of Foreign Exchange Expenditure:** NIL

#### **COMPLIANCE WITH THE PROVISIONS OF SECRETARIAL STANDARD 1 AND SECRETARIAL STANDARD 2:**

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively. During the year under review, the Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India, New Delhi.



## **INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

Though the various risks associated with the business cannot be eliminated completely, all efforts are made to minimize the impact of such risks on the operations of the Company. Necessary internal control systems are also put in place by the Company on various activities across the board to ensure that business operations are directed towards attaining the stated organizational objectives with optimum utilization of the resources. Apart from these internal control procedures, a well-defined and established system of internal audit is in operation to independently review and strengthen these control measures, which is carried out by a reputed firm of Chartered Accountants. The audit is based on an internal audit plan, which is reviewed each year in consultation with the statutory auditor of the Company and the audit committee. The conduct of internal audit is oriented towards the review of internal controls and risks in its operations.

M/s. Sarvesh Gohil & Associates., Chartered Accountants (FRN: 0156550W), the statutory auditors of the Company has audited the financial statements included in this annual report and has issued an report annexed as an **Annexure B** to the Audit Report of the Company on our internal control over financial reporting as defined in section 143 of Companies Act, 2013.

The audit committee reviews reports submitted by the management and audit reports submitted by internal auditors and statutory auditor. Suggestions for improvement are considered and the audit committee follows up on corrective action. The audit committee also meets the statutory auditors of the Company to ascertain, inter alia, their views on the adequacy of Internal control systems and keeps the board of directors informed of its major- observations periodically. Based on its evaluation (as defined in section 177 of Companies Act 2013), our audit committee has concluded that, as of March 31, 2024, our internal financial controls were adequate and operating effectively.

## **CORPORATE GOVERNANCE:**

Integrity and transparency are key factors to our corporate governance practices to ensure that we achieve and will retain the trust of our stakeholders at all times. Corporate governance is about maximizing shareholder value legally, ethically and sustainably. Our Board exercises its fiduciary responsibilities in the widest sense of the term. Our disclosures seek to attain the best practices in international corporate governance. We also endeavor to enhance long-term shareholder value and respect minority rights in all our business decisions.

As our company has been listed on Emerge Platform of National Stock Exchange Limited, by virtue of Regulation 15 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the compliance with the corporate Governance provisions as specified in regulation 17 to 27 and Clause (b) to (i) of sub regulation (2) of Regulation 46 and Para C D and E of Schedule V are not applicable to the company. Hence Corporate Governance Report does not form a part of this Board Report, though we are committed for the best corporate governance practices.

## **CORPORATE SOCIAL RESPONSIBILITY (CSR):**

As per Section 135(1) of the Companies Act, 2013 the net profit of the company as on March 31, 2024, is exceeding Rs. 5.00 Crore (rupees five crore only). According to Section 135(9) of the Companies Act, 2013, if a company's expenditure under sub-section (5) is less than fifty lakh rupees and it does not have any funds in its Unspent Corporate Social Responsibility Account as per sub-section (6) of section 135, then the obligation to form a Corporate Social Responsibility Committee under sub-section (1) does not apply. In such cases, the functions of such Committee provided under this section shall be discharged by the Board of Directors of such company. Therefore, company doesn't require to constitute Corporate Social Responsibility Committee. Further, the Board of Directors has approved the Corporate Social Responsibility Policy on July 04, 2024.

CSR initiatives and activities are aligned to the requirements of Section 135 of the Act. In the financial year 2023-24, we made expenditure of CSR obligation of Rs. 8,12,568/- (Rupees Eight Lakh Twelve Thousand Five Hundred Sixty Eight Only), equivalent to 2% of the average net profit over the last three financial years. Out of Rs. 8,12,568, we have spent Rs. 2,05,000 (Rupees Two Lakh Five Thousand Only) in the CSR Registered trust, Raginiben Bipinchandra Sevakarya Trust. This fund is engaged in activities of Women empowerment, Medical and Health Care, Rural Development, Education, Food, Grocery & Cloths Distribution and the livelihood for the needy person.

Further, we have spent Rs. 6,11,000 (Rupees Six Lakh Eleven Thousand Only) in the Shree Moksh Mandir Samiti. We have spent the amount of CSR in the mortuary/crematory center under the impression that the said organization is registered as per the rules and regulations of ROC. However, after spending the amount, we came to know that it is not registered under the ROC, and not having eligible CSR certificate of registration.

The Company's CSR Policy Statement and Annual Report on the aforesaid CSR activities carried out by the Company for the financial year ending on 31st March, 2024, in accordance with Section 135 of the Act and Companies (Corporate Social Responsibility Policy) Rules, 2014 can be found in **Annexure "C"** of this report. CSR Policy is available on the Company's Website.

#### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

In terms of Regulation 34 and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 a review of the performance of the Company for the year under review Management Discussion and Analysis Report is presented in a separate section which is annexed to this Report as **Annexure-E**.

#### **STATUTORY AUDITOR AND THEIR REPORT:**

Pursuant to the provisions of Section 139 of the Companies Act, 2013 read with rules made thereunder, M/s. Sarvesh Gohil & Associates., Chartered Accountants, Jamnagar (FRN: 0156550W), were appointed as Statutory Auditors of the Company in the Annual General Meeting ("AGM") of the members of company held on September 30, 2022 to hold office till conclusion of the next 5<sup>th</sup> Annual General Meeting of the Company to be held in the calendar year 2027.

The Notes to the financial statements referred in the Auditors Report are self-explanatory and therefore do not call for any comments under Section 134 of the Companies Act, 2013. The Auditors' Report is enclosed with the financial statements in this Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

#### **REPORTING OF FRAUD:**

The Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013.

#### **INTERNAL AUDITOR:**

Pursuant to Section 138 of Companies Act 2013, the Company had appointed M/s P. R. Nakum & Associates (FRN: 0147034W), Jamnagar, as an Internal Auditor of the Company.

#### **MAINTENANCE OF COST RECORD:**

The Company is not required to maintain cost records as specified by the Central Government as per Section 148(1) of the Act and the rules framed thereunder and accordingly.

#### **SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATORS/INTERNAL AUDITOR:**

There are no other significant/material orders passed by the Regulators, Courts, Tribunals, Statutory and quasi-judicial body impacting the going concern status of the Company and its operations in future.

The details of litigation on tax and other relevant matters are disclosed in the Auditors' Report and Financial Statements which forms part of this Annual Report.

#### **SECRETARIAL AUDITOR AND THEIR REPORT:**

Pursuant to the provisions of Section 204 of the Act read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has appointed M/s. Mittal V. Kothari & Associates, Practicing Company Secretary, Ahmedabad as Secretarial Auditor to conduct the Secretarial Audit of the Company for the financial year 2023-24. The Secretarial Audit Report is annexed herewith as **Annexure-D** to this Report.

There have been few common annotations reported by the above Secretarial Auditors in their Report with respect to:



Sr. No.	Details of Observation/Remarks	Reply of Management																								
1.	Mr. Anil Parshotambhai Raichura, person falling under Promoter group had not disclosed Many sale purchase transactions within 2 trading days of transaction or a series of transaction in a calendar quarter aggregating to a traded value of Rupees Ten Lakh Rupees under Regulation 7(2) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 during the quarter, December 2023.	Promoter and Promoter Group will ensure that all disclosures are reported on time to company and Stock exchange  Company will arrange sessions to update all the designated Persons with the provisions of the PIT Regulations																								
2.	Member of Promoter group, Mr. Anil Parshotambhai Raichura had entered into Contra Trade for a period less than 6 months  <table border="1"> <thead> <tr> <th>Date of Transaction</th> <th>Buy/Sell</th> <th>No of Shares</th> </tr> </thead> <tbody> <tr> <td>13-10-2023</td> <td>Sell</td> <td>2000</td> </tr> <tr> <td>20-10-2023</td> <td>Buy</td> <td>2000</td> </tr> <tr> <td>27-10-2023</td> <td>Buy</td> <td>2000</td> </tr> <tr> <td>24-11-2023</td> <td>Sell</td> <td>4000</td> </tr> <tr> <td>08-12-2023</td> <td>Buy</td> <td>2000</td> </tr> <tr> <td>22-12-2023</td> <td>Buy</td> <td>2000</td> </tr> <tr> <td>15-03-2024</td> <td>Buy</td> <td>2000</td> </tr> </tbody> </table>	Date of Transaction	Buy/Sell	No of Shares	13-10-2023	Sell	2000	20-10-2023	Buy	2000	27-10-2023	Buy	2000	24-11-2023	Sell	4000	08-12-2023	Buy	2000	22-12-2023	Buy	2000	15-03-2024	Buy	2000	Company has uploaded PIT Code on its website and circulated to its Designated persons.  Company will arrange sessions to update all the designated Persons with the provisions of the PIT Regulations
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Anil Parshotambhai Raichura	Promoter Group	13-10-2023	(2000)																							
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4.	During Fiscal Year 2023–2024, the company installed Orion Legal Supplies, a Digital Software (SDD software), to collect Unpublished Price Sensitive Information (UPSI). Unfortunately, the company's software became corrupted, making it impossible to perform a software audit for FY 2023–2024. Since the report was created in Excel before the software became corrupt, we are unable to comment on whether timely entries were made. To provide an opinion on whether UPSI was timely captured in software, we need entries in the software to audit.	For the software crash, the company mailed proofs to the software provider. Additionally, we have the UPSI Report for entries made prior to software corruption.																								
5.	Company has made a delay of 4 days in Closure of Trading Window w.r.t. half yearly result for period ending on September 30, 2023. Company got listed on September 26, 2023. However Company closed its Trading Window on October 04, 2023.	We closed our Trading Window on October 04, 2023 Furthermore none of the Designated Persons traded in our Company since Listing of Company till October 04, 2023, i.e. date of upload of Closure of Trading Window.																								

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

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

## **WEBSITE:**

Your Company has its fully functional website [www.madhusudanmasala.com](http://www.madhusudanmasala.com) which has been designed to exhibit all the relevant details about the Company. The site carries a comprehensive database of information of the Company including the Financial Results of your Company, Shareholding Pattern, details of Board Committees, Corporate Policies/ Codes, business activities and current affairs of your Company. All the mandatory information and disclosures as per the requirements of the Companies Act, 2013, Companies Rules, 2014 and as per Regulation 46 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also the non-mandatory information of Investors' interest / knowledge has been duly presented on the website of the Company.

## **THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR:**

During the Financial Year 2023-24, there was no application made and proceeding initiated /pending under the Insolvency and Bankruptcy Code, 2016, by any Financial and/or Operational Creditors against your Company. As on the date of this report, there is no application or proceeding pending against your company under the Insolvency and Bankruptcy Code, 2016

## **GENERAL DISCLOSURE:**

Your Directors state that the Company has made disclosures in this report for the items prescribed in section 134 (3) of the Act and Rule 8 of The Companies (Accounts) Rules, 2014 and other applicable provisions of the act and listing regulations, to the extent the transactions took place on those items during the year. Your Directors further state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review;

- (i) Issue of Equity Shares with differential rights as to dividend, voting or otherwise;
- (ii) Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and ESOS;
- (iii) There is no revision in the Board Report or Financial Statement;
- (iv) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future;

## **APPRECIATIONS AND ACKNOWLEDGEMENT:**

Your directors' wish to place on record their sincere appreciation for significant contributions made by the employees at all levels through their dedication, hard work and commitment during the year under review.

The Board places on record its appreciation for the support and co-operation your Company has been receiving from its suppliers, distributors, retailers, business partners and others associated with it as its trading partners. Your Company looks upon them as partners in its progress and has shared with them the rewards of growth. It will be your Company's endeavor to build and nurture strong links with the trade based on mutuality of benefits, respect for and co-operation with each other, consistent with consumer interests.

Your directors also take this opportunity to thank all Shareholders, Clients, Vendors, Banks, Government and Regulatory Authorities and Stock Exchanges, for their continued support.



**Registered office:**

F. P. No. 19, Plot No. 1 - B Hapa Road,  
Jamnagar- 361001, Gujarat, India

For and on behalf of Board of Directors  
**Madhusudan Masala Limited**  
CIN: U15400GJ2021PLC127968

**Place: Jamnagar**

Date: August 20, 2024

-sd

**Rishit Kotecha**  
Chairman Cum Managing Director  
DIN: 00062148

-sd

**Hiren Kotecha**  
Whole Time Director  
DIN: 02519243

## ANNEXURE-A

### Particulars of Employees

(Pursuant to Section 197(12) read with Rules made thereunder)

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rules made there under.

#### A. Information as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- a) The ratio of remuneration of each director to the median remuneration of employees for the Financial Year and the Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year:

Sr. No.	Name	Designation	Nature of Payment	Ratio against median employee's remuneration	Percentage Increase/(decrease) in remuneration for financial year 2023-24
1	Mr. Rishit Kotecha	Chairman Cum Managing Director	Remuneration <sup>1</sup>	2.38:1	NA
2	Mr. Hiren Kotecha	Whole time Director	Remuneration	2.38:1	NA
3	Mr. Dayalji Vanraavan Kotecha	Non-Executive Director	Sitting Fees	1.49:1	NA
4	Mr. Vijaykumar Vanraavan Kotecha	Non-Executive Director	Sitting Fees	1.49:1	NA
5	Mrs. Foram Rishit Kotecha	Non-Executive Director	Sitting Fees	1.49:1	NA
6	Mrs. Mayuri Hiren Kotecha	Non-Executive Director	Sitting Fees	1.49:1	NA
7	Mr. Chintan Ashokbhai Mehta	Non-Executive Independent Director	Sitting Fee	NA	NA
8	Mr. Hasmukhbhai Ishwarlal Hindocha	Non-Executive Independent Director	Sitting Fee	NA	NA
9	Mr. Parth Bipin Sukhparia	Non-Executive Independent Director	Sitting Fee	NA	NA
10	Ms. Megha Dilipkumar Madani	Company Secretary	Salary <sup>1</sup>	0.58:1	NA
11	Mr. Kirit Vallabhbbhai Dharaviya	CFO	Salary	3.28:1	(10.00%)

<sup>1</sup> Ms. Megha Dilipkumar Madani, Company Secretary, was appointed in the Company as on July 01, 2023, Therefore, the % of increase/decrease are not applicable.

Note: As during the previous financial year 2022-23, No remuneration was paid to any directors of the company, hence, Percentage Increase/(decrease) in remuneration for financial year 2023-24 will be not applicable in this annexure.

- b) The percentage increase in the median remuneration of employees in the financial year:  
The median remuneration of the employees in current financial year was decreased by 1% over the previous financial year due to increase in number of employees.
- c) The number of permanent employees on the rolls of the Company:  
37 Permanent Employees as on March 31, 2024.



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

The Average salary of employee was decreased by 6.19% due to increase in number of employees in comparison to previous year while average salaries remain same.

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For and on behalf of Board of Directors  
**Madhusudan Masala Limited**  
**CIN: U15400GJ2021PLC127968**

**Place: Jamnagar**

Date: August 20, 2024

-sd

**Rishit Kotecha**  
**Chairman Cum Managing Director**  
**DIN: 00062148**

-sd

**Hiren Kotecha**  
**Whole Time Director**  
**DIN: 02519243**

## **ANNEXURE-C**

### **ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY**

**[Pursuant to clause (o) of Sub-Section 3 of Section 134 of the Act, Section 135 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended]**

---

**1. A Brief outline of the Company's CSR Policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR Policy and Projects or programmes:**

Longevity and success for a company comes from living in harmony with the context, which is the community and society. CSR is essentially a way of conducting business responsibly and the company shall endeavor to conduct its business operations and activities in a socially responsible and sustainable manner at all times. The main objective of CSR Policy of the Company encompasses the ideas of corporate governance, sustainable wealth creation, corporate philanthropy and advocacy for the goals of the community. The projects undertaken will be within the broad framework of Schedule VII of the Companies Act, 2013. Our CSR initiatives focus on CSR projects as provided under Schedule VII. The Company has framed its CSR Policy in compliance with the provisions of the Companies Act, 2013 and the same is placed on the Company's website and may be accessed at <https://www.madhusudanmasala.com/investors/> .

**2. The Composition of CSR Committee as at March 31, 2024:**

According to Section 135(9) of the Companies Act, 2013, if a company's expenditure under sub-section (5) is less than fifty lakh rupees or it does not have any funds in its Unspent Corporate Social Responsibility Account as per sub-section (6) of section 135, then the obligation to form a Corporate Social Responsibility Committee under sub-section (1) does not apply. In such cases, the functions of such Committee provided under this section shall be discharged by the Board of Directors of such company. Therefore, company doesn't require to constitute Corporate Social Responsibility Committee.

**3. Web Link of the Website of the Company for ~~Composition of CSR Committee~~, CSR Policy and CSR Projects Approved By the Board.- <https://www.madhusudanmasala.com/investors/corporate-social-responsibility-committees.html#book/>**

**4. Details of Impact Assessment of CSR Projects Carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, If Applicable.  
Not Applicable for the financial year under review.**

**5. Details of the Amount Available for set-off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 And Amount Required for set-off for the financial year, if any- NIL**

**6. Average net profit of the Company for last three financial years: Rs. 40,628,364.60**

**7. Prescribed CSR Expenditure (two percent of the amount as in item 6 above): Rs. 8,12,568**

- a) Two percent of average net profit of the company as per section 135(5): Rs. 8,12,568
- b) Surplus arising out of CSR projects/ programmes/ activities of the previous financial years: NIL
- c) Amount required to be set off for the financial year: NIL
- d) Amount unspent, if any: NIL
- e) Total CSR obligation for the financial year (7a+7b-7c): Rs. 8,12,568

**8. CSR amount spent or unspent for the financial year:**

- a) Total Amount Spent for the Financial Year (in Rs): Rs. 8,16,000
- b) Amount Unspent (in Rs) : NIL



Total Amount Spent for the  
Financial Year

Amount Unspent (in Rs.)

(In Rs.)

Total Amount transferred to Unspent CSR  
Account as per Section 135(6)

Amount transferred to any funds specified under  
Schedule VII as per second proviso to Section  
135 (5)

	Amount	Date of Transfer	Name of Fund	Amount	Date of Transfer
Rs. 8,16,000	-	-	-	-	-

Sr. No.	Name of the Project	Item from the list of activities in Schedule VII	Local Area (Yes/No)	Location of the Project	State	District	Amount spent for the Project (In Rs.)	Mode of Implem-entation -Direct (Yes/No)	Mode of Implementation- Through Implementing Agency (Yes/No)	Name	CSR Registration Number
1	NA	Women empowerment, Medical and Health Care, Rural Development, Education, Food, Grocery & Cloths Distribution and the livelihood for the needy person	Yes	Gujarat	Ahmedabad		2,05,000	Yes		Raginiben Bipinchandra Sevakarya Trust	CSR00012645
2	NA	Mortuary/ Bus for Antim Yatra at crematory center	Yes	Gujarat	Jamagar		6,11,000	Yes		Shree Moksh Mandir Seva Saniti	-

Sr. No.	Name of the Project	Item from the list of activities in Schedule VII	Local Area (Yes/No)	Location of the Project	State	District	Amount spent for the Project (In Rs.)	Mode of Implem-entation -Direct (Yes/No)	Mode of Implementation- Through Implementing Agency (Yes/No)	Name	CSR Registration Number

NA

9. Amount spent in administrative overheads: NIL
10. Amount spent on impact assessment, if applicable: Not applicable
11. Total amount spent for the financial year: Rs. 8,16,000
12. Details of excess amount for set-off are: Rs. 3432
13. (a) Details of unspent CSR amount for the preceding three financial years: NA  
(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): NIL
- iv. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year:  
No capital asset was created / acquired for FY 2023-24 through CSR spend.
- v. Specify the reason(s), if the company has failed to spend two percent of the average net profit as per Section 135(5): The Company has not spent two percent of the average net profit as per section 135(5): NA

**Registered office:**

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For and on behalf of Board of Directors  
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CIN: U15400GJ2021PLC127968

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**Rishit Kotecha**  
Chairman Cum Managing Director  
DIN: 00062148

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**Hiren Kotecha**  
Whole Time Director  
DIN: 02519243



## **ANNEXURE-D**

### **SECRETARIAL AUDIT REPORT**

#### **Form No. MR-3**

**For the financial year ended March 31, 2024**

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

To,  
The Members,  
Madhusudan Masala Limited  
F. P. No. 19,  
Plot No. 1 - B Hapa Road,  
Jamnagar-361001  
Gujarat, India.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Madhusudan Masala Limited (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

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

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024 according to the provisions of:

- i. The Companies Act, 2013 ('the Act') and the rules made there under as applicable;
- ii. The Securities Contracts (Regulation) 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 (FEMA) and the rules and regulations made there under to the extent of Foreign Direct Investment;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and circulars/ guidelines/Amendments issued there under;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and circulars/ guidelines/Amendments issued there under;
  - c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars/ guidelines/Amendments issued there under;
  - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and circulars/ guidelines/Amendments issued there under; and
  - e) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- vi. Revised Secretarial Standards issued by the Institute of Company Secretaries of India.

I further report that the company being mainly engaged in the business of manufacturing and processing of Spices under the brand names of "DOUBLE HATHI" and "MAHARAJA". They also sell products like: Whole Spices, Tea and Other Grocery Products like: Rajgira flour, Papad, Soya Products, Asafoetida (Hing), Achar masala (Ready to make pickle powder), Sanchar (Black salt powder), Sindhalu (Rock salt powder), Katlu powder (Food supplement), Kasuri Methi (Dry fenugreek) etc. under the brand name of "DOUBLE HATHI". Furthermore, they also generate revenue from trading of whole spices and food grains through unbranded sales.

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

- i. The Food Safety and Standards Act, 2006 ("FSSA")
- ii. The Water (prevention and control of pollution) Act, 1974

- iii. The Air (prevention and control of pollution) Act, 1981
- iv. The hazardous and other wastes (Management & Trans boundary movement) rules, 2016
- v. Legal Metrology Act, 2009 (“LM Act”) & Legal Metrology (Packaged Commodities) Rules, 2011 (“Packaged Commodities Rules”)
- vi. The Agricultural Produce Marketing Legislations
- vii. The Essential Commodities Act, 1955
- viii. The Farmers' Produce Trade and Commerce (Promotion and Facilitation) Act, 2020 (“Farmers' Act”)
- ix. The Farmers (Empowerment and Protection) Agreement on Price Assurance and Farm Services Act, 2020
- x. Gujarat Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2019
- xi. Gujarat Fire Prevention and Life Safety Measures Act, 2013
- xii. Plastic Waste Management Rules, 2016
- xiii. Factories Act, 1948 (the “Factories Act”)

I have relied on the representation made by the Company and its officers for system and mechanism framed by the Company for compliances of the said laws.

During the year under the report, the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above read with circulars, notifications and amended rules, regulations, standards etc. issued by the Ministry of Corporate Affairs, Securities and Exchange Board of India and such regulatory authorities for such acts, rules, regulations, standards etc. as may be applicable, from time to time issued for compliances, have been complied by the Company, except to the following observations;

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary	Management Reply																								
i.	Regulation 7(2) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (PIT)	Promoters had not given Disclosures within 2 trading days of transaction or a series of transaction in a calendar quarter aggregating to a traded value of Rupees Ten Lakh under Regulation 7(2) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015).	Mr. Anil Parshotambhai Raichura, person falling under Promoter group had not disclosed Many sale purchase transactions within 2 trading days of transaction or a series of transaction in a calendar quarter aggregating to a traded value of Rupees Ten Lakh Rupees under Regulation 7(2) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 during the quarter, December 2023.	Promoter and Promoter Group will ensure that all disclosures are reported on time to company and Stock exchange.																								
ii.	Schedule B of Securities and Exchange Board of India Prohibition of Insider Trading (PIT) Regulations, 2015	Member of Promoter group had entered into Contra Trade for a period less than 6 months	Details of Contra Trade executed by Member of Promoter Group, Mr. Anil Parshotambhai Raichura for a period less than 6 months:- <table border="1" style="margin-top: 10px;"> <thead> <tr> <th>Date of Transaction</th> <th>Buy/Sell</th> <th>No of Shares</th> </tr> </thead> <tbody> <tr> <td>13-10-2023</td> <td>Sell</td> <td>2000</td> </tr> <tr> <td>20-10-2023</td> <td>Buy</td> <td>2000</td> </tr> <tr> <td>27-10-2023</td> <td>Buy</td> <td>2000</td> </tr> <tr> <td>24-11-2023</td> <td>Sell</td> <td>4000</td> </tr> <tr> <td>08-12-2023</td> <td>Buy</td> <td>2000</td> </tr> <tr> <td>22-12-2023</td> <td>Buy</td> <td>2000</td> </tr> <tr> <td>15-03-2024</td> <td>Buy</td> <td>2000</td> </tr> </tbody> </table>	Date of Transaction	Buy/Sell	No of Shares	13-10-2023	Sell	2000	20-10-2023	Buy	2000	27-10-2023	Buy	2000	24-11-2023	Sell	4000	08-12-2023	Buy	2000	22-12-2023	Buy	2000	15-03-2024	Buy	2000	Company has uploaded PIT Code on its website and circulated to its Designated persons.  Company will arrange sessions to update all the designated Persons with the provisions of the PIT Regulations
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Sr. No.	Compliance Requirement (Regulation s/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary	Management Reply																
iii	Schedule B of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (PIT Regulation)- Closure of Trading Window	Person's falling under Promoter Group of Company traded in shares of Company during the closure of Trading Window	<p>Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time and Company's Code of Internal Procedures and Conduct for Prevention of Insider Trading in Securities, Company's Trading Window for dealing in securities of the Company remained closed w.e.f. September 26, 2023, till 48 hours after the announcement of the financial results of the Company for the quarter ended September 30, 2023. The financial result was uploaded as on November 09, 2023 and therefore trading window was opened from November 11, 2023.</p> <p>Person falling under Promoters Group traded in Shares of Company during span of Trading Window Closure for Insiders of Company:</p> <table border="1" data-bbox="708 831 1238 1010"> <thead> <tr> <th>Name of Person</th> <th>Category</th> <th>Date of Transaction</th> <th>No. of Shares sold/Purchased</th> </tr> </thead> <tbody> <tr> <td>Anil Parshotambhai Raichura</td> <td>Promoter Group</td> <td>13-10-2023</td> <td>(2000)</td> </tr> <tr> <td></td> <td></td> <td>20-10-2023</td> <td>2000</td> </tr> <tr> <td></td> <td></td> <td>27-10-2023</td> <td>2000</td> </tr> </tbody> </table>	Name of Person	Category	Date of Transaction	No. of Shares sold/Purchased	Anil Parshotambhai Raichura	Promoter Group	13-10-2023	(2000)			20-10-2023	2000			27-10-2023	2000	<p>Company has uploaded PIT Code on its website and also circulated to its Designated persons.</p> <p>Company will arrange sessions to update all the designated Persons with the provisions of the PIT Regulations.</p>
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		20-10-2023	2000																	
		27-10-2023	2000																	
iv	Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	SDD Software is corrupt, therefore Software Audit could not be done.	During Fiscal Year 2023-2024, the company installed Orion Legal Supplies, a Digital Software (SDD software), to collect Unpublished Price Sensitive Information (UPSI). Unfortunately, the company's software became corrupted, making it impossible to perform a software audit for FY 2023-2024. Since the report was created in Excel before the software became corrupt, we are unable to comment on whether timely entries were made. To provide an opinion on whether UPSI was timely captured in software, we need entries in the software to audit.	For the software crash, the company mailed proofs to the software provider. Additionally, we have the UPSI Report for entries made prior to software corruption.																
v	Schedule B of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (PIT Regulation)- Closure of Trading Window	Delay in closure of Trading Window	Company has made a delay of 4 days in Closure of Trading Window w.r.t. half yearly result for period ending on September 30, 2023. Company got listed on September 26, 2023. However, Company closed its Trading Window on October 04, 2023.	We closed our Trading Window on October 04, 2023. Furthermore, none of the Designated Persons traded in our Company since Listing of Company till October 04, 2023, i.e. date of upload of Closure of Trading Window.																

I further report that –

- Few ROC forms have been filed delayed with additional fees by the company for the financial year 2023-24.
- Quorum of Audit Committee meeting held on July 15, 2023 was not proper due to absence of One Independent Director.

During the Period under review, provisions of the following Acts, Rules, Regulations, Guidelines, Standards, etc. were not applicable to the Company:

- i. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; - the Company is not registered as Registrar to an Issue & Share Transfer Agent. However, the Company has appointed KFin Technologies Limited as Registrar & Share Transfer Agent as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- ii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
- iii. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- iv. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- v. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and
- vi. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Overseas Direct Investment and External Commercial Borrowings.

**I further report that –**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Director, Independent Directors and Woman Director. The changes in the composition of the Board of Directors / appointment / re-appointments of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Since none of the members have communicated dissenting views in the matters / agenda proposed from time to time for consideration of the Board and Committees thereof, during the year under the report, hence were not required to be captured and recorded as part of the minutes.

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 compliance with applicable laws, rules, regulations and guidelines.

I Further report that during the period under review:-

- a) The Company filed Prospectus with the Registrar of the Company, Ahmedabad on September 22, 2023. The Public Issue was opened on Monday, September 18, 2023 and closed on Thursday, September 21, 2023. The Basis of Allotment was finalized by Company, Registrar to the issue and merchant banker in consultation with the National Stock Exchange of India Limited on September 22, 2023. The Company has applied for listing of its total equity shares to National Stock Exchange of India Limited and National Stock Exchange of India Limited has granted its approval vide its letter dated September 25, 2023. The trading of equity shares of the Company commenced on September 26, 2023 at EMERGE Platform of National Stock Exchange of India Limited.

The Equity Shares of the Company are currently listed on the Emerge Platform of NSE.

- b) Pursuant to the Initial Public Offer of Equity Shares by the Company, the Board of Directors, in their meeting held on September 22, 2023, has allotted total 34,00,000 Equity Shares Rs. 10/- each at price of Rs. 70/- per Equity Share (Including a share premium of Rs. 60/- Per Equity Share) to the successful allottees, whose list have been finalized by the Company, the Registrar to the issue and merchant banker in consultation with National Stock Exchange of India Limited.
- c) During the Financial year 2023-24, Board of Directors of the company, in its meeting held on February 14, 2024, finalized the term sheet in relation to the acquisition of 100% stake in Vitagreen Products Private Limited by acquisition of shares from its Holding company i.e. RNG Finlease Private Limited. Subsequently, the Share Purchase and Shareholders'



Agreement has been executed with Vitagreen Products Private Limited as per the clause mentioned in term sheet. Upon completion of the acquisition payment, this company, Vitagreen Products Private Limited will become wholly owned subsidiary company of Madhusudan Masala Limited.

Place: Ahmedabad  
Date: August 20, 2024

**For M/S. Mittal V. Kothari & Associates**  
**Company Secretaries**  
**Peer Review Number:- 4577/2023**  
**SD/-**  
**Mittal V. Kothari**  
**Sole Proprietor**  
**ACS No.: 46731      C P No.: 17202**  
**UDIN: A046731F001001344**

**Note: This Report is to be read with my letter of above date which is annexed as Annexure I and forms an integral part of this report.**

## ANNEXURE I

To,  
The Members,  
**Madhusudan Masala Limited**  
F. P. No. 19,  
Plot No. 1 - B Hapa Road,  
Jamnagar-361001  
Gujarat, India.

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done on test basis, on the records and documents provided by the Management of the Company, to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices followed by me provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to verification of procedures on test basis.
5. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Ahmedabad  
Date: August 20, 2024

**For M/S. Mittal V. Kothari & Associates**  
**Company Secretaries**  
**Peer Review Number:- 4577/2023**  
**SD/-**  
**Mittal V. Kothari**  
**Sole Proprietor**  
**ACS No.: 46731      C P No.: 17202**  
**UDIN: A046731F001001344**



# MANAGEMENT DISCUSSION & ANALYSIS



# ECONOMIC OVERVIEW:

## Global Economy:

Global economic growth is anticipated to reach 3.1 percent in 2024 and 3.2 percent in 2025. The forecast for 2024 exceeds the October 2023 World Economic Outlook (WEO) by 0.2 percentage points due to stronger-than-anticipated resilience observed in the United States and several prominent emerging market and developing economies, alongside fiscal measures implemented in China. Nevertheless, the projected growth rates for 2024-2025 fall short of the 3.8 percent historical average recorded during 2000-2019. This divergence is attributed to heightened central bank policy rates aimed at combating inflation, reduction in fiscal support amidst elevated debt levels that impose constraints on economic activity, and sluggish underlying productivity gains. Notably, inflation rates are declining more swiftly than earlier projections across most regions, driven by the resolution of supply-side disruptions and the implementation of restrictive monetary policies. Global headline inflation is expected to decrease to 5.8 percent in 2024 and further to 4.4 percent in 2025, with downward revisions made to the 2025 forecast.

## Indian Economy Outlook:

The Indian economy in the fiscal year 2023-24 is projected to experience several economic developments and challenges. Economic growth is expected to rebound from the previous year, supported by various factors such as fiscal measures, structural reforms, and improved global economic conditions. However, certain challenges and uncertainties persist, impacting different sectors and aspects of the economy.

**Gross Domestic Product (GDP) growth:** The Indian economy is anticipated to show a recovery in GDP growth after a period of slower growth. Projections suggest growth rates in line with broader global economic trends, albeit influenced by domestic factors such as fiscal policies, inflation rates, and industrial performance.

**Inflation:** Inflationary pressures are expected to be a concern, influenced by global commodity prices, domestic demand-supply dynamics, and monetary policies aimed at managing inflation while supporting growth.

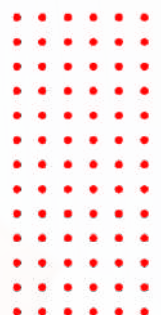
**Fiscal policies:** The government's fiscal policies are likely to focus on supporting economic recovery, infrastructure development, and social welfare programs. Budgetary allocations and fiscal deficits will be pivotal in determining the government's ability to stimulate growth while managing fiscal sustainability.

**Sectoral performance:** Different sectors of the economy, including agriculture, manufacturing, services, and infrastructure, are expected to display varying degrees of recovery and growth. Structural reforms in sectors like agriculture and manufacturing may contribute to long-term growth prospects.

**External trade and investments:** International trade dynamics, including exports and imports, will play a crucial role in shaping economic outcomes. Policies affecting foreign investments and trade agreements will influence India's integration into the global economy.

**Employment and social indicators:** The impact on employment levels, income distribution, and social welfare indicators will be significant factors in assessing the broader economic impact on Indian society. Policies addressing employment generation and social development will be critical amid economic recovery efforts.

Overall, the outlook for the Indian economy in 2023-24 reflects a complex interplay of domestic reforms, global economic conditions, and policy responses aimed at sustaining growth momentum while addressing socio-economic challenges.





# INDUSTRY STRUCTURE AND DEVELOPMENTS:

India stands as the world's foremost spice producer, consumer, and exporter, with robust growth trends in recent years. The production of various spices remained steady, reaching 11.14 million tonnes in 2022-23, compared to 11.12 million tonnes the previous year. Similarly, spice exports from India totaled US\$ 3.73 billion in 2022-23, up from US\$ 3.46 billion in 2021-22.

India cultivates approximately 75 out of the 109 varieties recognized by the International Organization for Standardization (ISO). Pepper, cardamom, chilli, ginger, turmeric, coriander, cumin, and other spices constitute the core production, with chilli, cumin, turmeric, ginger, and coriander alone accounting for 76% of the total output.

The industry demonstrates a robust Compound Annual Growth Rate (CAGR) of 10%, with the market size reaching ₹87,000 crore in 2022. The objective is to secure a 1% market share in the branded spices sector within the next five years.

India commands a significant presence in global spice trade, contributing over 40% to the market. Dubbed the 'Spice Bowl of the World', India's spice prowess extends across 159 export destinations, prominently including China, USA, Bangladesh, UAE, Thailand, Malaysia, Indonesia, UK, and Sri Lanka.

The Indian spice industry, driven by factors such as rising per capita income, expanding domestic consumption, growing international demand, and a well-established infrastructure, anticipates elevating the share of value-added products in its export portfolio from 50% to 70% by 2026.

Looking ahead, the Indian government's multifaceted initiatives aim to enhance the attractiveness of Indian spices globally, bolstering economic opportunities and employment prospects within the sector. With projections pointing towards a market size surge to ₹42.17 billion by 2032, alongside global spices and seasonings market growth to \$29.57 billion by 2032, India stands poised to leverage its culinary heritage and agro-processing capabilities to sustain its dominant role in the global spice industry.

# GOVERNMENT INITIATIVES:

The Government of India, through the **Spices Board of India (under the Ministry of Commerce & Industry)**, has implemented various schemes and initiatives aimed at promoting the growth of the spices sector.

- **Export Development and Promotion of Spices**

This initiative by the Spices Board of India aims to support the exporter to adopt high-tech processing technologies and upgrade the existing level of technology for the development of industry and to meet the changing food safety standards of the importing countries.

Via this there is also occurred benefits in infrastructure development, promoting Indian spice brands abroad, setting up infrastructure in the major spice growing centers, promoting organic spices and special programmer for north-eastern entrepreneurs.

- **Setting up and maintenance of infrastructure for common processing (Spices Parks)**

Government has established Spice Parks in different states like Kerala, Karnataka, and Rajasthan to provide infrastructure facilities for processing, packaging, and value addition of spices. These parks help in reducing post-harvest losses and improving quality.

- **Financial Support**

Various financial assistance schemes are available for spice growers and processors including subsidies for modernization, infrastructure development, and export promotion activities.

- **Promotion of Organic Spices:**

Incentives and support are provided for organic farming of spices, considering the increasing global demand for organic products. Certification processes and subsidies encourage farmers to adopt organic cultivation practices.

These initiatives aim to strengthen the competitiveness of Indian spices in the global market, ensure sustainable growth of the industry, and improve the socio-economic conditions of spice growers and stakeholders across the value chain.





# OUR BUSINESS:

We are engaged in the business of manufacturing and processing of more than 32 types of Spices under the brand names of "DOUBLE HATHI" and "MAHARAJA". We also sell products like: Whole Spices, Tea and Other Grocery Products like: Rajgira flour, Papad, Soya Products, Asafoetida (Hing), Achar masala (Ready to make pickle powder), Sanchar (Black salt powder), Sindhalu (Rock salt powder), Katlu powder (Food supplement), KasuriMethi (Dry fenugreek) etc under the brand name of "DOUBLE HATHI". Furthermore, we also generate revenue from trading of whole spices and food grains through unbranded sales.

Operating in the industry since last four decades, our promoters, Dayalji Vanraavan Kotecha and Vijaykumar Vanraavan Kotecha laid the foundation of the business and formed a partnership firm M/s Madhusudan & Co registered with Registrar of firms, Gujarat in the year 1982 with the objective to manufacture spices and other food products. With the focus on providing quality food products, cost effectiveness and improved accessibility we have been selling our products under the brand name of "DOUBLE HATHI" since 1977 and under the brand name of "MAHARAJA" since 2003. Their next generation, Rishit Dayalji Kotecha and Hiren Vijaykumar Kotecha continued the legacy and developed extensive experience in the industry.



Our range of spices includes **(i) Ground spices** which comprises of various varieties of Chilli Powder, Turmeric Powder, Coriander Powder and Coriander Cumin Powder and **(ii) Blend spices** which comprises of Garam Masala, Tea Masala, Chhole Masala, Sambhar Masala, PavBhaji Masala, PaniPuri Masala, Sabji Masala, Kitchen King Masala, Chicken Masala, Meat Masala, Chatpata Chat Masala, Butter Milk Masala, Chewda Masala, Dry Ginger Powder (Sunth), Black Pepper Powder (Mari), Dry Mango Powder (Aamchur) etc. Our company also deals in whole spices in retail and bulk quantity. During the Fiscals 2023, 2022 and 2021 our revenue from sale of spices contributed to 75.07%, 69.94% and 83.08% of our overall sales. The *Double Hathi* portfolio of ground spices comprise of premium quality spices whereas value for money segment of ground spices is offered under the *Maharaja* portfolio. Over the years our company has evolved as manufacturer of 13 types of chilli powder available in 78 SKUs catering to almost every customer segment in the industry.

We operate from our manufacturing facility located at Jamnagar, Gujarat. Our manufacturing unit is situated at Industrial Area Hapa, Near Jamnagar and is strategically located near the local APMC market thus facilitating easy and quick access to raw materials which reduces the transportation costs as well. Our manufacturing facility is equipped with plant & machinery to facilitate efficient production process of cleaning, drying, grading, grinding and packaging. All spices and other products are manufactured at our unit with utmost care and by way of natural process with scientific methods so as to retain the natural properties of the food like color & odor with time. Systematic procurement of raw spices in their respected seasons helps us to provide linear quality spices for the whole year. We also sell tea and other grocery products like: papad, soya products, Asafoetida (Hing), black salt, rock salt etc procured through third party manufacturers and packaged under our brand name of "DOUBLE HATHI". Our manufacturing facilities are accredited with ISO 9001:2015 for quality management system, ISO 22000:2018 for Food Safety Management System, HACCP for Hazard Analysis Critical Control Points and with FSSAI license under Food Safety and Standards Act 2006. We sell our spices in retail and wholesale packs. Ground spices are sold in packs of 10 gms to 20 kgs available in polypacks and jute bags and Blend spices sold in packs of 10 gms to 100 gms available in polypacks and cardboard boxes.

Presently most of our sales is derived from the state of Gujarat. We also sell marginally to some parts of Maharashtra and Rajasthan.

#### **Market Presence:**

Madhusudan Masala has a strong market presence in Saurashtra region of Gujarat, with:- 5700 direct billing wholesalers- 10,000+ retailers under 65+ distributors. The company also has a presence in Gujarat and Maharashtra, with plans to expand into:- Chandigarh- UP- Bihar- Jharkhand- Jammu & Kashmir- Telangana- Delhi

#### **Procurement:**

Madhusudan Masala focuses on procuring spices directly from farmers, ensuring specific quality material at reasonable rates.

#### **Trademarks:**

The company owns two registered trademarks:

- DoubleHathi
- Maharaja

#### **Manufacturing Capacity:**

The company's plant has an annual capacity of 4800 MT, ensuring a steady supply of high-quality spices to meet the growing demand, installed capacity sufficient to achieve revenue of up to INR 500 crores.

#### **Expansion Plans:**

To enhance quality and capacity, the company planned to set up six new manufacturing plants for:

- Chilli
- Turmeric
- Coriander (already operational)
- Blended Spices
- Rajgira Flour
- Salt (already operational)



# SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE:

1. **FOR BLENDED SPICES:** Under this vertical, we make 13 types of Masala(s) and each blend has been formulated with the intent impart the genuine taste to various Indian food preparations along with desired flavor and aroma. Our ability to continuously upgrade our product range to address shift in customer preferences, just in time inventory availability and changes in demand has helped us to maintain the diversified product portfolio. We grind and blend spices at our manufacturing facility. Blended spices are the mixture of spices that is required to make a dish in its most authentic form. We are equipped with plant and machinery which enables processing, grading and packaging of manufactured spices all in a hygienic way. In 2022-23 the revenue from sale of this segment was 94.69 lakhs which is 163.27 in 2023-24.
2. **FOR GROUND SPICES:** Under this vertical, we manufacture mainly Four Powder which further variates in different flavors. We have launched packages of various sizes for our products.our ground spices are available in packages as small as a pouch that is 10-15 grams to bulk packs of 20-kilogram pouch whereas our blend spices are available in as small as a pouch that is 10-15 grams to 100-gram box packs. We have installed cleaning machine and dedicated Grinding plant to grind each type of spices like Chilli, Turmeric, Cumin and Coriander into powder. Most operations are mechanized thereby minimizing manual operations. In 2022-23 the revenue from sale of this segment was 3143.63 lakhs which is 4585.19 in 2023-24.
3. **FOR OTHER GROCERY PRODUCTS:** Under this vertical, we also provides services of Grocery products that are fast moving items and is essential in almost all Indian Kitchens like: Rajgira flour, papad, soya products, asafoetida (Hing), black salt, rock salt etc. In 2022-23 the revenue from sale of this segment was 166.29 lakhs which is 262.98 in 2023-24.
4. **FOR WHOLE SPICES:** Under this vertical, we also provides services of wholesale supply of food grains like: wheat, moong, ground nut, sesame seeds, urad, chana, whole spices like: chilli, coriander, cumin, turmeric, rai, ajwain, methi etc. In 2022-23 the revenue from sale of this segment was 2523.15 lakhs whichis 3982.27 in 2023-24.

## Ground Spices



## Blended Spices



## Other Products



## Whole Spices





# OPPORTUNITIES AND THREATS:

The cost of manufacturing Spices and other process in relation thereto in India is lower and more effective compared to other nations, including:

**Growing Demand:** There is a global trend towards healthier and more diverse diets, which includes the use of spices for flavor and health benefits.

**Increasing Consumer Awareness:** Consumers are becoming more aware of the health benefits associated with spices, such as anti-inflammatory properties, antioxidants, and potential medicinal uses.

**Rising Interest in Ethnic and International Cuisines:** As globalization continues, there is a growing interest in ethnic and international cuisines, which often use a variety of spices.

**Technological Advancements:** Advances in technology have improved production techniques, quality control, and distribution channels, making it easier to meet growing demand and maintain quality.

**Sustainable and Organic Trends:** There is a shift towards sustainable and organic farming practices, which can appeal to health-conscious consumers and open up premium market segments.

**Export Opportunities:** Producers in spice-rich regions can capitalize on export opportunities to countries where spices are less readily available or are in high demand for specific cuisines or industrial uses.

However, there are also some challenges facing the Indian Spice industry, including:

**Price Volatility:** Spice prices can be highly volatile due to factors such as weather conditions, political instability in producing regions, and currency fluctuations.

**Competition:** The spice industry is competitive, with many producers and suppliers worldwide. Competition can drive down prices and profit margins.

**Quality Control Challenges:** Maintaining consistent quality can be challenging, especially for smaller producers or in regions with less developed infrastructure.

**Climate Change:** Climate change poses risks to spice production, affecting crop yields, quality, and growing conditions in traditional spice-growing regions.

**Regulatory Issues:** Compliance with local and international regulations regarding pesticide use, food safety standards, and export/import restrictions can be complex and costly.

**Substitution and Adulteration:** There is a risk of substitution or adulteration of spices, which can damage reputation and consumer trust.

Understanding these opportunities and threats can help businesses in the spice industry navigate challenges and capitalize on growth opportunities effectively.

The company has been consistently taking steps to enhance its research and development units. This includes investing in new technologies, hiring top talent, and creating a culture of innovation which is evident in its growing portfolio of products and its expanding presence in the market.

We are committed to providing high-quality products to our customers. We have a rigorous quality control system in place, and we are constantly investing in new technologies to improve our manufacturing processes. We are also committed to providing our clients with excellent customer service.

## **1. EXPERIENCED PROMOTERS AND MANAGEMENT TEAM**

Our promoters have combined experience of 41 years in Spice manufacturing industry. Our Promoters lead the company with their vision. Enchasing the expertise, they look after the strategic as well as day to day business operations. The strength and entrepreneurial vision of our Promoters and management have been instrumental in driving steady growth of our company and implementing our strategies. We believe that a motivated and experienced employee base is essential for maintaining a competitive advantage. Our motivated team of management and key managerial personnel complement each other to enable us to deliver high levels of client satisfaction. Further Our Directors have also Experience of more than 10 years in the same business line.

The vision of our promoters has gained a rich experience of more than 4 decades in the spices industry and has aided to the growth of our company. Over the years, we have grown significantly and have established our brand "DOUBLE HAATHI" and "MAHARAJA".

## **2. RECOGNIZED BRAND NAME WITH HERITAGE AND LEGACY:**

Spices have a traditional heritage and ancient history, especially in India, where they are a part of everyday routine. Different spices and blends are used to add flavor, aroma and tastes in dishes. Several decades ago, spices were grounded manually for household and commercial uses where consumers made their own blends for use in their cooking. To make this process easier both for household and for commercial use our promoters visualized the concept of ready-to-use ground or blend spices. The vision of our promoters has gained a rich experience of more than 4 decades in the spices industry and has aided to the growth of our company. Over the years, we have grown significantly and have established our brand "DOUBLE HAATHI" and "MAHARAJA". We initially started our partnership firm in 1982 in the name of "M/s Madhusudan & Co" which was later converted into company in 2021. We offer more than 32 types of ground and blend spices. With the focus on providing quality products, cost effectiveness and improved accessibility our brand name of "DOUBLE HATHI" since 1977 and our brand name of "MAHARAJA" since 2003. We operate in a brand sensitive market and consumers prefer reliable brands for self-consumption. We have earned goodwill & competitive edge through our consistent quality-oriented product development approach. We believe that our commitment to quality and purity has enabled us to position ourselves as a trusted brand in the market in which we operate. Our ground spices are available in packages as small as a pouch that is 10-15 grams to bulk packs of 20-kilogram pouch whereas our blend spices are available in as small as a pouch that is 10-15 grams to 100-gram box packs.

Our Promoters, Dayalji Vanraavan Kotecha and Vijaykumar Vanraavan Kotecha have an experience of more than 4 decades in the Spices industry. We believe that our business growth is attributable to rich promoter experience. Thus, we are well placed to capitalize the knowledge and experience of our promoters and management team which has been instrumental in growth of our Company.

## **3. CONSISTENT FOCUS ON QUALITY**

We believe that quality is a pre-requisite for a positive consumer experience and long-term brand loyalty. This philosophy has formed the foundation of the expansion and diversification of our product portfolio since our inception. Our focus on quality is maintained across the entire production chain, including sourcing, processing, manufacturing, packaging and distribution. Our manufacturing facility has obtained the ISO 9001:2015 for quality management system, ISO 22000:2018 for Food Safety Management System. The raw ingredients used in our products are of standard quality. Further, the factories or workshops of third-party manufacturers associated with us for other grocery products sold under our brand name are subject to periodic review by our internal team to ensure compliance with quality and security requirements. Our commitment to stringent quality control has been critical to our success and has contributed to customers associating our brand with trust and transparency. Indian traditional cooking is free of preservatives and artificial flavor enhancers and the same is maintained for our product categories. Spices manufactured at our factory are sent for lab verifications against benchmarked standards to test for physical and chemical properties. We have long term relations with our suppliers which help us to procure quality raw materials at competitive rates.

## **4. LONG STANDING RELATIONSHIP WITH OUR CUSTOMERS**

We have been in the business of manufacturing the spices since the last four decades and have successfully developed and supplied quality products to our customers. We believe that our understanding of the Indian taste palate complements our product development capabilities and has allowed us to develop a long-standing relationship with our customers. Our past experience in the supply of our products, ability to meet specific taste requirements of our customers, reputation for quality of our products and the price competitiveness of our offerings has enabled us to establish and maintain relationships with our customers. Our sales & distribution network is aided by our in-house sales and marketing team, which liaise with our customers on a regular basis for customer inputs, market demands as well as





The key strategy will be focused around:

1. Financial strength & liquidity
2. Professional Management
3. Timely completion of Orders
4. Customer care
5. Brand Equity

#### **Next Step towards success:**

The growth continues for in coming years also, as we are now on flying mode, we will do our best for achieving 30% growth in topline every year. To achieve that desired target our road map is ready. We already started flying on runway. Our small step to expand our reach in more regions, we took smart decision by acquiring similar line manufacturing company "Vitagreen product Private Limited", as this company has sales channel spread over 7 states and good knowledgeable sales team for respected territory. Secondly, we also got readytocook product portfolio and wider range of blended spice from vitagreen. Both these positive factors will boost our top line as expected. Apart from benefits from acquisition we believe in strong relation with sales channel which we learnt from our first generation, which help us to create long term relation with channel partner. Furthermore, in I am very confident in establishing our brand in northern and western region very quickly by showing positive response of good quality and trusted brand reviews by newly added channel partners in respected regions.

#### **OUTLOOK:**

The company believes that it has a great deal of opportunities for future growth in the Spice industry. There is enormous untapped potential in its established brand equity, target geographies, and diversified product portfolio. To capitalize on these growth drivers, the company is taking several steps, including:

- Developing new products that meet the needs of Customers
- Improving the packaging of its products to make them more appealing to patients and to protect them from tampering.
- Investing in research and development to develop new products and to improve the efficacy and safety of its existing products.
- Expanding its retail presence to reach more clients.
- Improving its design abilities to create more appealing and effective packaging.
- Improving its inventory management to ensure that it has the right products in the right place at the right time.

These steps will help the company to reinforce its competitive advantages and to achieve its growth goals.

We envision a future where Madhusudan Masala is a leading domestic and international provider of Spice products and services. We are committed to developing innovative new products, expanding our global footprint, and strengthening our brand. We believe that we have the potential to make a significant impact on the lives of patients around the world.

The domestic Spice industry is facing a number of challenges. One challenge is the product patent policy, which has made it more difficult for domestic companies to develop new flavors in masala. The new MRP-based excise duty structure has also put a greater burden on small Spice Making companies. The industry is also facing rising competition from both domestic and international companies. Finally, the Indian business environment is becoming increasingly uncertain, making it difficult for Spice Making companies to plan for the future.

The company is taking a number of steps to address these challenges. One step is to improve the company's manufacturing processes to reduce costs and improve efficiency. The company is also expanding its distribution network to reach more customers. Finally, the company is building its brand image to attract new customers and to retain existing customers.

#### **MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS:**

Company is committed to create an enabling corporate environment that fosters belongingness, innovation and ownership through its EVP pillars of InviTING, IgniTING, CreaTING and RespectTING. Your Company also received several awards which highlights its dedication to put employees at the forefront and create a culture that encourages and nurtures their growth.

Company continuously strives towards enhancing the well-being of its employees through initiatives focused on increasing awareness across the 4 pillars of physical, mental, financial & social well-being. Sessions focused on recognizing the need for physical activity, preventive medical care through sessions by doctors on various health related topics, medical concierge desk and several fitness related competitions & sports events. Awareness sessions on inheritance, investments, tax planning and filing of returns.

As of March 31, 2024, the company had a total of 37 employees on its rolls, including factory workers. The company will continue to create opportunities and ensure that it recruits diverse candidates without compromising on merit.



# KEY FINANCIAL RATIOS:

Ratio	Figures as at	Figures as at	% Change From	Explanation for Change in Ratio (for more than 25% in comparison with last year)
Current Ratio	1.78	1.21	46.91	Due to Increase in Fund from IPO, Current Liabilities are reduced, So Ratio is increased
Debt-Equity Ratio	1.13	3.98	(71.58)	Due to Increase in Shareholders' Fund from IPO, Ratio is decreased
Debt Service Coverage Ratio	2.92	1.47	98.3	Due to Increase in Profit, Ratio is increased
Interest Service Coverage Ratio	3.68	1.89	94.58	Due to Increase in Profit, Ratio is increased
Return on Equity Ratio	0.32	1.03	(68.62)	Due to Increase in Shareholders' Fund from IPO, Ratio is decreased
Inventory turnover ratio	17.75	6.22	185.34	In the current reporting period inventory has increased which leads to higher cost of handling inventory, hence ratio varies.
Trade Receivables turnover ratio	6.21	8.74	(28.98)	Turnover in the current period has increased in comparison to previous period but Receivables are also increased significantly, hence ratio varies.
Trade payables turnover ratio	70.43	37.39	88.36	Purchase of material for the current year has increased, hence ratio varies remarkably.
Netcapital turnover ratio	4.49	11.33	(60.39)	Due to Increase in Shareholders' Fund from IPO, Ratio is decreased
Net profit ratio	7.99	4.52	76.7	As the Net profit for the current reporting period has increased compared to previous reporting period, ratio is increased
Return on Capital employed	46.6	80.35	(42.01)	Due to Increase in Shareholders' Fund from IPO, Ratio is decreased.
Return on investment	46.6	80.35	(42.01)	Due to Increase in Shareholders' Fund from IPO, Ratio is decreased.

**CAUTIONARY STATEMENT:**

Statement in this report describing the Company's objectives projections estimates and expectation may constitute "forward looking statement" within the meaning of applicable laws and regulations. Forward looking statements are based on certain assumption and expectations of future events. These Statements are subject to certain risk and uncertainties. The Company cannot guarantee that these assumption and expectations are accurate or will be realized. The actual results may different from those expressed or implied since the Company's operations are affected by many external and internal factors which are beyond the control of the management. Hence the Company assumes no responsibility in respect of forward-looking statements that may be amended or modified in future on the basis of subsequent developments information or events.

**Registered office:**

F. P. No. 19, Plot No. 1 - B Hapa Road,  
Jamnagar- 361001, Gujarat, India

For and on behalf of Board of Directors  
**Madhusudan Masala Limited**  
**CIN: U15400GJ2021PLC127968**

**Place: Jamnagar**

Date: August 20, 2024

-sd

**Rishit Kotecha**  
**Chairman Cum Managing Director**  
**DIN: 00062148**

-sd

**Hiren Kotecha**  
**Whole Time Director**  
**DIN: 02519243**



## ANNEXURE B

# AUDITOR'S REPORT

## AUDIT REPORT TO THE SHARE HOLDERS OF MADHUSUDAN MASALA LIMITED

### Report on the Financial Statements

#### Opinion:

We have audited the accompanying financial statements of MADHUSUDAN MASALA LIMITED, having CIN U15400GJ2021PLC127968 which comprise the Balance Sheet as at 31<sup>st</sup> March, 2024, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 31 March 2024, and its 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 Companies Act, 2013. 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 Companies Act, 2013 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.

#### 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.

There are no Key Audit Matters Reportable as per SA 701 issued by ICAI.

#### Information Other than the 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, but does not include the financial statements and our auditor's report thereon. These reports are

expected to be made available to us after the date of our auditor's report.

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 identified above when it becomes available 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.

When we read the other information included in the above reports, if we conclude that there is material misstatement therein, we are required to communicate the matter to those charged with governance and determine the actions under the applicable laws and regulations.

#### Management's Responsibility for the Financial Statements

Management is responsible for the matters stated in section 134(5) of the Companies Act, 2013("the Act") with respect to the preparation of these 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 accounting standards referred to in section 133 of the Act, as applicable.

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.

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

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

#### Auditor's Responsibility

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 standalone financial statements.

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(l) 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 standalone financial statements, or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in "Annexure A", a statement on the matter specified in the paragraph 3 and 4 of the Order.
2. As required under provisions of section 143(3) of the Companies Act, 2013, we report that:
  - a. We have obtained all the information and explanations which to the best of our knowledge and belief where 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 appears from our examination of those books;
- c. The Balance Sheet and Statement of Profit and Loss dealt with this report are in agreement with the books of account;
- d. In our opinion, the aforesaid Financial Statement comply with the Accounting Standards specified under Section 133 of Act, read with relevant rule issued thereunder.
- e. On the basis of written representations received from the directors as on March 31, 2024, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 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 operating effectiveness of such controls, referred to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g. With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
- (a) The Company has disclosed the impact of pending litigation on its financial position on its standalone financial statement. Refer note No.48 to the stand alone financial statement
- (b) The Company does not have any long-term and derivative contracts as at March 31, 2024.
- (c) There has been no delay in transferring amounts, require to be transferred, the Investor Education and Protection Fund by the Company during the year ended March 31, 2024.
- h. (a) The management has represented that, to the best of its knowledge and belief, 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 persons or entities, 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, no funds have been received by the company from any persons or entities, 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 the audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- i. With respect to the other matters to be included in the Auditors Report in accordance with the requirements of section 197(16) of the act, as amended:



In our opinion and to the best of our information and according to the explanation given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of section 197 of the act.

- j. The Company has not paid any dividends during the year and hence, the provisions of Section 123 of the Act are not applicable to the Company.
- k. Based on our examination, which included test checks, the company has used accounting software for maintaining books of account for the financial ended march 31, 2024 which has a feature of recording audit trail (audit log) facility and the same has operated throughout the year for all related transaction recorded in the software. Further during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

As provision to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reposting under Rule 11(g) of the Companies (Audit & Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention has been fulfilled for the financial year ended March 31, 2024

**M/s. Sarvesh Gohil & Associates**  
**Chartered Accounts**

**Place : Jamnagar**  
**Date: 03/05/2024**

**-sd**  
**Krupa Solanki**  
**Partner**  
**M.No. 168290**  
**FRN:0156550W**  
**UDIN: 24168290BKAGB02108**

## ANNEXURE "A" TO THE AUDITORS' REPORT

In terms of the information and explanations given to us and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state as under:

### (i) In respect of Its Property Plant & Equipment:

- a)
- The company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment ("PPE") and relevant details of right of use assets.
  - The Company have maintained records showing full particulars of intangible assets, which, in our opinion, are proper.
- b) The Company has a regular program of physical verification of its PPE by which PPE are verified in a phased manner over a period of three years. In accordance with this program, certain PPE were verified during the year.

In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its PPE. No material discrepancies were noticed on such verification.

- c) According to the information and explanation given to us and in the basis of our examination of the records of the company the title deeds of immovable properties are held in the name of the company.
- d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year.
- e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder

### (ii) In respect of Its Inventories:

- a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable, and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.
- b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits (Overdraft Facility) in excess of Five Crore Rupees on the basis of security of current assets. And quarterly returns submitted to the Bank are not in agreement with the Books of accounts but the differences are arisen only due to the reasons that there is a re-grouping and reclassification of trade receivables and trade payables including compensatory adjustment of advances received/given from/ to customers/vendors.

(iii) The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore, the provisions of Clause 3 (iii)(a), (iii)(b), (iii)(c), (iii)(d), (iii)(e) and (iii)(f) of the said order are not applicable to the company.

(iv) In our opinion and according to the information and explanations given to us, the Company has not provided any loans and advances under section 185 and 186 of the Companies Act, 2013.



- (v) The company has not accepted any deposits from the public within the meaning of sections 73 to 76 or any relevant provisions of the 2013 act and the rules framed there under to the extent notified.
- (vi) The Central government has not prescribed the maintenance of cost records by the company under section 148(1) of the companies Act, 2013 for any of its products.
- (vii) In respect of Statutory Dues:
- a) The company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Duty of Customs, GST, Cess and any other statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, sales tax, customs duty, excise duty and cess were in arrears, as at 31.03.2024 for a period of more than six months from the date they became payable.
  - b) According to the information and explanations given to us, there are no dues of sales tax, income tax, custom duty, wealth tax, GST, excise duty and cess which have not been deposited on account of any dispute.
- (viii) Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company does not have any transaction, which were not recorded in the books of accounts and which have been surrendered or disclosed as income during the current reporting period in the tax assessments under the Income Tax Act, 1961.
- (ix)
- a) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans or other borrowings to financial institutions, banks, government and dues to debenture holders or in the payment of interest thereon to any lender during the reporting period.
  - b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank or financial institution or government or government authority during the reporting period.
  - c) According to the information and explanations given to us by the management, the Company has utilized the money obtained by way of term loans during the year for the purposes for which they were obtained.
  - d) 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.
  - e) The Company doesn't have any associate, subsidiary or joint venture and hence, clause (ix)( e) of the order is not applicable to us.
  - f) The Company doesn't have any associate, subsidiary or joint venture and hence, clause (ix)( f) of the order is not applicable to us.
- (x)
- a) The Company has raised moneys by way of initial public offer on dated 25/09/2023 of 34,00,000 shares of face value of Rs 10/- each for cash at a price of ₹ 70/- per equity share including a share premium of ₹ 60/- per equity share (the "issue price") aggregating to ₹ 2,380.00 lakhs ("the issue") and fund has been used for the purpose for which it has been issued.

- b) According to the information and explanations given to us and on the basis of our examination of the records of the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xi)
- a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of audit.
- b) 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.
- c) According to the information and explanations given to us, no complaint has been received by the company from whistleblower during the year.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with sections 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) In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- (xv) According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) According to the information and explanations given to us and in our opinion, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi)(a), (b) and (c) of the Order is not applicable to the Company.
- According to the information and explanations given to us, the Group does not have any Core Investment Company (CIC) as part of the Group as per the definition of Group contained in the Core Investment Companies (Reserve Bank) Directions, 2016 and hence the reporting under clause (xvi)(d) of the Order is not applicable.
- (xvii) The Company has not incurred any cash losses in the financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly this clause is not applicable / paragraph 3(xviii) of the Order is not applicable.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the



date of 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.

(xx) In our opinion and as per information and explanation given to us, the Company is required to spend Rs 8,12,567.29/- towards Corporate Social Responsibility (CSR) and has already spend amount of Rs 2,05,000/- in the CSR Registered trust Raginiben Bipinchandra Sevakarya Trust. This trust is engaged in activities of Women empowerment, Medical and Health Care, Rural Development, Education, Food, Grocery & Cloths Distribution and the livelihood for the needy person.

Further, company have spent Rs. 6,11,000 (Rupees Six Lakh Eleven Thousand Only) in the Shree Moksh Mandir Samiti , have spent the amount of CSR in the mortuary/crematory center under the impression that the said organization is registered as per the rules and regulations of ROC. However, after spending the amount, company came to know that it is not registered under the ROC, and not having eligible CSR certificate of registration.

(xxi) Clause (xxi) of the order is not applicable in the report on the standalone financial statements of the Company.

**M/s. Sarvesh Gohil & Associates**  
**Chartered Accounts**

-sd

**Krupa Solanki**  
**Partner**

**M.No. 168290**

**FRN:0156550W**

**UDIN: 24168290BKAGB02108**

**Place : Jamnagar**  
**Date: 03/05/2024**

## ANNEXURE "B" TO AUDITOR'S REPORT

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

#### Opinion

We have audited the internal financial controls over financial reporting of **MADHUSUDAN MASALA LIMITED** ('the Company') as of 31<sup>st</sup> March 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to the Standalone Financial Statements and such internal financial controls were operating effectively as at 31 March, 2024 based on the internal controls 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 ("the Guidance Note").

#### 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 (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (the 'ICAI'). 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 and the Standards on Auditing, issued by the 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 ICAI. 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 about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's 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 statement.

### **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 : Jamnagar**  
**Date: 03/05/2024**

**M/s. Sarvesh Gohil & Associates**  
**Chartered Accounts**

**-sd**  
**Krupa Solanki**  
**Partner**  
**M.No. 168290**  
**FRN:0156550W**  
**UDIN: 24168290BKAGB02108**

# BALANCE SHEET AS AT 31ST MARCH, 2024

All amounts are in Lacs unless otherwise stated

Particulars	Note No.	As At 31st March 2024	As At 31st March 2023
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share Capital	2	1,290.00	500.00
(b) Reserves And Surplus	3	3,315.28	574.06
<b>2 Non Current Liabilities</b>			
(a) Long Term Borrowing	4	815.77	735.08
(b) Deffered Tax liabilities		23.32	14.35
(C) LongTerm Provisions		-	-
(d) Other Long-term Liabilities		-	-
<b>3 Current liabilities</b>			
(a) Short-Term Borrowings	5	4,398.30	3,544.36
(b) Trade Payable	6	338.50	124.12
(c) Other current liabilities	7	34.04	48.99
(d) Short-Term Provisions	8	309.89	196.47
<b>TOTAL</b>		<b>10,525.10</b>	<b>5,737.42</b>
<b>II. ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Property , Plant and Equipment			
(i) Tangible assets	9	1,683.80	957.28
(ii) Intangible Assets			
(iii) Intangible Assets under development			
(iv) Capital Work in Progress		180.50	563.63
Less: Accumulated Depreciation		644.16	551.31
Net Block		1,220.15	969.60
(b) Non-Current Investments			
(c) Long-term loans and advances	10	272.44	31.54
(d) Other Non Current Assets		-	-
(e) Deffered Tax Assets		-	-
<b>2 Current assets</b>			
(a) Current Investments			
(b) Inventories	11	4,247.51	2,292.72
(c) Trade Receivables	12	3,579.18	1,648.32
(d) Cash And Cash Equivalents	13	40.44	40.64
(e) Short-term loans and advances	14	1,165.38	747.80
(f) Other Current Assets	15	-	6.80
<b>TOTAL</b>		<b>10,525.10</b>	<b>5,737.42</b>

Accounting Policies & Notes on Accounts As per our Report on Even date attached

For Sarvesh Gohil & Associates  
Chartered Accountants

-sd

Krupa Solanki  
Partner  
M. No. 168290  
FRN No. 156550W  
Place : Jamnagar  
Date : 03-05-2024  
UDIN: 24168290BKAGB02108

For Madhusudan Masala Ltd

-sd

Rishit Kotecha  
Chairman & Managing Director  
DIN: 00062148

-sd

Kirit Vallabhbai Dharaviya  
Chief Financial Officer

-sd

Hiren Kotecha  
Whole Time Director  
DIN: 02519243

-sd

Megha Dilipkumar Madani  
Company Secretary



## PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2024

All amounts are in Lacs unless otherwise stated

Particulars	Refer Note No.	For the year ended 31 March 2024	For the year ended 31 March 2023
I. Revenue from operations	16	16,221.98	12,721.60
II. Other Income	17	45.31	28.97
<b>III. Total Revenue (I + II)</b>		<b>16,267.29</b>	<b>12,750.57</b>
IV. Expenses:			
Cost of materials consumed	18	13,437.28	12,060.64
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	19	400.86	(934.51)
Employee benefits expense	20	153.54	104.67
Finance costs	21	445.88	326.77
Depreciation And Amortization Expenses	22	92.85	63.11
Other Expenses	23	498.29	351.89
Total Expenses		15,028.70	11,972.57
<b>V. Profit before Tax</b>		<b>1,238.59</b>	<b>778.01</b>
(1) Current tax		309.89	196.47
(2) MAT Credit Availment		-	-
(3) Deferred tax		8.97	6.10
<b>VI. Profit (Loss) for the period</b>		<b>919.73</b>	<b>575.45</b>
VII. Earnings per equity share:			
(1) Basic & Diluted		8.27	11.51
(2) Basic & Diluted (Adjusted)		8.27	6.39

### Accounting Policies & Notes on Accounts As per our Report on Even date attached

For Sarvesh Gohil & Associates  
Chartered Accountants

For Madhusudan Masala Ltd

-sd

Krupa Solanki

Partner

M. No. 168290

FRN No. 0112187W

Place : Jamnagar

Date : 03-05-2024

UDIN: 24168290BKAGB02108

-sd

Rishit Kotecha

Chairman &  
Managing Director

DIN: 00062148

-sd

Kirit Vallabh  
Dharaviya  
Chief Financial  
Officer

-sd

Hiren Kotecha

Whole Time  
Director

DIN: 02519243

-sd

Megha Dilipkumar  
Madani  
Company Secretary

# CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2024

All amounts are in Lacs unless otherwise stated

Sr. No.	Particulars	F.Y. 2023-24		F.Y. 2022-23	
		Amount	Amount	Amount	Amount
<b>A.</b>	<b><u>Cash flow from Operating Activities</u></b>				
	<b>Net Profit Before tax as per Statement of Profit &amp; Loss</b>		1,238.59		778.01
	Adjustments for :				
	Depreciation & Amortisation Exp.	92.85		63.11	
	Income Tax Written Off	(12.64)		(41.51)	
	Interest Income	(8.07)		(0.43)	
	Finance Cost	445.88	518.02	326.77	347.95
	<b>Operating Profit before working capital changes</b>		1,756.61		1,125.95
	<b>Changes in Working Capital</b>				
	Trade receivable	(1,930.86)		(385.31)	
	Other Loans and advances receivable	(410.78)		(520.02)	
	Inventories	(1,954.79)		(707.73)	
	Trade Payables	214.38		(465.66)	
	Other Current Liabilities	(14.95)		39.30	
	Short term Provisions	(196.47)		187.26	
			(4,293.45)		(1,852.17)
	<b>Net Cash Flow from Operation</b>				
	Tax Paid		320.25		196.47
	<b>Net Cash Flow from Operating Activities (A)</b>		(2,857.10)		(922.69)
<b>B.</b>	<b><u>Cash flow from investing Activities</u></b>				
	Purchase of Fixed Assets	(343.40)		(611.82)	
	Sale of Fixed Assets	-		0.14	
	Movement in Loan & Advances	79.34		(19.54)	
	Interest Income	8.07		0.43	
			(255.98)		(630.80)
	<b>Net Cash Flow from Investing Activities (B)</b>		(255.98)		(630.80)
<b>C.</b>	<b><u>Cash Flow From Financing Activities</u></b>				
	Net Proceeds From Issue of shares capital	2,624.13		499.00	
	Proceeds From long Term Borrowings	80.68		339.63	
	Proceeds From Short Term Borrowings	853.95		1,058.03	
	Interest Paid	(445.88)		(326.77)	
	Dividend paid ( Including DDT)	-	3,112.88	-	1,569.89
	<b>Net Cash Flow from Financing Activities (C)</b>		3,112.88		1,569.89



All amounts are in Lacs unless otherwise stated

Sr. No.	Particulars	F.Y. 2023-24		F.Y. 2022-23	
		Amount	Amount	Amount	Amount
E	Opening Cash & Cash Equivalents		40.64		24.23
F	Cash and cash equivalents at the end of the period		<b>40.44</b>		<b>40.64</b>
G	Cash And Cash Equivalents Comprise :				
	Cash		39.83		39.61
	Bank Balance :				
	Current Account		0.61		1.03
	<b>Total</b>		<b>40.44</b>		<b>40.64</b>

**Accounting Policies & Notes on Accounts As per our Report on Even date attached**

**For Sarvesh Gohil & Associates  
Chartered Accountants**

-sd  
**Krupa Solanki**  
Partner  
M. No. 168290  
FRN No. 156550W

-sd  
**Rishit Kotecha**  
Chairman Cum Managing Director  
DIN: 00062148

-sd  
**Hiren Kotecha**  
Whole Time Director  
DIN: 02519243

-sd  
**Kirit Vallabhbhai Dharaviya**  
Chief Financial Officer

-sd  
**Megha Dilipkumar Madani**  
Company Secretary

**Place : Jamnagar**  
**Date : 03-05-2024**  
**UDIN: 24168290BKAGBO2108**

## **Notes Forming Parts of the Financial Statements**

### **Note: - 1 Significant accounting policies:**

#### **1.0 Corporate Information**

**MADHUSUDAN MASALA LIMITED** is a Limited Company, incorporated under the provisions of Companies Act, 2013 and having **CIN: U15400GJ2021PLC127968**. The Company is mainly engaged in the business of Manufacturing and Trading of Spices and other Related Items. The Registered office of the Company is situated at F.P. No. 19, Plot No. 1-B, Hapa Road, Jamnagar-361001.

#### **1.1 Basis of preparation of financial statements**

##### **a. Accounting Convention: -**

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

##### **b. Use of Estimates and Judgments**

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

##### **c. Current and Non - Current Classification**

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

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

##### **All other assets and liabilities are classified as Non - Current.**

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

#### **1.2 Basis of Preparation**

##### **a) Presentation and Disclosure of Standalone Financial Statements**

These standalone financial statements have been prepared as per "Schedule - III" notified under



the Companies Act, 2013. The Company has also reclassified / regrouped / restated the previous year figures in accordance with the requirements applicable in the current year.

**b) Property, Plant & Equipment and Intangible Assets:-**

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

**c) Depreciation / Amortisation : -**

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

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

Intangible assets being Software are amortized over a period of its useful life on a straight line basis, commencing from date the assets is available to the company for its use.

**d) Impairment of Assets:-**

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

**e) Investments:-**

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

**f) Government Grants and Subsidies:-**

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

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

**g) Valuation of Inventory : -**

Inventories includes mainly spices and related items which is to be valued at Lower of Cost or Net Realizable value as per FIFO Method.

Cost of inventories included the cost incurred in bringing each product to its present location and conditions are accounted. Cost included cost of direct material. Cost is determined on "First in First our basis (FIFO)".

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

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

#### **h) Revenue Recognition :-**

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

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

**Sale of goods** is recognized at the point of dispatch of goods to customers, sales are exclusive of Sales tax, Vat, GST and Freight Charges if any. The revenue and expenditure are accounted on a going concern basis.

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

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

Other items of Income are accounted as and when the right to receive arises.

#### **i) Borrowing Cost :-**

Borrowing Cost includes the interest, commitments charges on bank borrowings, amortization of ancillary costs incurred in connection with the arrangement of borrowings.

Borrowing costs that are directly attributable to the acquisition or construction of qualifying property, plants and equipment are capitalized as a part of cost of that property, plants and equipment. The amount of borrowing costs eligible for capitalization is determined in accordance with the Accounting Standards – 16 “Borrowing Costs”. Other Borrowing Costs are recognized as expenses in the period in which they are incurred.

In accordance with the Accounting Standard – 16, exchange differences arising from foreign currency borrowings to the extent that they are regarded as adjustments to interest costs are recognized as Borrowing Costs, and are capitalized as a part of cost of such property, plants and equipment if they are directly attributable to their acquisition or charged to the Standalone Statement or Profit and Loss.

#### **j) Related Party Disclosure:-**

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

#### **k) Earnings Per Share :-**

The Company reports the basic and diluted Earnings per Share (EPS) in accordance with Accounting Standard 20, “Earnings per Share”. Basic EPS is computed by dividing the Net Profit or Loss attributable to the Equity Shareholders for the year by the weighted average number of equity shares outstanding during the year. Diluted EPS is computed by dividing the Net Profit or Loss attributable to the Equity Shareholders for the year by the weighted average number of Equity Shares outstanding during the year as adjusted for the effects of all potential Equity Shares, except where the results are Anti - Dilutive.

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

#### **l) Taxes on Income :-**



**1. Current Tax: -**

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

**2. Deferred Taxes:-**

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

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

**m) Discontinuing Operations :-**

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

**n) Provisions Contingent liabilities and contingent assets:-**

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

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

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

**o) Event after Reporting Date:-**

Where events occurring after the Balance Sheet date provide evidence of condition that existed at the end of reporting period, the impact of such events is adjusted within the standalone financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

All the events occurring after the Balance Sheet date up to the date of the approval of the standalone financial statement of the Company by the board of directors on May 03, 2024 have been considered, disclosed and adjusted, wherever applicable, as per the requirement of Accounting Standards.

## Note 2 SHARE CAPITAL

Share Capital	As at 31st March 2024		As at 31st March 2023	
	Number	Amount	Number	Amount
<b>Authorised</b>				
Equity Shares of Rs. 10 each	1,40,00,000.00	1,400.00	50,00,000.00	500.00
<b>Issued</b>				
Equity Shares of Rs. 10 each	1,40,00,000.00	1,400.00	50,00,000.00	500.00
<b>Subscribed &amp; Fully Paid up</b>				
Equity Shares of Rs.10 each fully paid	1,29,00,000.00	1,290.00	50,000.00	500.00
<b>Subscribed &amp; But Not Fully Paid up</b>				
Equity Shares of Rs.10 each , Rs. 5 Paid Up	-	-	-	-
<b>Total</b>	<b>1,29,00,000.00</b>	<b>1,290.00</b>	<b>50,000.00</b>	<b>500.00</b>

### Note 2.1 RECONCILIATION OF NUMBER OF SHARE

Particulars	Equity Shares		Equity Shares	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	50,00,000.00	500.00	10,000.00	1.00
Shares Issued during the year	79,00,000.00	790.00	49,90,000.00	499.00
Partly paid up shares fully paid up	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	1,29,00,000.00	1,290.00	50,00,000.00	500.00

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

Name of Shareholder	As at 31st March 2024		As at 31st March 2023	
	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding
Dayalji Vanravan Kotecha	16,00,000.00	12.40	25,00,000.00	50.00
Vijaykumar Vanravan Kotecha	16,00,000.00	12.40	25,00,000.00	50.00
Rishit Dayalji Kotecha	22,86,000.00	17.72	-	-
Hiren Vijaykumar Kotecha	22,86,000.00	17.72	-	-
Foram Rishit Kotecha	8,55,000.00	6.63	-	-
Mayuri Hiren Kotecha	8,55,000.00	6.63	-	-



### Note 2.3 Shares held By Promoters

Name of Shareholder	As at 31st March 2024		As at 31st March 2023		% Change during the Year
	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding	
Dayalji Vanraavan Kotecha	16,00,000.00	12.40	25,00,000.00	50.00	(36.00)%
Vijaykumar Vanraavan Kotecha	16,00,000.00	12.40	25,00,000.00	50.00	(36.00)%
Rishit Dayalji Kotecha	22,86,000.00	17.72	-	-	100.00%
Hiren Vijaykumar Kotecha	22,86,000.00	17.72	-	-	100.00%
Foram Rishit Kotecha	8,55,000.00	6.63	-	-	100.00%
Mayuri Hiren Kotecha	8,55,000.00	6.63	-	-	100.00%
<b>Total</b>	<b>94,82,000.00</b>	<b>73.50</b>	<b>50,00,000.00</b>	<b>100.00</b>	

### Note 3 RESERVE AND SURPLUS

Particulars	As at 31st March 2024	As at 31st March 2023
<b>a. Securities Premium Account</b>		
Opening Balance	-	-
- Add : Securities Premium Credited on Share Issue	2,490.00	-
- Less : Premium Utilised for various reasons		
For Capital Issue Expenses	(255.87)	-
Closing Balance	<b>2,234.13</b>	-
<b>b. Surplus</b>		
Opening balance	574.06	40.12
(+) Net Profit/(Net Loss) For the current year	919.73	575.45
(-) Income Tax Written off	(12.64)	(41.51)
(-) Bonus Issue	(400.00)	-
(+/-) Deferred Tax provision	-	-
Closing Balance	<b>1,081.15</b>	<b>574.06</b>
<b>Total</b>	<b>3,315.28</b>	<b>574.06</b>

**Note 4 LONG TERM BORROWINGS**

Particulars	As at 31st March 2024	As at 31st March 2023
<b>Secured</b>		
<b>(a) Term Loan</b>		
<b>From banks</b>		
Bank of Baroda TL - 01338	259.15	278.83
Bank of Baroda TL - 01339	-	21.82
Bank of Baroda TL - 01721	89.65	177.00
Bank of Baroda TL - 01722	168.90	216.35
Kotak Mahindra Prime Ltd - Jeep	25.78	29.91
SIDBI Loan	272.28	-
ICICI Loan	-	6.40
Kotak Mahindra Prime Ltd	-	4.78
<b>Sub Total (a)</b>	<b>815.77</b>	<b>735.08</b>
<b>Unsecured</b>		
<b>(a) Loans &amp; Advances From Other</b>		
	-	-
<b>Sub Total (b)</b>	-	-
<b>In case of continuing default as on the balance sheet date in repayment of loans and interest with respect to (a) &amp; (b)</b>		
1. Period of default	-	-
2. Amount	-	-
<b>Total</b>	<b>8,15,76,618.00</b>	<b>7,35,08,407.64</b>

**Note 4.1 (1) Term Loans from Bank of Baroda referred above to the extent of -**

- Creation of Registered equitable mortgage of factory land and building including proposed Pe8 structure of Cold Storage at NA industrial land having sub plot no. 1/8, R. S. No. 1509/2, adm 5384.14 Sq. Mtrs. and built up adm. 2294.38 Sq. Mtrs. situated Nr. Marketing Yard, Hapa road, Jamnagar, Gujarat
  - Creation of Registered equitable mortgage of Residential cum Commerical building comprised of eight shops, two stalls, six offices and twelve flats at city survey no. 1-G-4 Paiki, Sheet No. 86, C. S. No. 3837 Paiki & 3838, Plot no. 3/A1, 3/A2 and 3/8, Saru Section road, Jamnagar
  - Creation of Registered equitable mortgage of all that piece and parcel of NA Residential land of Plot No. 51, admeasuring 694.73 Sq. Mtrs. (as per revenue record 694.73.11 Sq. Mtrs) of NA land of R. S. No. 382 paiki, situated on Rajkot Highway in the city of Jamnagar
  - Creation of Registered equitable mortgage of all that piece and parcel of NA Residential land of Plot No. 52, admeasuring 694.73 Sq. Mtrs. (as per revenue record 694.73.11 Sq. Mtrs) of NA land of R. S. No. 382 paiki, situated on Rajkot Highway in the city of Jamnagar
- Guaranteee  
1 Mr. Viiavkumar Vanravan Kotecha 2 Mr. Davalii Vanravan Kotecha 3 Mr. Hiren Viiavkumar Kotecha 4 Mr. Rishit Davalii Kotecha 5 Mrs. Foram Rishit Kotecha 6 Mrs. Mayuri Hiren Kotecha

**(2) Term Loan from SIDBI is secured by-**

- First Charge by way of Hypothecation of all the movable assets of the company whether acuirred /to be acquired at its factory premises.
- Lien on Fixed Deposit of Rs. 150 Lakh in the name of the company

**(3) Term Loan from Kotan Mahinda Prime Ltd is secured against the vehicle Jeep.**



**Note 5 SHORT TERM BORROWINGS**

Particulars	As at 31st March 2024	As at 31st March 2023
<b>Secured</b>		
<b>(a) Working Capital Loans</b>		
Bank of Baroda -CC	2,540.50	1,285.86
HDFC Bank Ltd - CC	1,294.13	-
<b>(b) Current Maturity of Long Term Debt</b>		
Bank of Baroda TL - 01338	26.49	30.69
Bank of Baroda TL - 01339	22.54	54.83
Bank of Baroda TL - 01721	36.00	3.00
Bank of Baroda TL - 01722	43.80	3.65
Kotak Mahindra Prime Ltd - Jeep	4.13	3.78
SIDBI Loan	27.72	-
ICICI Loan	-	1.26
Kotak Mahindra Prime Ltd	-	3.26
Sub-total (a)	<b>3,995.31</b>	<b>1,386.33</b>
<b>Unsecured</b>		
<b>(a) Loans &amp; Advances From Directors/ Promoters/ Promoter Group/ Associates/ Relatives of Director/ Group Company</b>		
	402.99	2,158.03
<b>(b) Loan and Advances from Other</b>		
	-	-
Sub Total (b)	<b>402.99</b>	<b>2,158.03</b>
<b>In case of continuing default as on the balance sheet date in repayment of loans and interest with respect to (a) &amp; (b)</b>		
1. Period of default	-	-
2. Amount	-	-
<b>Total</b>	<b>4,398.30</b>	<b>3,544.36</b>

**Note 5.1 (1) Working Capital Loan from Bank of Baroda referred above to the extent of -**

Primary Security :

Hypothecation of Stocks and Book Debts (Existing and Future)

Collateral Security:

1. Creation of Registered equitable mortgage of factory land and building including proposed PE8 structure of Cold Storage at NA industrial land having sub plot no. 1/8, R. S. No. 1509/2, adm 5384.14 Sq. Mtrs. and built up adm. 2294.38 Sq. Mtrs. situated Nr. Marketing Yard, Hapa road, Jamnagar, Gujarat
2. Creation of Registered equitable mortgage of Residential cum Commerical building comprised of eight shops, two stalls, six offices and twelve flats at city survey no. 1-G-4 Paiki, Sheet No. 86, C. S. No. 3837 Paiki & 3838, Plot no. 3/A1, 3/A2 and 3/8, Saru Section road, Jamnagar
3. Creation of Registered equitable mortgage of all that piece and parcel of NA Residential land of Plot No. 51, admeasuring 694.73 Sq. Mtrs. (as per revenue record 694.73.11 Sq. Mtrs) of NA land of R. S. No. 382 paiki, situated on Rajkot Highway in the city of Jamnagar
4. Creation of Registered equitable mortgage of all that piece and parcel of NA Residential land of Plot No. 52, admeasuring 694.73 Sq. Mtrs. (as per revenue record 694.73.11 Sq. Mtrs) of NA land of R. S. No. 382 paiki, situated on Rajkot Highway in the city of Jamnagar

Guarantee:

1 Mr. Viiaykumar Vanraavan Kotecha

2 Mr. Dayalji Vanraavan Kotecha

3 Mr. Hiren Viiaykumar Kotecha

4 Mr. Rishit Dayalji Kotecha **(2) Working Capital Loan from HDFC referred above to the extent of -**

Primary Security :

Hypothecation of Stocks and Book Debts (Existing and Future)

Collateral Security:

1. Creation of Registered equitable mortgage of factory land and building including proposed PE8 structure of Cold Storage at NA industrial land having sub plot no. 1/8, R. S. No. 1509/2, adm 5384.14 Sq. Mtrs. and built up adm. 2294.38 Sq. Mtrs. situated Nr. Marketing Yard, Hapa road, Jamnagar, Gujarat
2. Creation of Registered equitable mortgage of Residential cum Commerical building comprised of eight shops, two stalls, six offices and twelve flats at city survey no. 1-G-4 Paiki, Sheet No. 86, C. S. No. 3837 Paiki & 3838, Plot no. 3/A1, 3/A2 and 3/8, Saru Section road, Jamnagar
3. Creation of Registered equitable mortgage of all that piece and parcel of NA Residential land of Plot No. 51, admeasuring 694.73 Sq. Mtrs. (as per revenue record 694.73.11 Sq. Mtrs) of NA land of R. S. No. 382 paiki, situated on Rajkot Highway in the city of Jamnagar
4. Creation of Registered equitable mortgage of all that piece and parcel of NA Residential land of Plot No. 52, admeasuring 694.73 Sq. Mtrs. (as per revenue record 694.73.11 Sq. Mtrs) of NA land of R. S. No. 382 paiki, situated on Rajkot Highway in the city of Jamnagar

**Guarantee**

1 Mr. Viiavkumar Vanraavan Kotecha 2 Mr. Davalii Vanraavan Kotecha 3 Mr. Hiren Viiavkumar Kotecha 4 Mr. Rishit Davalii Kotecha 5 Mrs. Foram Rishit Kotecha 6 Mrs. Mayuri Hiren Kotecha

**(2) Working Capital Loan from HDFC referred above to the extent of -**

Primary Security :

Hypothecation of Stocks and Book Debts (Existing and Future)

Collateral Security:

1. Industrial Open Land RS No 400p1, TPS No. 3A, FP No 16, Plot No 6& 7 off Hapa Road , Nr. Shreenath Spediators Pvt Ltd. 361002 Hapa
2. Personal Gaurentee of All Directors : Guarantor:
  - 1 Mr. Viiavkumar Vanraavan Kotecha 2 Mr. Davalii Vanraavan Kotecha 3 Mr. Hiren Viiavkumar Kotecha 4 Mr. Rishit Davalii Kotecha 5 Mrs. Foram Rishit Kotecha 6 Mrs. Mayuri Hiren Kotecha
  3. FD For bank Gaurantee with 10% Margin.

**Note 6 TRADE PAYABLES**

Particulars	As at 31st March 2024	As at 31st March 2023
<b>TRADE PAYABLES</b>		
(a) Micro, Small and Medium Enterprise	-	-
(b) Others	338.50	124.12
<b>Total</b>	<b>3,38,50,175.11</b>	<b>1,24,11,720.29</b>



**Note 7 OTHER CURRENT LIABILITIES**

Particulars	As at 31st March 2024	As at 31st March 2023
(i) Statutory Dues		
TDS/TCS Payable	19.12	23.46
GST Payable	1.36	-
(ii) Advance From Customers	12.57	24.53
(iii) Trade Deposits	1.00	1.00
<b>Total</b>	<b>34.04</b>	<b>48.99</b>

**Note 8 SHORT TERM PROVISION**

Particulars	As at 31st March 2024	As at 31st March 2023
<b>Provision For</b>		
(a) Employee Benefits	-	-
(b) Others		
(i) Income Tax	309.89	196.47
<b>Total</b>	<b>309.89</b>	<b>196.47</b>

**Note 10 LONG TERM LOANS & ADVANCES**

Particulars	As at 31st March 2024	As at 31st March 2023
(Unsecured and Considered Good)		
<b>A. Security deposits</b>	<b>99.88</b>	<b>31.54</b>
<b>B. Bank Deposits</b>		
Fixed Deposit having more than 12 Months maturity	172.56	-
<b>Total</b>	<b>272.44</b>	<b>31.54</b>

Note 9 FIXED ASSETS

Fixed Assets	Gross Block			Accumulated Depreciation			Net Block	
	Balance as at 1 April 2023	Additions / (Adjustment)	Disposal Balance as at 31 March 2024	Balance as at 1 April 2023	Amount Charged to Reserves (refer year)	Deduction/Adjustments	Balance as at 31 March 2024	Balance as at 1 April 2023
<b>a Tangible Assets</b>								
Land	71.43	-	71.43	4.98	-	-	4.98	66.45
Building	347.37	576.09	875.12	201.63	-	34.19	235.82	145.74
Plant and Machinery	371.47	108.13	479.6	261.73	-	26.54	288.27	109.74
Furniture and Fixtures	29.95	73.21	103.16	16.97	-	6.03	23.01	12.97
Vehicles	108.2	1.52	109.72	43.02	-	20.54	63.56	65.18
Computer	6.69	7.35	14.04	6.08	-	1.7	7.78	0.61
Office equipment	22.17	8.56	30.73	16.9	-	3.84	20.74	5.28
<b>b Capital Work-In-Progress</b>								
Plant & Machinery WIP	563.63	182.58	565.71	-	-	-	-	180.5
<b>Total</b>	<b>1520.91</b>	<b>957.45</b>	<b>1864.31</b>	<b>551.31</b>	<b>-</b>	<b>92.85</b>	<b>644.16</b>	<b>969.6</b>



**Note 11 INVENTORIES**

Particulars	As at 31st March 2024	As at 31st March 2023
<b>a. Raw Materials and components</b> (Valued at Lower of Cost or NRV as per FIFO Method)	3,265.51	909.86
<b>b. Semi-Finished Goods</b> (Valued At Estimated Cost)	205.83	-
<b>c. Finished goods (Valued at Cost or NRV as per FIFO)</b> (Valued At Lower of Cost or NRV)	776.17	1,382.86
<b>Total</b>	<b>4,247.51</b>	<b>2,292.72</b>

**Note 12 TRADE RECEIVABLES**

Particulars	As at 31st March 2024	As at 31st March 2023
a. Secured, Considered Good	-	-
b. Unsecured , Considered Good	3,579.18	1,648.32
c. Doubtful	-	-
<b>Total</b>	<b>3,579.18</b>	<b>1,648.32</b>

**Note 13 CASH & CASH EQUIVILANTS**

Particulars	As at 31st March 2024	As at 31st March 2023
<b>A. Cash-In-Hand</b>	39.83	39.61
<b>B. Bank Balance</b>		
Bank of Baroda	0.61	-
Kotak Mahinda Bank	-	1.03
<b>C. Time Deposit Account</b>		
Fixed Deposit having more than 3 Months Initial maturity but Less Than 12 Months	-	-
Fixed Deposit having more than 12 Months Initial maturity	-	-
<b>Total</b>	<b>40.44</b>	<b>40.64</b>

**Note 14 SHORT TERM LOANS & ADVANCES**

Particulars	As at 31st March 2024	As at 31st March 2023
(Unsecured and Considered Good)		
<b>A. Loans &amp; Advances to Directors/ Promoters/ Promoter Group/ Associates/ Relatives of Director/ Group Company</b>	-	0.22
<b>B. Balance with Govt. Authorities</b>	618.97	125.30
<b>C. Other</b>		
Advance to Suppliers	372.95	603.40
Others	173.46	18.88
<b>Total</b>	<b>1,165.38</b>	<b>747.80</b>

**Note 15 OTHER CURRENT ASSETS**

Particulars	As at 31st March 2024	As at 31st March 2023
Preliminary Exp. Not Written Off	-	6.80
<b>Total</b>	<b>-</b>	<b>6.80</b>

**Note 16 REVENUE FROM OPERATIONS**

Particulars	As at 31st March 2024	As at 31st March 2023
Sale of products	16,221.98	12,721.60
<b>Total</b>	<b>16,221.98</b>	<b>12,721.60</b>

**Note 16.1 PARTICULARS OF SALE OF PRODUCTS**

Particulars	As at 31st March 2024	As at 31st March 2023
Spices and Related Products	16,221.98	12,721.60
<b>Total</b>	<b>16,221.98</b>	<b>12,721.60</b>



**Note 17 OTHER INCOME**

<b>Particulars</b>	<b>As at 31st March 2024</b>	<b>As at 31st March 2023</b>
<b>Interest Income</b>		
Interest Income	8.07	0.43
<b>Other Income</b>		
Discount Income	12.02	18.56
Rent Income	20.88	2.88
Quality Claim Income	2.46	7.11
Shortage Income	1.89	-
<b>Total</b>	<b>45.31</b>	<b>28.97</b>

**Note 18 COST OF MATERIAL CONSUMED**

<b>Particulars</b>	<b>As at 31st March 2024</b>	<b>As at 31st March 2023</b>
Opening Stock Raw Materials	909.86	1,136.64
Add:- Purchase of Raw Materials	15,792.94	11,833.86
Closing Stock of Raw Materials	3,265.51	909.86
<b>Cost of Raw Material Consumed Total</b>	<b>13,437.28</b>	<b>12,060.64</b>

**Note 18.1 PARTICULARS OF COST OF MATERIAL CONSUMED**

<b>Particulars</b>	<b>As at 31st March 2024</b>	<b>As at 31st March 2023</b>
<b>Goods Consumed</b>		
Spices and Other Related Items	13,437.28	12,060.64
<b>Total</b>	<b>13,437.28</b>	<b>12,060.64</b>

**Note 19 CHANGES IN INVENTORIES OF FINISHED GOODS , STOCK IN PROCESS AND SEMI-FINISHED GOODS**

Particulars	As at 31st March 2024	As at 31st March 2023
<b><u>Inventories at the end of the year</u></b>		
Finished Goods	776.17	1,382.86
Semi Finished Goods	205.83	-
<b><u>Inventories at the beginning of the year</u></b>		
Finished Goods	1,382.86	448.35
Semi-finished Goods	-	-
<b>Net(Increase)/decrease</b>	<b>Total</b>	<b>Total</b>
	<b>400.86</b>	<b>(934.51)</b>

**Note 20 EMPLOYEE BENEFITS EXPENSES**

Particulars	As at 31st March 2024	As at 31st March 2023
(a) Salaries and Wages	148.81	102.71
(b) Contributions to Provident Fund & Other Fund		
Provident fund	3.35	1.95
ESI	0.54	-
(c) Staff welfare expenses	0.84	-
<b>Total</b>	<b>153.54</b>	<b>104.67</b>

**Note 21 FINANCE COST**

Particulars	As at 31st March 2024	As at 31st March 2023
(a) Interest expense :-		
(i) Borrowings	390.07	294.34
(b) Other borrowing costs	55.81	32.43
<b>Total</b>	<b>445.88</b>	<b>326.77</b>

**Note 22 DEPRECIATION AND AMORTISATION**

Particulars	As at 31st March 2024	As at 31st March 2023
Depreciation Exp	92.85	63.11
<b>Total</b>	<b>92.85</b>	<b>63.11</b>



**Note 23 OTHER EXPENSES**

<b>Particulars</b>	<b>As at 31st March 2024</b>	<b>As at 31st March 2023</b>
<b>Manufacturing &amp; Operating Expenses</b>		
Jobwork Expenses	0.43	4.95
Electric Power & Fuel	52.17	35.40
Freight & Forwarding Exp	61.82	73.22
Cold Storage Rent Expenses	66.82	83.70
Machinery Repairing and Clean Expenses	12.39	4.72
<b>Selling &amp; Distrubution Expenses</b>		
Commission Exp.	17.45	46.66
Exhibition Exp.	25.95	-
Discount Expenses	-	0.31
Packing Charges	34.87	22.21
Sample Charges	-	0.16
Sales Promotion Expenses	131.66	3.91
<b>Establishment Expenses</b>		
Settlement of Commodities	-	10.19
Rent Exp.	2.06	4.67
Repair & Maintanance Exp.	3.80	5.89
CSR Exp.	1.90	-
Rates & Taxes	8.00	13.57
Legal & Professional Charges	25.96	9.42
Audit Fees	1.40	0.52
Printing & Stationery Exp	3.93	1.76
Miscellaneous Expense	14.86	9.03
Insurance Exp.	8.66	2.88
Membership Fees	-	0.75
Pledge Transation Charges	-	0.58
Telephone & Internet Exp.	0.80	0.97
Travelling Exp	23.35	16.43
<b>Total</b>	<b>498.29</b>	<b>351.89</b>

## Notes Forming Part of the Financial Statements

24. The previous year's figures have been reworked, regrouped, and reclassified wherever necessary. Amounts and other disclosures for the preceding year are included as an integral part of the current annual financial statements and are to be read in relation to the amounts and other disclosures relating to the current financial year.
25. Credit and Debit balances of unsecured loans, sundry creditors, sundry Debtors, loans and Advances are subject to confirmation and therefore the effect of the same on profit could not be ascertained.
26. Balances of Trade Payables, Trade Receivable and Loans and Advances are subject to confirmations and reconciliation if any, by the respective parties.

### 27. Statement of Management

- I. The current assets, loans and advances are good and recoverable and are approximately of the values, if realized in the ordinary courses of business unless and to the extent stated otherwise in the Accounts. Provision for all known liabilities is adequate and not in excess of amount reasonably necessary.
- II. Balance Sheet, Statement of Profit and Loss read together with Notes to the accounts thereon, are drawn up so as to disclose the information required under the Companies Act, 2013 as well as give a true and fair view of the statement of affairs of the Company as at the end of the year and results of the Company for the year under review.

### 28. Deferred tax Assets and Liabilities are as under: - Components of which are as under: -

(Rs. In Lacs)

Particulars	2023-24	2022-23
<i>Deferred Tax (Asset)/Liability</i>		
<i>Block of Assets (Depreciation)</i>	92.65	57.00
<i>Net Differed Tax (Asset) Liability</i>	23.32	14.35
	(Rs. In Lacs)	

### 29. Earnings Per Share

(Rs. In Lacs)

Particulars	Year Ended On 31st March, 2024	Year Ended On 31st March, 2023
Profit / (Loss) after tax attributable to Equity Shareholders (A)	919.73	575.45
Weighted Number of Equity Share outstanding During the year (B) (In Nos.)	1,11,21,585	50,00,000
Basic Earnings Per Share for each Share of Rs.10/- (A) / (B)	8.27	11.51



**30. Foreign Currency Transactions: -****I. Expenditure in Foreign Currency: -Nil****II. Earnings in Foreign Currency: - Nil****31. Related Parties Transaction: -**

As per Accounting Standard 18, issued by the Chartered Accountants of India, The Disclosures of Transaction with the related parties as defined in the related parties as defined in the Accounting Standard are given below:

**a. List of related parties with whom transactions have taken place and relationships:-**

Name of party	Nature of Relationship
Dayalji Vanraavan Kotecha	Relative of Director
Vijaykumar Vanraavan Kotecha	Relative of Director
Rishit Dayalji Kotecha	Managing Director
Hiren Vijaykumar Kotecha	Whole Time Director
Foram Rishit Kotecha	Relative of Director
Mayuri Hiren Kotecha	Relative of Director
Kirit Vallabhbbhai Dharaviya	Chief Financial Officer (w.e.f - April 04, 2023)
Rishit Dayal Jibhai Kotecha (HUF)	Entity in which Director is interested
M/s Madhusudan & Co. (Mumbai)	Entity in which Director is interested
M/s Madhusudan & Co. Rajkot	Entity in which Director is interested
M/s. Madhusudan & Co.(BSNL), Jamnagar	Entity in which Director is interested
M/s. Madhusudan & Co. (BSNL) Khambhaliya	Entity in which Director is interested
M/s Madhusudan & Co., Ahmedabad	Entity in which Director is interested
Madhusudan Agri Processing & cold storage pvt ltd	Entity in which Director is interested
Madhusudan Auto -Biz Private Limited (Formerly known as Madhusudan Spices Pvt. Ltd.)	Entity in which Director is interested
Mangalya Infrabuild LLP	Entity in which Director is interested

**b. Transaction during the current financial year with related parties:-**

Particulars	Entity in which Director is interested	Directors	Relative of Directors	Grand Total
Unsecured loan Received	1225.00	4,241.41	-	5,466.41
Unsecured loan Repaid	1039.18	5,562.43	-	6,601.61
Interest Expenses	-	119.24	-	119.24
Cold Rent Expenses	29.87	-	-	29.87
Rent Income	20.88	-	-	20.88
Sales	188.04	-	-	188.04
Purchase	65.83	-	-	65.83

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

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

Sr. No.	Particulars	Year Ended on 31 <sup>st</sup> March 202 4		Year Ended on 31 <sup>st</sup> March 202 3	
		Principal	Interest	Principal	Interest
I	Amount due as at the date of Balance sheet	Nil	Nil	Nil	Nil
II	Amount paid beyond the appointed date during the year	Nil	Nil	Nil	Nil
III	Amount of interest due and payable for the period of delay in making payments of principal during the year beyond the appointed date	Nil	Nil	Nil	Nil
Iv	The amount of interest accrued and remaining unpaid as at the date of Balance sheet	Nil	Nil	Nil	Nil

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

### 33. Title deeds of immovable property.

Title deeds of immovable property has not been held in the name of promoter, director, or relative of promoter/ director or employee of promoters / director of the company, hence same are held in the name of the company.

### 34. Revaluation of property, plants and equipment's.

The Company has not revalued its Property, Plant and Equipment for the current year.

### 35. Loans or Advances in the nature of loans.

No Loans or Advances are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person.

### 36. Capital Work In Progress (CWIP)

There has been no Capital work in progress for the current year of the company.



### **37. Intangible assets under development:**

There are no Intangible assets under development in the current year

### **38. Details of Benami property held.**

The company does not hold any benami property under the Benami Transaction (prohibition) act, 1988 and the rules there made under. Hence any proceeding has not been initiated or pending against the company for holding any benami property under the Benami Transaction (prohibition) act, 1988 and rules made there under.

### **39. Borrowings from bank or financial institution on the basis of current assets.**

The company have borrowings from bank or financial institution on the basis of current assets as per Note No. 4 and 5.

### **40. Willful Defaulter.**

The company has not been declared as a willful defaulter by any bank or financial institution or government or government authority during the year reporting period.

### **41. Relationship with struck off companies.**

The company does not have transactions with the struck off under section 248 of companies act, 2013 or section 560 of companies act 1956.

### **42. Registration of charges or satisfaction with Registrar of companies.**

The company does not have any charges or satisfaction, which is yet to be registered with ROC beyond the statutory period.

### **43. Compliance with number of layers of companies.**

The company is in compliance with the number of layers prescribed under clause (87) of section 2 of company's act read with companies (restriction on number of layers) Rules, 2017.

### **44. Utilization of borrowed funds and share premium.**

As on March 31, 2024 there is no unutilized amount in respect of any issue of securities and long term borrowing from banks and financial institutions. The borrowed funds have been utilized for the specific purpose for which the funds were raised.

#### 45. Corporate social responsibility (CSR).

As per section 135 of the Companies Act, 2013, a Corporate Social Responsibility (CSR) committee has been formed by the Company. The funds are utilized on the activities which are specified in Schedule VII of the Companies Act, 2013. The utilization is done by way of contribution towards various activities.

#### Average net profit of the Company for last three financial years:

Rs. 40,628,364.60

#### Prescribed CSR Expenditure (two percent of the amount as in above):

Rs. 8,12,568

#### Two percent of average net profit of the company as per section 135(5):

Rs. 8,12,568

#### Surplus arising out of CSR projects/ programs/ activities of the previous financial years:

NIL

#### Amount required to be set off for the financial year: NIL

#### Amount unspent, if any: NIL

#### Total CSR obligation for the financial year: Rs. 8,12,568/-

#### CSR amount spent or unspent for the financial year:

a) Total Amount Spent for the Financial Year (in Rs): Rs. 8,16,000/-

b) Amount Unspent (in Rs) : NIL

#### Details of Corporate Social Responsibilities

Particular	For the year ended March 31, 2024	For the year ended March 31, 2023
(i) Amount required to be spent by the company during the year	8.13	-
(ii) Amount of expenditure incurred	8.16	-
(a) Construction /Acquisition of asset	-	-
(b) On purposes other than (a) above	-	-
(iii) (Excess) / shortfall at the end of the year	(0.03)	-
(iv) Total of previous years shortfall	-	-
<b>Total amount contributed during theyear</b>		
(v) Reason for shortfall:	N.A.	N.A.
(vi) Nature of CSR activities	Women empowerment, Medical and Health Care, Rural Development, Education, Food, Grocery & Cloths Distribution and the livelihood for the needy person.	
(vii) Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard	Contribution to Raginiben Bipinchandra Sevakarya Trust And ShreeMoksh Mandir Samiti	-
(viii) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year	N.A.	N.A.



**46. Details of crypto currency and virtual currency.**

Company has not traded or invested in crypto currency or virtual currency during the financial year.

**47. Contingent Liability**

i) Contingent liabilities shall be classified as:

(a) Claims by the company not acknowledged as debt: 10,05,71,521.35/-

(b) Guarantees.

(c) Other money for which the company is contingently liable.

**Note:** Contingent liability arisen on account of pending legal proceeding by company against receivable, which has been occurred after balance sheet date but before date of submission of Audit Report

**48.** The Company is subject to legal proceedings and claims (amounting to 10,05,71,521.35/-) after balance sheet date, which have arisen on account of non-payment of outstanding dues by trade receivables to company on account of submission of forged documents, bank receipts and bank statement. The company's management reasonably expects that such extraordinary legal actions, when ultimately concluded and determined, will have a material and adverse effect on the company's results of operations or financial condition.

**49. A.** 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 persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

**B.** No funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

## Note 50 RATIOS:

Particulars	Current Reporting Period	Previous Reporting Period	% of Change	Reasons
<b>Current ratio</b>	<b>1.78</b>	<b>1.21</b>	<b>46.91</b>	Current ratio has increased compared to previous year on account of (i) increase in capital fund by way of IPO used for working capital and (ii) increase in sales turnover
Current Assets	9,032.51	4,736.28		
Current Liabilities	5,080.74	3,913.93		
<b>Debt Equity Ratio</b>	<b>1.13</b>	<b>3.98</b>	<b>(71.58)</b>	DE ratio has improved drastically due to increased in shareholder's equity by way of IPO.
Debt	5,214.07	4,279.44		
Shareholder's Equity	4,605.28	1,074.06		
<b>Debt Service coverage ratio</b>	<b>2.92</b>	<b>1.47</b>	<b>98.30</b>	DSCR has increased in the current period compared to previous year due to (i) timely payment of term liability during the current period (ii) increase in Net profit &
Net Profit/(Loss) before tax	1,238.59	778.01		
Add: Finance Cost	445.88	326.77		
Add: Depreciation	92.85	63.11		
Less: Capital Exp.	343.40	611.82		
<b>EBITDA-CAPEX</b>	<b>1,433.91</b>	<b>556.07</b>		
Debt Service (Int+Principal)	490.53	377.22		
<b>Interest Service Coverage Ratio</b>	<b>3.68</b>	<b>1.89</b>	<b>94.58</b>	Interest Service Coverage Ratio has increased during the year on account of multifold increase in EBITDA that resulted in higher coverage of interest service.
<b>EBITDA-CAPEX</b>	<b>1,433.91</b>	<b>556.07</b>		
Interest	390.07	294.34		
<b>Return on Equity Ratio</b>	<b>0.32</b>	<b>1.03</b>	<b>(68.62)</b>	Though the profit has increased during the current period, return on equity has decreased due to increase in shareholder's fund through IPO.
Net Profit	919.73	575.45		
Average Shareholder's Equity	2,839.67	557.59		
<b>Inventory Turnover Ratio</b>	<b>17.75</b>	<b>6.22</b>	<b>185.34</b>	The cost of good sold has increased due to increase in turnover but the average inventory has reduced in the current period compared to previous year resulted in higher
Cost of Good Sold	14,066.66	12,060.64		
Average Inventory	792.49	1,938.85		
<b>Trade Receivables turnover ratio</b>	<b>6.21</b>	<b>8.74</b>	<b>(28.98)</b>	Turnover in the current period has increased in comparison to previous period but Receivables are also increased significantly, hence ratio varies.
Net Sales	16,221.98	12,721.60		
Avg. Trade Receivables	2,613.75	1,455.66		
<b>Trade payables turnover ratio</b>	<b>70.43</b>	<b>37.39</b>	<b>88.36</b>	The business has generated significant revenue alongwith availability of working capital due to IPO, average trade payables has come down drastically compared to previous year.
Total Purchases (Fuel Cost + Other Expenses)	16,291.23	13,347.04		
Avg. Trade Payables	231.31	356.95		
<b>Net capital turnover ratio</b>	<b>4.49</b>	<b>11.33</b>	<b>(60.39)</b>	Due to Increase in Shareholders' Fund from IPO, Ratio is decreased
Sales	16,221.98	12,721.60		
Avg. Capital Employed	3,615.09	1,122.86		



**NOTE 51 TRADE PAYABLES**

Particulars	As at 31st March, 2024				As at 31st March, 2023			
	Outstanding for following periods from due date of payment		Outstanding for following periods from due date of payment		Outstanding for following periods from due date of payment		Outstanding for following periods from due date of payment	
	Unbilled dues	Less than 1 Year	2-3 Years	More than 3 Years	Unbilled dues	Less than 1 Year	2-3 Years	More than 3 Years
MSME	-	-	-	-	-	-	-	-
Others	-	325.29	13.21	-	-	100.34	23.78	-
Dispute dues-MSME	-	-	-	-	-	-	-	-
Dispute dues	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-
<b>Total</b>	-	<b>325.29</b>	<b>13.21</b>	-	<b>100.34</b>	<b>23.78</b>	-	<b>124.12</b>

**NOTE 52 TRADE RECEIVABLES**

Particulars	As at 31st March, 2024				As at 31st March, 2023				
	Outstanding for following periods from due date of payment		Outstanding for following periods from due date of payment		Outstanding for following periods from due date of payment		Outstanding for following periods from due date of payment		
	Unbilled dues	Less than 6 Months - 1Year	1-2 Years	2-3 Years	More than 3 Years	Unbilled dues	Less than 6 Months - 1Year	1-2 Years	More than 3 Years
Undisputed Trade Receivables- Considered Good	-	3,310.58	98.56	170.04	-	-	3,579.18	79.66	118.56
Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-	-	-	-
Disputed Trade Receivables- Considered Good	-	-	-	-	-	-	-	-	-
Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-
<b>TOTAL</b>	-	<b>3,310.58</b>	<b>98.56</b>	<b>170.04</b>	-	<b>1,450.09</b>	<b>79.66</b>	<b>118.56</b>	<b>1,648.32</b>

# **NOTICE OF 3<sup>RD</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 3<sup>rd</sup> (Third) Annual General Meeting (AGM) of the Members of Madhusudan Masala Limited (“the Company”) will be held on Monday, September 16, 2024 at 11:00 A.M. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses:

## **ORDINARY BUSINESS:**

### **1. ADOPTION OF FINANCIAL STATEMENTS:**

To receive, consider and adopt the;

- (a) The Audited Financial Statement of the Company for the Financial Year ended on March 31, 2024 and the report of the Board of Directors and Auditors thereon; 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** the Audited financial statement of the Company for the financial year ended on 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.”

### **2. TO APPOINT A DIRECTOR IN PLACE OF MRS. FORAM RISHIT KOTECHA (DIN: 10061711), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT:**

**Explanation:** Based on the terms of appointment, executive directors and the non-executive directors are subject to retirement by rotation. Mrs. Foram Rishit Kotecha (DIN: 10061711), being the longest-serving member and who is liable to retire, being eligible, seeks reappointment. The Board recommends her reappointment. Therefore, shareholders are requested to consider and if thought fit, to pass the following resolution as an **ordinary resolution**:

“**RESOLVED THAT**, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the shareholders of the Company be, and is hereby accorded to the reappointment of Mrs. Foram Rishit Kotecha (DIN: 10061711), as a director, who is liable to retire by rotation.”

## **SPECIAL BUSINESS:**

### **3. TO APPROVE THE RE-APPOINTMENT OF MR. CHINTAN ASHOK BHAI MEHTA (DIN: 05355776) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS:**

To consider and, if thought fit, to pass with or without modifications, the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended, Mr. Chintan Ashok Bhai Mehta (DIN: 05355776), who was appointed as an Independent Director and who hold office up to June 30, 2024, who being eligible for reappointment as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a shareholder proposing his candidature for the office of Director and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years w.e.f. July 01, 2024 up to June 30, 2029 (both days inclusive).”

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”



**4. APPROVAL FOR GIVING LOANS OR GUARANTEES OR PROVIDING SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013:**

To consider and, if thought fit, to pass with or without modifications, the following resolution as **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactments thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary and in supersession of all the earlier resolutions passed in this regard, if any, the consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the “Entities”), of an aggregate amount not exceeding Rs. 150.00 Crore (Rupees One Hundred Fifty Crore Only) during the financial year 2024-25 and onwards, in its absolute discretion deem beneficial and in the best interest of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans/Guarantees/Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.

**RESOLVED FURTHER THAT** the powers be delegated to the Board of the Company and the Board is hereby authorized to negotiate, finalise agree the terms and conditions of the aforesaid loan/guarantee/security and to do all such acts, deeds and things as may be necessary and incidental including signing and/or execution of any deeds/documents/undertakings/agreements/papers/ writings for giving effect to this Resolution.”

**5. TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

To consider and, if thought fit, to pass with or without modifications, the following resolution as **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of all earlier resolutions passed by the Members of the Company in this regard, the consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to Make investment and acquire by way of subscription, purchase or otherwise, securities of any other body corporate and/or in trust, and Give loan to any person or body corporate or give any guarantee or provide security in connection with a loan to any other person or body corporate, provided that the aggregate amount of such investments, loan given, guarantee and securities provided so far and loan to be given, guarantee and securities to be provided and investment to be made at any time shall not exceed Rs. 200 Crores (Rupees Two Hundred Crores Only), notwithstanding that such investments, outstanding loans given or to be given and guarantees and/or security provided may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors, of the Company & Company Secretary be and are hereby severally authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit; necessary or appropriate.”

**6. TO GIVE AUTHORITY TO THE BOARD TO BORROW MONEY IN EXCESS OF PAID-UP SHARE CAPITAL AND FREE RESERVES OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013:**

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

**Resolution:**

**“RESOLVED THAT** in supersession of all earlier resolution(s) passed by the Members of the Company in this regard, pursuant to the Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 (“the Act”), if any, read with the rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other law as may be applicable, the consent of the shareholders be and is hereby accorded for authorizing the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) constituted/to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution) to borrow monies as and when required, from any Bank and/or other Financial Institution and/or foreign lender and/or any Body corporate/entity/entities and/or authority/authorities and/or through fixed rate notes, syndicated loans, debentures, commercial papers, floating rate notes, suppliers credit, any other securities or instruments, such as financial agencies and/or by way of commercial borrowings from the private short term loans or any other instruments etc. and/or through credit from financial institution, either in rupees or in such other foreign currencies as may be deemed appropriate for the purpose of business of the Company, notwithstanding the fact that the monies so borrowed and the monies to be borrowed from time to time apart from temporary loans obtained by the Company exceed the aggregate of the paid up capital of the Company and its free reserves i.e. reserves not set apart for any specific purpose, provided that the total outstanding amount of such borrowings, along with money already borrowed, shall not exceed the sum of Rs. 200 Crores (Rupees Two Hundred Crores Only).

**RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company & Company Secretary be and are hereby severally authorized, for and on behalf of the Company to do all such acts, deeds, matters and things as may be considered necessary, proper or desirable to give effect to the resolutions referred above and to settle any question, difficulty or doubt that may arise in this regard.”**

**7. TO SELL, LEASE OR OTHERWISE DISPOSE OF THE WHOLE OR SUBSTANTIALLY THE WHOLE OF THE UNDERTAKING OF THE COMPANY OR WHERE THE COMPANY OWNS MORE THAN ONE UNDERTAKING, OF THE WHOLE OR SUBSTANTIALLY THE WHOLE OF SUCH UNDERTAKINGS:**

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

**“RESOLVED THAT** in supersession of all earlier resolution(s) passed by the Members of the Company in this regard, pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors for creation of Charge/mortgage/pledge/hypothecation/security in addition to existing charge/mortgage/pledge/hypothecation/ security, in such form and manner and with such ranking and at such time and on such terms as the Board of Directors may determine, on all or any of the moveable and/or immovable properties, tangible or intangible assets of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company, as the case may be in favor of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed/to be availed by the Company by way of loan(s) (in foreign currency and/or rupee currency) and securities (comprising fully/partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rate notes/ bonds or other debt instruments), issued/to be issued by the Company including deferred sales tax loans availed/to be availed by various Units of the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act i.e. Rs. 200 Crores (Rupees Two Hundred Crores Only) together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the Agent(s)/Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into/to be entered into between the Company and the Lender(s)/Agent(s)/Trustee(s)/State Government(s)/Agency(ies) representing various state government and/or other agencies etc. in respect of the said loans/borrowings/debentures/securities/deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s)/Agent(s)/Trustee(s)/State Government(s)/Agency(ies), etc.

**RESOLVED FURTHER THAT** the securities to be created by the Company as aforesaid may rank prior/pari-passu/ subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to



between the concerned parties.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company & Company Secretary be and are hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

**Registered office:**

F. P. No. 19, Plot No. 1 - B Hapa Road,  
Jamnagar- 361001, Gujarat, India

For and on behalf of Board of Directors  
**Madhusudan Masala Limited**  
CIN: L15400GJ2021PLC127968

Sd/-

**Place: Jamnagar**  
**Date: August 20, 2024**

**Rishit Kotecha**  
**Chairman Cum Managing Director**  
DIN: 00062148

## **IMPORTANT NOTES**

1. Pursuant to the General Circular No. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to "Clarification on holding of Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC on Monday, September 16, 2024 at 11:00 A.M. IST. The deemed venue of the proceedings of the 3<sup>rd</sup> AGM shall be the Registered Office of the Company at F. P. No. 19, Plot No. 1 - B Hapa Road, Jamnagar, Gujarat, India, 361001.
2. Information regarding appointment/re-appointment of Directors and Explanatory Statement in respect of special business to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed hereto.
3. 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.
4. 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.
5. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto;
6. 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.
7. 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), the MCA Circulars & SEBI Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the businesses 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.
8. Notice calling the AGM has been sent by electronic means to those members who had registered their email addresses with the Company/Depositories. The Notice has also been uploaded on the website of the Company at [www.madhusudanmasala.com](http://www.madhusudanmasala.com) & the website of the Stock Exchange i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and is also made 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)
9. Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participants.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address,



telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,

11. Members seeking clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the date of the meeting. This would enable the Company to compile the information and provide the replies at the Meeting.
12. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
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 during the AGM. 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. September 16, 2024. Members seeking to inspect such documents can send an email to [cfo@madhusudanmasala.com](mailto:cfo@madhusudanmasala.com).
14. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the NSDL. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode is provided in the instructions for e-voting section which forms part of this Notice. The Board has appointed M/s. Mittal V. Kothari & Associates, Practicing Company Secretaries (M. No.: A46731, COP: 17202), as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
15. The e-voting period commences on Friday, September 13, 2024 at 09:00 A.M. (IST) and ends on Sunday, September 15, 2024 at 05:00 P.M. (IST). During this period, members holding shares in dematerialised form, as on cut-off date, i.e. as on Monday, September 09, 2024 may cast their votes electronically. The e-voting module will be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolutions on which vote have already been cast.
16. The facility for voting during the AGM will also be made available. Members present in the AGM through VC/OAVM and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
17. The Scrutinizer will submit their report to the Chairman of the Company ('the Chairman') or to any other person authorised by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting). The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and will also be displayed on the Company's website, [www.madhusudanmasala.com](http://www.madhusudanmasala.com)

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

The remote e-voting period begins on Friday, September 13, 2024 at 09:00 A.M. (IST) and ends on Sunday, September 15, 2024 at 05:00 P.M. (IST). 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. on Monday, September 09, 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 Monday, September 09, 2024.

#### **PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS AND PARTICIPATING AT THE ANNUAL GENERAL MEETING THROUGH VC/OAVM:**

- i. 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 8, 2020, April 13, 2020, May 5, 2020 and SEBI Circular dated May 12, 2020, and

10/2022 dated December 28, 2022 the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL, as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL.

- ii. There being no physical shareholders in the Company, the Register of members and share transfer books of the Company will not be closed. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Monday, September 09, 2024 be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Monday, September 09, 2024, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
- iv. The remote e-voting will commence on Friday, September 13, 2024 at 09:00 A.M. (IST) and ends on Sunday, September 15, 2024 at 05:00 P.M.(IST). During this period, the members of the Company holding shares as on the Cut-off date i.e. Monday, September 09, 2024, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
- v. Once the vote on resolutions is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- vi. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. Monday, September 09, 2024.
- vii. The Company has appointed M/s. Mittal V Kothari & Associates, Practicing Company Secretaries M. No.: A46731, COP: 17202), to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

#### **INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING**

The remote e-voting period begins on Friday, September 13, 2024 at 09:00 A.M. (IST) and ends on Sunday, September 15, 2024 at 05:00 P.M.(IST). 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. Monday, September 09, 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 i.e. Monday, September 09, 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.

- Existing IDeAS user can visit the e-Services website of NSDL Viz. <https://eservices.nsd.com> either on a Personal Computer or on a mobile. On the e-Services 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 & voting during the meeting.
- If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select **Register Online for IDeAS Portal** or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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.
- 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**



Individual Shareholders holding securities in demat mode with CDSL

- Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
- After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links to **e-Voting service provider i.e. NSDL** Click on **NSDL** to cast your vote.
- If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants

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 & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

**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.
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.*

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:
- a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - c) 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?**

- 1) 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.
- 2) 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”.
- 3) Now you are ready for e-Voting as the Voting page opens.
- 4) 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.
- 5) Upon confirmation, the message “Vote cast successfully” will be displayed.
- 6) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders:**

- 1) 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 [complianceteam65@gmail.com](mailto:complianceteam65@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.
- 2) 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to 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 [cfo@madhusudanmasala.com](mailto:cfo@madhusudanmasala.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 [cfo@madhusudanmasala.com](mailto:cfo@madhusudanmasala.com).
3. 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.
4. 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.
5. 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 3<sup>RD</sup> AGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the 3<sup>rd</sup> AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 3<sup>rd</sup> 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 3<sup>rd</sup> 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 3<sup>RD</sup> 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 link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General 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.
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 [cfo@madhusudanmasala.com](mailto:cfo@madhusudanmasala.com). The same will be replied by the company suitably.

### Annexure to Notice of 3<sup>rd</sup> Annual General Meeting

#### **Disclosure under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-II issued by ICSI for Item No. 02 & Item No. 03**

Name of Director	Mrs. Foram Rishit Kotecha (DIN: 10061711)	Mr. Chintan Ashok Bhai Mehta (DIN: 05355776)
<b>Date of Birth</b>	November 30, 1981	April 14, 1991
<b>Date of Initial Appointment</b>	April 04, 2023	July 01, 2023
<b>Date of Appointment at current term</b>	April 15, 2023	July 03, 2023
<b>Educational Qualifications</b>	Bachelor of Science & Diploma in Food and Nutrition	Master of Commerce
<b>Expertise in specific functional areas - Job profile and suitability</b>	She has an overall experience of 11 years in the field of food testing, recipe development of spices products. She is working as promoter Non-Executive Director of our Company since her appointment.	He has an overall experience of 11 years in the field of Financial Advisory and accounting. He is working as Non-Executive Independent Director of our Company since his appointment.
<b>Directorships held in other companies*</b>	NIL	1 (One)
<b>listed entities from which the person has resigned in the past three years</b>	NIL	NIL
<b>Memberships / Chairmanships of committees of other public companies**</b>	NIL	<b>Sonu Infratech Limited</b> Audit Committee- Member Stakeholder's Relationship Committee- Chairperson
<b>No. of Shares held as on March 31, 2024 including shareholding as a Beneficial Owner.</b>	855000 Equity shares	2000 Equity shares
<b>Terms &amp; Conditions</b>	Liable to retire by rotation	Not Liable to retire by rotation
<b>Inter-se Relationship with other Directors</b>	Mrs. Foram Rishit Kotecha is wife of Mr. Rishit Kotecha, Chairman cum Managing Director of our company	No relationship with other Directors
<b>Remuneration last Drawn</b>	NIL	NA
<b>Remuneration sought to be paid</b>	-	NA
<b>No. of meetings of the Board attended during the year.</b>	21 out of 21 board meeting	16 out of 16 board meeting
<b>Information as required pursuant to NSE Circular No. LIST/COMP/14/2018- 19 dated June 20, 2018</b>	Mrs. Foram Rishit Kotecha is not debarred from holding the office of director pursuant to any SEBI order.	Mr. Chintan Ashok Bhai Mehta is not debarred from holding the office of director pursuant to any SEBI order.

\*Excluding foreign companies, Section 8 companies and Struck off Companies and our Company.

\*\*Includes only Audit Committee and Stakeholders' Relationship Committee.



## **EXPLANATORY STATEMENT**

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

### **ITEM NO. 03:**

#### **TO RE-APPOINTMENT OF MR. CHINTAN ASHOKBHAI MEHTA (DIN: 05355776) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS: SPECIAL RESOLUTION:**

Mr. Chintan Ashokbhai Mehta was appointed as an Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 ("Act") and rules made thereunder. He holds office as an Independent Director of the Company up to June 30, 2024.

The Nomination and Remuneration Committee, on the basis of the report of performance evaluation of Independent Directors has recommended the reappointment of Mr. Chintan Ashokbhai Mehta as an Independent Director for a term of five years up to June 30, 2029.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of Nomination and Remuneration Committee considers that given the background and experience and contributions made by Mr. Chintan Ashok Bhai Mehta during his tenure, the continued association of Mr. Chintan Ashokbhai Mehta would be beneficial to the Company and it is desirable to continue availing his services as an Independent Director.

Accordingly, it is proposed to re-appoint Mr. Chintan Ashok Bhai Mehta as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five years on the Board of the Company.

Section 149 of the Act prescribes that an independent director of a Company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides further that an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the Company and disclosure of such appointment in its Board's report. Section 149(11) of the Act provides that an Independent Director may hold office for up to two consecutive terms.

Mr. Chintan Ashok Bhai Mehta is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

Mr. Chintan Ashok Bhai aged 32 years is the Independent Director of our company. He has completed Master of Commerce from Saurashtra University in the year 2013. He has an overall experience of 11 years in the field of Finance & accounting.

The Company has received notice in writing from a shareholder under Section 160 of the Act proposing the candidature of Mr. Chintan Ashok Bhai for the office of Independent Director of the Company. The Company has also received a declaration from Mr. Chintan Ashok Bhai that he meets the criteria of Independence as prescribed under Section 149(6) of the Act.

In the opinion of the Board, Mr. Chintan Ashokbhai Mehta fulfils the conditions for appointment as Independent Director as specified in the Act. Copy of the draft letter for re-appointment of Mr. Chintan Ashok Bhai as an Independent Director (Non- Executive) setting out terms and conditions would be available for inspection in electronic mode.

Brief resume and other details of Mr. Chintan Ashokbhai Mehta are provided in annexure to the Notice pursuant to the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mr. Chintan Ashokbhai Mehta is deemed to be interested in the said resolution as it relates to his re-appointment.

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

The Board recommends the passing of Special Resolution as set out at Item No. 03 of the Notice by the members.

**ITEM NO. 04:**

**APPROVAL FOR GIVING LOANS OR GUARANTEES OR PROVIDING SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013: SPECIAL RESOLUTION:**

Pursuant to Section 185 of the Companies Act, 2013 ("the Act"), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the general meeting.

It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested as specified in the explanation to Section 185(2)(b) of the Act (collectively referred to as the "Entities"), from time to time, for the purpose of capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for its principal business activities and other matters connected and incidental thereto, within the limits as mentioned in the Item No. 04 of the notice.

The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing Company for its principal business activities only.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The Board recommends the passing of Special Resolution as set out at Item No. 04 of the Notice by the members.

**ITEM NO. 05:**

**APPROVAL TO INCREASE THE THRESHOLD OF LOANS/GUARANTEES, PROVIDING SECURITIES AND MAKING INVESTMENTS IN SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013: SPECIAL RESOLUTION:**

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the funds by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by means of special resolution.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 200.00 Crores (Rupees Two Hundred Crores only), as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out in Item No. 5 of the Notice for approval by the members of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The Directors therefore, recommends passing of the resolution set out at item no. 05 of the notice as Special resolution.

**ITEM NO. 06:**

**TO GIVE AUTHORITY TO THE BOARD TO BORROW MONEY IN EXCESS OF PAID-UP SHARE CAPITAL AND FREE RESERVES OF THE COMPANY UNDER SECTION 180(1) (C) OF THE COMPANIES ACT, 2013: SPECIAL RESOLUTION:**

As per the provisions of Section 180 (1) (c) of the Companies Act, 2013, the Board of Directors of the Company cannot,



except with the permission of the Shareholders by passing a Special Resolution, borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

Taking into consideration the growth in the business operations, foreseeable future plans and the existing credit facilities availed by the Company, it would be in the interest of the Company to enhance the borrowing limit. Keeping in view the existing and future financial requirements to support the business operations of the Company, it is proposed to increase the maximum borrowing limit up to Rs. 200.00 Crores (Rupees Two Hundred Crores only). For the said proposal the shareholders' approval via means of Special Resolution u/s 180(1)(c) is required.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested in the said Resolution except to the extent of their shareholding, if any.

The Directors therefore, recommends passing of the resolution set out at item no. 06 of the notice as Special resolution.

**ITEM NO. 07:**

**TO SELL, LEASE OR OTHERWISE DISPOSE OF THE WHOLE OR SUBSTANTIALLY THE WHOLE OF THE UNDERTAKING OF THE COMPANY OR WHERE THE COMPANY OWNS MORE THAN ONE UNDERTAKING, OF THE WHOLE OR SUBSTANTIALLY THE WHOLE OF SUCH UNDERTAKINGS: SPECIAL RESOLUTION:**

As per the provisions of Section 180(1) (a) of the Companies Act, 2013, a company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, unless approval of the Shareholders is obtained by way of Special Resolution.

In connection with the loan/credit facilities availed or to be availed by the Company, as and when required, through various sources for business purposes, the Company might be required to create charges over its assets, properties and licenses by way of hypothecation, mortgage, lien, pledge etc. in favor of its lenders (up to the limits approved under Section 180(1)(c) of the Companies Act, 2013 i.e. Rs. 200.00 Crores (Rupees Two Hundred Crores only), for the purposes of securing the loan/credit facilities extended by them to the Company. Further, upon occurrence of default under the relevant Loan/facility agreements and other documents as may be executed by the Company with the lenders, the lenders would have certain rights in respect of the Company's assets, properties and licenses including the rights of sale/disposal thereof, creation of charge/s as aforesaid and enforcement of assets by the Company's lenders upon occurrence of default would amount to a sale/disposal of the whole or substantially the whole of the undertaking of the Company, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.

As per Section 180(1) (a) and other applicable provisions of the Companies Act, 2013, approval of the members is sought by way of Special resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution, except to the extent of their shareholding in the Company.

The Directors therefore, recommends passing of the resolution set out at item no. 07 of the notice as Special resolution.

**Registered office:**

F. P. No. 19, Plot No. 1 - B Hapa Road,  
Jamnagar- 361001, Gujarat, India

For and on behalf of Board of Directors  
**Madhusudan Masala Limited**  
CIN: L15400GJ2021PLC127968

Sd/-

**Place: Jamnagar**

**Date: August 20, 2024**

**Rishit Kotecha**  
**Chairman Cum Managing Director**  
DIN: 00062148

A symbol of purity and quality...<sup>®</sup>



**MADHUSUDAN**  
MASALA LIMITED

**Registered Office :**  
Survey No. 1509/2, F.P. No. 19  
Marketing Yard Road, Hapa,  
Jamnagar, Gujarat - 361120

**Email :**  
[contact@madhusudanmasala.com](mailto:contact@madhusudanmasala.com)