



NOTICE

NOTICE is hereby given that the 53rd Annual General Meeting (AGM) of the members of MODICARE LIMITED will be held on Wednesday, 17th December, 2025 at 3:00 P.M. (IST) at, 41, Community Centre, New Friends Colony, New Delhi -110025 to transact the following business:-

ORDINARY BUSINESS:

1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025 ALONG WITH THE REPORT OF THE DIRECTOR'S AND AUDITOR'S THEREON.
2. TO APPOINT A DIRECTOR IN PLACE OF VEDIKA MODI (DIN: 10434949) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT.

SPECIAL BUSINESS:

3. TO APPROVE THE APPOINTMENT OF MR. MUKESH KUMAR LAKHOTIA (DIN: 08268258) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT on the recommendation of Nomination and Remuneration Committee Mr. Mukesh Kumar Lakhotia (DIN: 08268258), who was appointed as an Additional Director by the Board of Directors of the Company in terms of Section 161(1) of the Companies Act, 2013 (the Act) (including any statutory modification(s) or re-enactment thereof for the time being in force) and who meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, holds office up to the date of this Annual General Meeting of the Company, approval of members of the Company be and is hereby accorded to appoint him as Non-Executive Independent Director of the Company in accordance with the provisions of section 149 read with Section 161 and Section 160 read with any other applicable provisions, if any of the Companies Act 2013, and the Companies

Modicare Limited Regd. Off.: 5, Community Centre, New Friends Colony, New Delhi 110025, INDIA Tel: 91-11-6662 3000, 2632 441 www.modicare.com
CIN - U72200DL1973PLC110617

Regional Office: North
Modicare Lifestyle Centre
2nd Floor, J-1/162C,
Rajouri Garden
New Delhi - 110027, India

Tel: 91 11 4701 5124
micdelhi@modicare.com

Regional Office: South
No. 2157/49 & 50, 38th Cross
Jayanagar, 9th Block
Adjacent to Oakyard Apartments
Bengaluru - 560069, India

Tel: 91 80 4080 8500
bangalore@modicare.com

Regional Office: East
Modicare Lifestyle Centre
Apeejay House, 15 Park Street,
Block A, 3rd Floor,
Kolkata - 700016, India

Tel: 91 33 4002 6200
mickolkata@modicare.com

Regional Office: West
Modicare Lifestyle Centre
501, 5th Floor, Hyde Park Building
Saki Vihar Road, Chandivali
Mumbai - 400072, India

Tel: 91 22 6903 3300
micMumbai@modicare.com

(Appointment and Qualification of Directors) Rules, 2014, and his term of office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director of the company or Ms. Shikha Sharma, Company Secretary of the Company be and is hereby authorised to sign, seal and execute necessary papers, deeds and other documents to be filed with the Office of the Registrar of Companies/ Ministry of Company Affairs or any other authority to give effect to this resolution to do all such acts, deeds, things, matters connected with the aforesaid matter or any other matter incidental thereto.”

4. TO APPROVE REVISION IN REMUNERATION OF MS. JAYATI MODI, THE WHOLE TIME DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the approval of Nomination and Remuneration Committee and approval of Board of Directors in accordance with Section 196, Section 197 and any other applicable provisions, if any of the companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notifications, statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time) approval of members of the Company be and is hereby accorded for increasing the remuneration of Ms. Jayati Modi to INR 9,00,000/- (Rupees Nine Lakhs Only) per month w.e.f. 04th December, 2024.

RESOLVED FURTHER THAT approval of the members be and hereby accorded to authorize the board to vary the remuneration from time to time as may be required to the extent, the board may consider appropriate and in accordance with the applicable provisions of the Companies Act, 2013, any rules, regulations and schedules made there under for the time being in force.

RESOLVED FURTHER THAT any Director or Ms. Shikha Sharma, Company Secretary of the Company be and is hereby authorised to sign, seal and execute necessary papers, deeds and other documents to be filed with the Office of the Registrar of Companies/ Ministry of Company Affairs



or any other authority to give effect to this resolution to do all such acts, deeds, things, matters connected with the aforesaid matter or any other matter incidental thereto.”

**By Order of the Board of Directors
For MODICARE LIMITED**



**Place: New Delhi
Date: 28th October, 2025**

**Sd/-
SHIKHA SHARMA
(Company Secretary)
(Membership No. 20422)
Add: 5, Community Center,
New Friends Colony,
New Delhi – 110025**

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME FIXED FOR HOLDING THE MEETING.

A BLANK PROXY FORM IS ENCLOSED.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of notice in writing is given to the company.
3. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
4. The Register of Contracts or Arrangements in which directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
5. The Landmark for reaching venue of Annual General Meeting is **Surya Hotel**.
6. Route Map for easy location of Venue of Annual General Meeting is enclosed.
7. No gifts, gift coupons, or cash in lieu of gifts is distributed in the Meeting.
8. The relevant explanatory statement pursuant to section 102 of the Companies Act, 2013 in respect of the Special Business as set out above is annexed hereto and form part of this notice.
9. Members are requested to:-
 - Bring their copies of annual report and attendance slip duly completed and signed at the meeting;
 - Deliver duly completed and signed attendance slip at the entrance of the meeting venue, as entry to the hall will be strictly on the basis of the entry slip available at the counter of the venue to be exchanged with the attendance slip.



10. The Notice for the Annual General Meeting and the Annual Report will be available for inspection at the Registered Office of the Company on all working days in business hours up to the date of Annual General Meeting. The Notice for the Annual General Meeting shall also be available on the Company's website at <https://www.modicare.com/> for inspection and downloading by the shareholders of the company.
11. All documents referred to in the accompanying notice and explanatory statement are open for inspection at the Registered Office of the Company during office hours on all working days (except Saturdays, Sundays and Public Holidays) between 11:00 A.M. to 1:00 P.M up to the date of this Annual General Meeting.
12. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
13. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote in their behalf at the meeting.



ANNEXURE TO THE NOTICE
(Explanatory Statement pursuant to Section 102 of the Companies Act, 2013)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO.3

This is to inform to the respected shareholders that the Nomination and Remuneration Committee of the Company has proposed the candidature of Mr. Mukesh Kumar Lakhota for the office of Director of the Company.

On the basis of the above-mentioned candidature, the Board appointed Mr. Mukesh Kumar Lakhota (DIN: 08268258) as an Additional Director on 12th July, 2025.

This is to be further informed that the Company has received from Mr. Mukesh Kumar Lakhota Consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

Mr. Mukesh Kumar Lakhota has also provided disclosures in Form DIR-8 and MBP-1 as required under Companies Act, 2013 and the rules made thereunder.

Mr. Mukesh Kumar Lakhota is expected to play an important role in the expansion and development of the Company's business and in pursuit of new business opportunities.

The Board considered that his association would be of immense benefit to the Company, and it is desirable to avail services of Mr. Mukesh Kumar Lakhota (08268258) as a director. Accordingly, the Board seeks approval of the members for the appointment of Mr. Mukesh Kumar Lakhota (0826858) as a Director of the Company pursuant to the provisions of the Act and Rules made thereunder.

The personal details & experience of the director are stated below for information:

Name & Age of Director	Mr. Mukesh Kumar Lakhota, 57 years
Director Identification Number	08268258
Qualification	• Chartered Accountant



Experience	15 years
Terms and Conditions of appointment along with details of remuneration sought to be paid	As decided by the Board of Directors of the Company
Last remuneration drawn	NA
Date of first appointment on the Board	12 th July, 2025
Shareholding in the Company	01 (share)
Relationship with other Directors, Manager and KMP	NA
No. of Board Meetings attended during the year	03
Directorship held in other Companies	NA
Membership/ Chairmanship of the Committees held in other Companies	NA

No other Director, Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the proposed Ordinary Resolution No. 03.

The Board recommends the Ordinary Resolution set out in Item no. 03 of the notice for the approval of the members of the Company.

ITEM NO 04:

Ms. Jayati Modi was appointed as a Whole Time Director of the Company by the Members of the company in the 52nd Annual General Meeting of the Company held on 30th September, 2024.

The current remuneration payable to Ms. Jayati Modi for holding the office as a Whole Time Director of the Company is pursuant to the provisions of Section 197 of the Companies Act, 2013 read with Part II of Schedule V.

However, based on her expertise and experience, the Board has decided to revise the remuneration payable to her, subject to the approval of the members of the company.

Remuneration Payable- Ms. Jayati Modi shall be paid a revised remuneration of INR 9,00,000/- per month w.e.f 04th December, 2024.

She shall be entitled to a reimbursement of actual expenses as may be incurred by her in connection with the business of the Company. All the other terms and conditions of her original appointment



letter remain the same.

Except Mr. Samir Krishan Modi and Ms. Vedika Modi, no other Director, Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the proposed Special Resolution No. 04.

The Board recommends the Special resolution set out in Item no. 04 of the notice for the approval of the members of the Company.



FORM No. MGT-11
PROXY FORM

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]*

CIN: U72200DL1973PLC110617

Name of the Company: MODICARE Limited

Registered Address: 5, Community Centre, New Friends Colony,
New Delhi – 110025.

Name of the Members:

Registered Address:

E-mail id:

Folio No. / Client Id:

DP ID:

I/We, being the member holding shares of Modicare Limited, hereby appoint

1. Name:
Address:
E-mail id:

Signature: or failing him



2. Name:
Address:
E-mail id:

Signature:, or failing him

3. Name:
Address:
E-mail id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **53rd Annual General Meeting** of the Company to be held on Wednesday, 17th December, 2025 at 3:00 P.M. (IST) at the registered office of the Company at 41, Community Centre, New Friends Colony, New Delhi-110025 at any adjournment thereof in respect of such resolutions as are indicated below;

Resolution No.		Resolution		Optional*	
Ordinary Business:				For	Against
1.	Adoption of the Audited Financial Statement for the year ended on 31 st March, 2025 together with the reports of the Directors and Auditors thereon.				
2.	To consider the re-appointment of Vedika Modi (DIN: 10434949) as a Director of the company, who retires by rotation and being eligible offer herself for re-appointment.				
Special Business:					
3.	To Approve the Appointment of Mr. Mukesh Kumar Lokhatia (DIN: 08268258) as a Non- Executive Independent Director of the Company				
4.	To Approve revision in remuneration of Ms. Jayati Modi, the Whole-Time Director of the Company				

Signed this..... day of2025.



Signature of shareholder.....

Affix Revenue Stamp

Signature of Proxy holder(s).....

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Notwithstanding the above, the Proxies can vote on such other items which may be tabled at the meeting by the members present.
3. For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of Annual General Meeting.
4. The Company reserves its right to ask for identification of the proxy.
5. The proxy form should be signed across the Revenue Stamp as per specimen signature(s) registered with the Company /depository participant.
6. It is optional to indicate your preference. If you leave the for, Against or abstain column blank any or all resolution, your proxy will be entitled to vote in the manner as he/she may deem appropriate.



ATTENDANCE SLIP

CIN: U72200DL1973PLC110617

Name of the Company: MODICARE Limited

Registered Address: 5, Community Centre, New Friends Colony, New Delhi – 110025.

Regd. Folio No. / DP ID - Client ID

Name & Address of First/Sole Shareholder

No. of Shares held

I hereby record my presence at the 53rd Annual General Meeting of the Company to be held on Wednesday, 17th December, 2025 at 03:00P.M. (IST) at Townhall, 41 Community Centre, New Friends Colony, New Delhi - 110025.

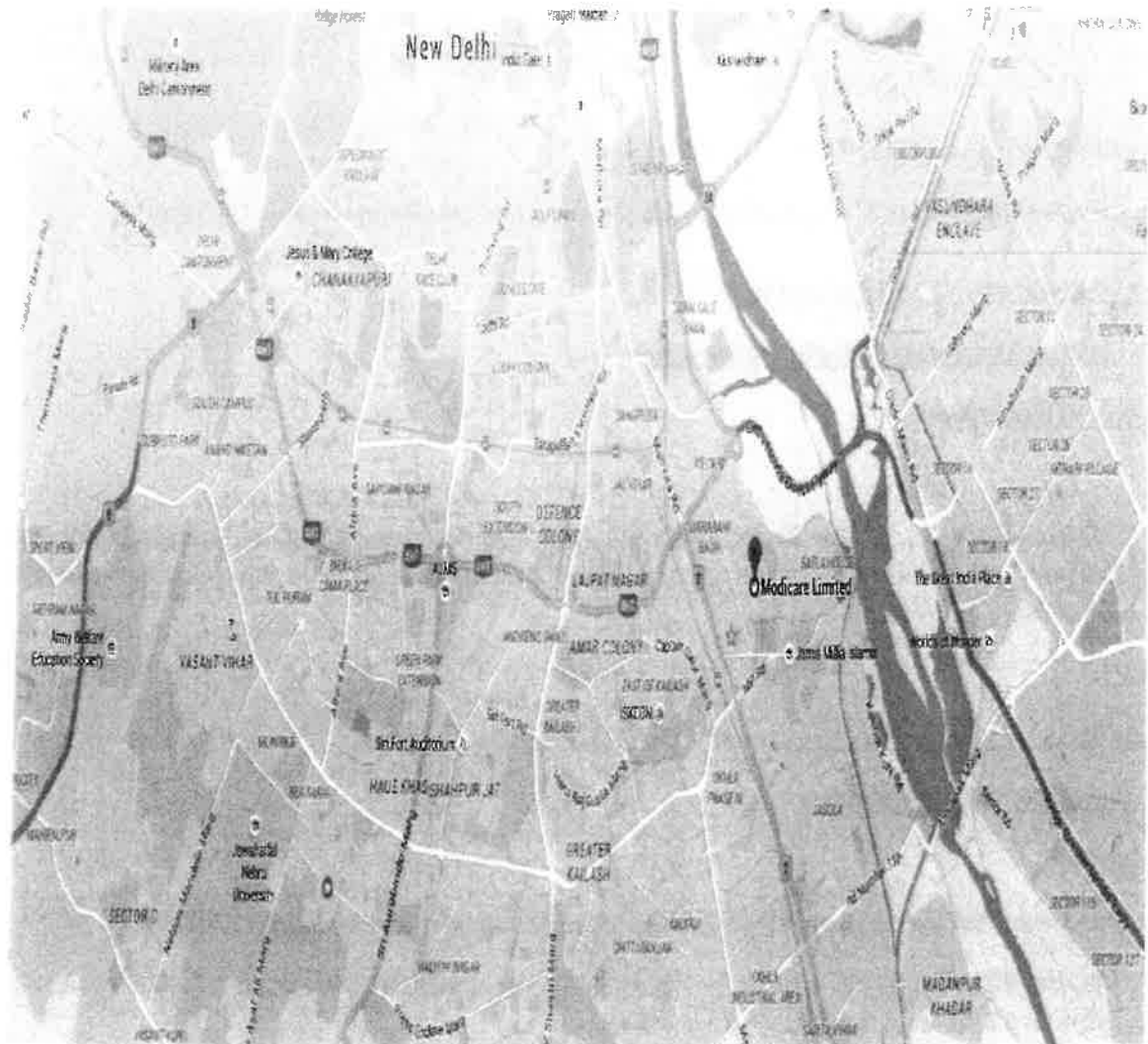
Signature of Member/Proxy

Notes:

- a) Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting
- b) Member / Proxy wish to attend the meeting must bring this attendance slip to the meeting and handover at the entrance duly filled in and signed



ROUTE MAP







DIRECTORS' REPORT FOR THE FINANCIAL YEAR ENDED 31st MARCH,
2025

Dear Members,

Your Directors are pleased to present the 53rd Annual Report on the business and operations of the Company together with the Audited Financial Statement for the year ended 31st March, 2025.

FINANCIAL SUMMARY

SUMMARISED FINANCIAL HIGHLIGHTS		
	(Rs. in lacs)	
	Current Year	Previous Year
Particulars	Year Ended 31st March 2025	Year Ended 31st March 2024
Income from Operations	88,825.72	91,882.70
Other Income	880.20	1,232.44
Total Income	89,705.92	93,115.14
Total Expenditure	95,060.17	93,508.29
Profit/ (Loss) before tax	(5,354.25)	(393.15)
Less: Tax Expense:		
1) Current Tax :	-	41.87
2) Income Tax Earlier Year:	(10.99)	1.29
3) Deferred Tax Charge/(credit):	(1,323.82)	(83.79)
Net Profit/(Loss) after Tax	(4,019.44)	(352.52)

STATE OF COMPANY AFFAIRS

During the year under the review, sales from the business operation of the Company are INR 88,825.72 Lakhs.

Your Company is committed to driving enhanced shareholder value by pursuing various plans to address new growth opportunities, improving distribution footprint across various states along with higher efficiencies through cost optimization.

Your Directors expect the initiatives undertaken will result in improvement in overall performance in coming years.

MATERIAL CHANGES AND COMMITMENTS AFTER THE DATE OF CLOSE OF FINANCIAL YEAR 2024-25

There are no material changes and commitment affecting the financial position of company after the close of financial year 2024-25 till the date of report.

DETAILS OF SUBSIDIARY COMPANIES, JOINT VENTURES AND ASSOCIATE COMPANIES AND HIGHLIGHTS OF THEIR PERFORMANCE AND THEIR CONTRIBUTION TO THE OVERALL PERFORMANCE OF THE COMPANY

There is no subsidiary and joint venture of the Company and further there are no Companies which have become or ceased to be the subsidiary and joint venture of the company during the year.

Further, there is no associate company as per Section 2(6) of the Companies Act, 2013, and there are no companies, which have become or ceased to be the associate company during the year.

DIVIDEND AND RESERVES

During the year under review, your Company does not recommend any dividend.

Further your company has not made any transfer to the reserves during the year under the review.

PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS BY COMPANY

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

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Your Company has robust internal control and risk mitigation system, which are constantly assessed and strengthened with new/revised standard operating procedures. The internal control systems are supplemented by well documented policies, guidelines and procedures.

The internal audit is entrusted to M/s NSBP& Co. a firm of Chartered Accountants. The main thrust of internal audit is to test and review controls, appraisal of risks and business practices.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of internal control systems and suggests improvements to strengthen the same.

During the year no reportable weakness in the operations and accounting were observed and your company has adequate internal financial control with reference to its financial statements.

RELATED PARTY TRANSACTIONS

Your company has not entered into any contracts or arrangements with related parties which are not on an arm's length basis.

Further, your Company has not entered into any **material contracts or arrangements** with related parties on an arm's length basis. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Companies Act, 2013 read with rules made there under, in Form AOC-2 is not applicable.

The details of related party disclosures form part of the notes to the financial statements.

RISK MANAGEMENT

The risk management framework defines the risk management approach of the Company and includes periodic review of such risks and also documentation, mitigating controls and reporting mechanism of all risks.

In this regard the board has formulated a Risk Management policy, which defines the risk assessment and minimization procedures. There are no risks, which, in the opinion of the Board, threaten the very existence of your Company.

AUDITORS AND AUDITOR'S REPORT

STATUTORY AUDITORS

M/s. Lodha & Co., Chartered Accountants (Firm registration no. 301051E), are appointed as the Statutory Auditor of your Company w.e.f the 52nd Annual General Meeting held on 30th September, 2024 for a term of five years to hold the office till the conclusion of 57th Annual General Meeting.

The auditor report and notes on accounts referred to in the Auditors Report are self-explanatory and there are no adverse remarks or qualification in the Report.

SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made thereunder, the Board has appointed Mr. Akash Gupta, Company Secretary in Practice (Certificate of Practice Number: 11038), to conduct Secretarial Audit of the company for the Financial Year 2024-25. The Secretarial Audit Report for the financial year ended 31st March, 2025 is attached herewith as '**Annexure-1**'.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

FRAUDS REPORTED BY AUDITORS, WHICH ARE COMMITTED AGAINST THE COMPANY BY OFFICERS OR EMPLOYEES OF THE COMPANY OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

During the year, no frauds were reported by the auditors which are committed against the company by its officers or employees.

DIRECTORS

• Retirement by Rotation

Pursuant to Section 152(6) of the Companies Act, 2013, Ms. Vedika Modi (DIN: 10434949), Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, has offered herself for re-appointment.

• Appointment and Re-appointment of Directors

During the year under review:

1. The designation of Mr. Anil Kumar Upreti (DIN: 07898999) was changed as a

Non-Executive Independent Director on the Board of the Company in the Board Meeting held on 19th June, 2024.

2. During the year under the review designation of Ms. Jayati Modi has been changed from Non-Executive Director to Whole Time Director of the Company w.e.f. 09th November, 2023 and regularize in 52nd Annual General Meeting.

Independent Directors have given declarations to the company confirming that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and the rules made thereunder.

According to the Board of Directors, Independent Directors has integrity and relevant expertise and experience.

• Cessation

1. Ms. Charu Modi (DIN: 00029625), Director of the Company resigned from the Company's Board w.e.f 20th September, 2024.
2. The tenure of Mr. Balbir Singh (DIN: 00027438) as an Independent Director of the Company expired w.e.f 09th May, 2024. Therefore, he ceased to hold the office as an Independent Director w.e.f the closure of business hours on 09th May, 2024.

KEY MANAGERIAL PERSONNEL (KMP)

During the year under review, there were no changes in the Key Managerial Personnel of the Company.

Mr. Samir Krishan Modi (DIN: 00029554), Managing Director, Ms. Jayati Modi (DIN: 10270292), Whole-Time Director and Ms. Shikha Sharma, Company Secretary of the Company are the Key Managerial Personnel of the company as per provisions of Companies Act, 2013 and rules made thereunder.

ANNUAL RETURN

As required under Section 134(3) (a) and section 92(3) of the Act, the Annual Return has been uploaded on the Company's website and can be accessed at <https://www.modicare.com/>

NUMBER OF MEETINGS OF THE BOARD

The Board duly met at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company.

In the financial year 2024-25, the Board met 04 (Four) times. The meetings were held on 19th June, 2024, 05th September, 2024, 04th December, 2024 and 20th March, 2025.

Name of the Director	Board Meeting attended during the Financial Year 2024-25
Samir Krishan Modi	04
Charu Modi	01*
Rajesh Nair	04
Anil Kumar Upreti	04
Jayati Modi	04
Vedika Modi	02

* Charu Modi, Director cease to hold the office as the Director with effect from 20th September, 2024

AUDIT COMMITTEE

The Audit Committee of the board comprises of three members and majority of them are independent directors. All the members of committee are well versed in finance matters, accounts and general business practice.

The composition of the committee is as follows: -

Name	Category	Status
Mr. Samir Krishan Modi (DIN : 00029554)	Chairman/ Executive Director	Chairman
Mr. Rajesh Nair (DIN:05183411)	Independent Non-Executive Director	Member
Mr. Anil Kumar Upreti (DIN: 07898999)	Independent Non-Executive Director	Member

All the recommendations made by the Audit Committee were accepted by the board.

In the Financial Year 2024-25, the Audit Committee met 04 (Four) times. The meetings were held on 19th June, 2024, 05th September, 2024, 04th December, 2024 and 20th March, 2025.

Name of the Director	Committee Meeting attended during the Financial Year 2024-25
Samir Krishan Modi	04
Rajesh Nair	04
Balbir Singh	00*
Anil Kumar Upreti	03**

*Cessation of Mr. Balbir Singh, Independent Director of the Company w.e.f. 09th May, 2024 from being the member of the Committee

**Mr. Anil Kumar Upreti, Independent Director appointed as the new member of the Committee w.e.f. 05th September, 2024

Nomination & Remuneration Committee

The Nomination and Remuneration Committee of the board comprises of three Non-Executive directors and One Executive Directors and half of the members of committee are Independent Directors.

The composition of the committee is as follows :-

Name	Category	Status
Mr. Samir Krishan Modi (DIN: 00029554)	Executive Director	Chairman
Mr. Anil Kumar Upreti (DIN: 07898999)	Independent Non-Executive Director	Member
Mr. Rajesh Nair (DIN:05183411)	Independent Non-Executive Director	Member
Ms. Jayati Modi (DIN: 10270292)	Executive Director	Member

All the recommendations made by the Nomination and Remuneration committee were accepted by the board.

In the Financial Year 2024-25, the Nomination and Remuneration committee met 03 (Three) times only. The meetings were held on 19th June, 2024, 05th September, 2024 and 04th December, 2024.

Name of the Director	Committee Meeting attended during the financial year 2024-25
Rajesh Nair	03
Anil Kumar Upreti	03
Samir Kumaar Modi	03
Balbir Singh	00*
Jayati Modi	01**

*Cessation of Mr. Balbir Singh, Independent Director of the Company w.e.f. 09th May, 2024 as the member of the Committee

**Ms. Jayati Modi appointed as the new member of the Committee w.e.f. 05th September, 2024

Corporate Social Responsibility Committee

Pursuant to Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, every company having net worth of Rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during the immediately preceding financial year is required to constitute a Corporate Social Responsibility Committee of the Board.

The Corporate Social Responsibility Committee comprises of three Directors and has one independent director as required under Section 135 of the Companies Act, 2013.

Name	Category	Status
Mr. Samir Krishan Modi (DIN: 00029554)	Executive Director	Chairman
Mr. Anil Kumar Upreti (DIN: 07898999)	Independent Non -Executive Director	Member
Ms. Jayati Modi (DIN: 10270292)	Executive Director	Member

In the Financial Year 2024-25, the Corporate Social Responsibility Committee met 02 (Two) times. The meetings were held on 05th September, 2024 & 20th March, 2025.

Name of the Director	Committee Meeting attended during the Financial Year 2024-2025
Samir Krishan Modi	02
Anil Kumar Upreti	02
Jayati Modi	Nil*

* Ms. Jayati Modi appointed as the new member of the Committee w.e.f. 05th September, 2024

The Corporate Social Responsibility Committee has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which has been approved by the Board.

The CSR Policy of the Company can be accessed on the Company's website at the link: <https://www.modicare.com/>

The key philosophy of all CSR initiatives of the Company is guided by three core commitments of Scale, Impact and Sustainability.

The Company has identified focus areas for CSR engagement, details of few such areas are given below:

1. Promoting primary and secondary education.
2. Enabling higher education through merit cum means scholarships, including for differently abled across the country.
3. Skill Development and vocational training.
4. Promoting higher education including setting up and supporting universities
5. Primary, secondary and tertiary care facilities.
6. Maintaining quality of soil, air and water
7. Promoting renewable energy

The Company would also undertake other need-based initiatives in compliance with Schedule VII to the Act. The Annual Disclosures as required under Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 shall be made as '**Annexure- 2**'

COMPLIANCE OF SECRETARIAL STANDARDS

The Company has complied with all the applicable Secretarial Standards issued by the Institute of Company Secretaries of India on Meetings of Board of Directors and General Meetings.

POLICIES & DISCLOSURES

SALIENT FEATURES OF THE POLICY FOR DIRECTORS' APPOINTMENT AND REMUNERATION

The Nomination and Remuneration Committee has recommended to the Board:

- a) A Policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The salient features of this policy are attached as '**Annexure- 3**' in this report.
- b) A Policy for selection criteria of Directors including Criteria for determining qualifications, positive attributes and director independence of the Company. The salient features of this Policy is also attached as '**Annexure-4**' in this Report.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

As your Company is an Unlisted Public Company, therefore Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is not applicable to the company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND RESEARCH & DEVELOPMENT AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars relating to Energy Conservation, Technology Absorption, Foreign Exchange Earnings and Outgo, as required to be disclosed under Section 134 (3) (m) of the Companies Act, 2013 read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 are given hereunder:

Conservation of Energy

- i) Steps taken or impact on conservation of energy: Energy conservation efforts are ongoing activities. During the year under review further efforts were made to ensure optimum utilization of electricity.
- ii) Steps taken by the company for utilizing alternate sources of energy: Nil. The company does not carry any manufacturing activities
- iii) The Capital investment on energy conservation equipment: Nil

Technology Absorption, Adaption & Innovation and Research & Development

No research & development or technical absorption or adaption & innovation taken place in the company during the Financial Year 2024-25, as your company does not carry any manufacturing activities so, the details as specified under technology absorption in Clause B from point (i) to point (iv) in rule 8(3) of The companies (Accounts) Rules 2014 are not required to be disclosed.

Foreign Exchange Earnings and Outgo

Details of Foreign Exchange Earnings and outgo are given hereunder:

(Rs. in lacs)		
Particulars	2024-25	2023-24
Foreign Exchange Earned	Nil	Nil
Foreign Exchange Outgo	697.41	931.41

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of our knowledge and belief and according to the information and explanations obtained by them, your Directors confirmed the following statement in terms of Section 134(3) (c) of the Companies Act, 2013:

1. That in preparation of Annual Accounts for the year ended 31st March, 2025; the applicable accounting standards have been followed and there are no material departures from the same;
2. 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 & fair view of the state of affairs of the Company as at 31st March, 2025 and of the profit and loss of the Company for the year ended on that date;
3. That the Directors have taken proper & 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;
4. The Directors have prepared the annual accounts on a going concern basis;
5. That 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.

GENERAL

Your Directors 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: -

- a) Details relating to deposits covered under Chapter V of the Act and hence no details pursuant to Rules 8(5) (v) and 8(5) (vi) of the Companies (Accounts) Rules, 2014 are reported.
- b) Issue of the equity shares with differential rights as to dividend, voting or otherwise.
- c) Issue of shares (including sweat equity shares) to directors or employees of the Company
- d) Issue of Employee Stock Option Scheme to employees of the company
- e) No significant or material orders were passed by the regulators or courts or

tribunals, which impact the going concern status and Company's operations in future.

- f) The Company has not made any provision of money for purchase of its own shares by employees or by trustees for the benefit of employees as per Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014.
- g) As your company is not a listed company and it doesn't have prescribed paid up capital as specified in applicable provision of the Act read with rule made therein for public company, therefore it is not mandatory to specify the statement indicating the manner in which formal annual evaluation has been made by board of its own performance and that of its committee and individual director.
- h) Cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is not applicable on the company.

Your Directors further state that:

- a) The Company has an effective system to redress complaints received regarding sexual harassment in line with the requirements of the Sexual Harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary, apprentices and trainees) are covered under this policy. The Company has not received any complaint of sexual harassment during the financial year 2024-25.

Further the Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013.

- b) And there is no change in the nature of business of company during the year.
- c) No application was made, and no proceedings are pending under the Insolvency and Bankruptcy Code, 2016 during the year.
- d) The details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof : **Not Applicable**

INDUSTRIAL AND HUMAN RELATIONS

Since the Company is not into any kind of manufacturing activity, there is no matter to discuss about industrial relations and the Company is maintaining cordial relations with its staff members.

ACKNOWLEDGEMENT

Your Directors take this opportunity to place on record their appreciation for the shareholders, bankers and other business associates for their forbearance, understanding and support to the Company. They also wish to place on record their great appreciation of the commitment, sense of involvement and dedication exhibited by each staff member in the overall development, growth and prosperity of the company.

BY ORDER OF THE BOARD OF DIRECTORS

For Modicare Limited

Date: 28th October, 2025
Place: New Delhi

Sd/-
SAMIR KRISHAN MODI
(Managing Director)
DIN No. 00029554
Add.:- 31A Flat No-5,
3rd Floor, New Friends
Colony, South Delhi-110025

Sd/-
ANIL KUMAR UPRETI
(Director)
DIN No.07898999
Add.: B-48, 4th Greenwood
City, Adjacent to Suncity
School, Ballawas, Gurgaon
Haryana-122003

Secretarial Audit Report
For The Financial Year Ended 31st March, 2025

*(Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014)*

To,
The Members,
Modicare Limited
5, Community Centre, New Friends Colony,
New Delhi – 110025

I have conducted the Secretarial Audit of Financial Year ended March 31, 2025 for the compliance of applicable statutory provisions and the adherence to good corporate practices by **Modicare Limited** (CIN: U72200DL1973PLC110617) (hereinafter called the "**Company**"). Secretarial Audit is 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 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 my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2025 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, 2025, according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder; -
As the Company is an unlisted Public Company, thus the provisions of the Securities Contracts (Regulation) Act, 1956 are not applicable to the Company for the financial year ending on 31st March, 2025.
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings:
 - a) Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 and Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as the case may be. - No foreign direct investment has been received by the Company during the financial year beginning from April 01, 2024 and ending as on March 31, 2025;
 - b) Foreign Exchange Management (Transfer or Issue of Any Foreign Security) Regulations, 2004: The Company has not invested any funds outside India in Joint Venture or subsidiary during the financial year beginning from April 01, 2024 and ending as on March 31, 2025.

- c) Foreign Exchange Management (Borrowing or Lending) Regulations, 2018: *The Company has not received any external commercial borrowings from outside India during the financial year beginning from April 01, 2024 and ending as on March 31, 2025.*

- V. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:- *Since the Company is an unlisted Company, hence the specific regulations of SEBI Act are not applicable on it;*

Further, as informed to us by management of the Company there are some industry specific laws, as mentioned below, which are being complied by the Company as industry specific laws under the head "other laws as specifically applicable to Company":

- a) Food Safety and Standards Act, 2006
- b) Drugs and Cosmetics Act, 1940
- c) Standards of Weights and Measures Act, 1976
- d) Shop and Establishment Act

The Management of Company has represented and confirmed that the Company has generally complied with applicable provisions of industry specific laws as mentioned above and based upon such representation and random test checks, I also state that Company has generally complied with applicable provisions of industry specific laws as mentioned above during the Financial Year 2024-25.

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

- i. Secretarial Standards issued by the Institute of Company Secretaries of India.
- ii. The Listing Agreements as entered into by the Company with the BSE Limited, National Stock Exchange of India Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015:- *Since the Company is an unlisted Company, hence the regulations of Listing Agreements are not applicable on Company;*

Further, I relied upon the reports given by auditors of the Company and the other documents provided by the internal management of the Company for compliances of various applicable laws on the Company. I hereby state that during the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as applicable and mentioned above.

I further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were certain changes in the composition of the directors of the Company during the year which are as follows:
 - a. The designation of Mr. Anil Kumar Upreti was changed as a Non-Executive Independent Director on the Board of the Company in the Board Meeting held on 19th June, 2024.

- b. Ms. Charu Modi has resigned during the year under review w.e.f 20th September, 2024.
 - c. The tenure of Mr. Balbir Singh as an Independent Director of the Company expired w.e.f 09th May, 2024. Therefore, he ceased to hold the office as an Independent Director w.e.f the closure of business hours on 09th May, 2024.
 - d. Designation of Ms. Jayati Modi was change from Non- Executive Director to Whole Time Director of the Company w.e.f. 09th November, 2023 and regularize in 52nd Annual General Meeting of the Company
- The company has acquired preference shares of M/s Colorbar Cosmetics Private Limited for an aggregate amount of upto INR 20 Crores, and all the documents relating to such investment have been duly maintained in record of the company.
 - The company has acquired preference shares of M/s Modiway Lifestyle Private Limited for an aggregate amount of upto INR 25 Crores, and all the documents relating to such investment have been duly maintained in record of the company.
 - Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
 - Majority decision is carried through, and views are captured and recorded as part of the minutes. There were no instances of any director expressing any dissenting views.

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 audit period, there were no specific event/actions in pursuance of the above referred laws, rules, regulations, guidelines, etc. having a major bearing on the Company's affairs.

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

Unique Document Identification number for this certificate is F012187G001908213 dated 28th October, 2025.

For Akash Gupta & Associates

Company Secretaries

Sd/-

Prop. Akash Gupta

Membership No. F12187

Certificate of Practice No. 11038

Peer Review Certificate No. 2295/2022

Date: 28th October, 2025

Place: New Delhi

Annexure A

To,
The Members
Modicare Limited
5, Community Centre, New Friends Colony,
New Delhi – 110025

Our report for the Financial Year ending 31.03.2025 of even date is to be read along with this letter:

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

Unique Document Identification number for this certificate is F012187G001908213 dated 25th October, 2025.

For Akash Gupta & Associates
Company Secretaries
Sd/-

Prop. Akash Gupta
Membership No. F12187
Certificate of Practice No. 11038
Peer Review Certificate No. 2295/2022

Date: 28th October, 2025
Place: New Delhi

ANNEXURE 2**ANNUAL REPORT OF CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITY FOR THE FINANCIAL YEAR 2024-25**

1.	A brief outline of the Company's CSR Policy			:	The Corporate Social Responsibility Committee has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy). The Company's CSR Policy is multifaceted to cover projects and programmes as mentioned in the Annual Action Plan approved by the Company.	
2.	Composition of the CSR Committee			:	02	
	S.No.	Name of Director	Designation / Nature of Directorship		Number of meetings of CSR Committee held during the year.	Number of meetings of CSR Committee attended during the year
	1.	Mr. Samir Krishan Modi	Chairman/ Managing Director		02	02
	2.	Mr. Anil Kumar Upreti	Member/Non Executive Director		02	02
	3.	Ms. Jayati Modi	Member/ Non Executive Director		02	0
3.	Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.				www.modicare.com	
4	Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.				Not Applicable	
5	Average Net Profit of the Company for the last as per section 135(5).			:	44,27,64,798	
(a)	Two percent of average net profit of the company as per section 135(5)			:	88,55,299	
(b)	Surplus arising out of the CSR projects or programs or activities of the previous financial years.			:	Nil	
(c)	Amount required to be set off for the financial year, if any.			:	NIL	
(d)	Total CSR obligation for the financial year				88,55,299	
6.	CSR amount spent or unspent for the financial year: 88,55,299					

a)

Total Amount Spent for the Financial Year. (in Rs)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
88,55,299	NA	NA	NA	NA	NA

b) Details of CSR amount spent against ongoing projects for the financial year:

Sl. No	Name of the Project	Item from the list of activities in schedule VII of the Act.	Local area (Yes/No)	Location of the Projects	Project duration	Amount allocated for the project (in Rs.)	Amount spent in the current financial year (in Rs)	Amount transferred to unspent CSR Account for the projects as per section 135(6) (in Rs)	Mode of Implementation Direct (yes/No)	Made of implementation – through implementing agency	
										Name	CSR Registration Number
1.	Roopantar and Khwabgah	Promoting Education	Yes	Delhi	2021-2025	3,18,00,000	88,55,299	Nil	No	Modicare Foundation	CSR00009096

c) Details of CSR amount spent against other than ongoing projects for the financial year:-

Sr.No	Name of the Project	Item from the list of activities in schedule	Local area (Yes/No)	Location of the projects	Amount spent for the project (in Rs.)	Mode of implementation Direct (yes/no)	Mode of implementation Through implementing agency.
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		VII to the Act.		State	District			Name	CSR registration number
Not Applicable									

d) Amount spent in Administrative Overheads. Nil

e) Amount spent on impact Assessment, if applicable. NA

f) Total amount spent for the Financial Year – 88,55,299

g) Excess amount for set off, if any – Rs. Nil

Sl.No.	Particular	Amount (in Rs.)
(i)	2% of the Average net Profit of the company as per section 135(5).	88,55,299
(ii)	Total amount spent for the Financial Year	88,55,299
(iii)	Excess amount spent for the financial year	Nil
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

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

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs).	Date of transfer.	
1.	FY 2021-22	2,44,68,591	1,00,000	NA	NA	NA	Nil
2.	FY 2022-23	1,53,94,654	1,14,00,000	NA	NA	NA	Nil
3.	FY 2023-24	1,26,81,265	1,02,00,00	NA	NA	NA	Nil

b) Details of CSR amount spent in the financial year for ongoing projects of the preceding year(s):-

Sl.No.	Projects ID.	Name of the Project	Financial Year in which the project was commenced.	Project duration.	Total amount allocated for the project (in Rs.).	Amount spent on the project in the reporting Financial Year (in Rs.).	Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	Status of the project - Completed /Ongoing.
Nil								

8.	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	:	Not Applicable
a)	Date of creation or acquisition of the capital asset(s).	:	Not Applicable
b)	Amount of CSR spent for creation or acquisition of capital asset.	:	Not Applicable
c)	Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.	:	Not Applicable
d)	Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).	:	Not Applicable
9.	Specify the reasons, if the company has failed to spend 2% of the average net profit as per section 135 (5)	:	Not Applicable

For Modicare Limited

Sd/-

Mr. Samir Krishan Modi
(Managing Director and Chairman of CSR Committee)
DIN: 00029554

Date: 28th October, 2025

Remuneration Policy for Directors, Key Managerial Personnel and Senior Management

Objective & Scope

This policy follows the principles of maximum transparency and disclosure regarding remuneration, which the company has been applying to its public reporting documents.

The terms of this policy shall not be binding on employment agreement entered prior to this date.

Terms of the policy

A. Terms for KMP and Senior Management of Company

The remuneration of **Key managerial Personals and Senior Management** is determined keeping in view the industry benchmark and the relative performance of the company to the industry performance.

The remuneration may/ will consist of following components:

- i. **Fixed Salary**
- ii. **Other Benefits/ Bonuses**

B. Terms for Directors

The remuneration of directors will be fixed by the board of directors as per the recommendation of the nomination and remuneration committee.

Disclosure

The Policy shall be disclosed in the Board Report of the company.

Amendment in the policy

The Board may, subject to applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy, based on the recommendations of the Nomination and Remuneration Committee

BY ORDER OF THE BOARD OF DIRECTORS

For Modicare Limited

SD/-

SD/-

Date: 28th October, 2025

Place: New Delhi

SAMIR KRISHAN MODI

(Managing Director)

DIN No. 00029554

Add.:- 31A Flat No-5,

3rd Floor, New Friends

Colony, South Delhi-110025

ANIL KUMAR UPRETI

(Director)

DIN No.07898999

Add.: B-48, 4th Greenwood

City, Adjacent to Suncity

School, Ballawas, Gurgaon

Haryana-122003

POLICY ON SELECTION CRITERIA OF DIRECTORS INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES AND INDEPENDENCE OF A DIRECTOR

QUALIFICATION CRITERIA

The Committee has not established specific minimum age, education, years of business experience or specific types of skills for Board members, but, in general, expects a candidate to have extensive experience and proven record of professional success, leadership and the highest level of personal and professional ethics, integrity and values and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, operations or other disciplines related to the company's business

POSITIVE ATTRIBUTES

Characteristics expected of all directors candidate include independence, integrity, high personal and professional ethics, sound business judgment, and the ability and willingness to commit sufficient time to the Board to discharge the duties of Board membership.

INDEPENDENCE STANDARDS

The candidate shall be evaluated based on the criteria provided under the applicable laws including Companies Act, 2013 read with Rules thereon.

BY ORDER OF THE BOARD OF DIRECTORS

For Modicare Limited

Sd/-

Sd/-

Date: 28th October, 2025

SAMIR KRISHAN MODI

ANIL KUMAR UPRETI

Place: New Delhi

(Managing Director)

(Director)

DIN No. 00029554

DIN No.07898999

Add.:- 31A Flat No-5,

Add.: B-48, 4th Greenwood

3rd Floor, New Friends

City, Adjacent to Suncity

Colony, South Delhi-110025

School, Ballawas, Gurgaon

Haryana-122003

INDEPENDENT AUDITOR'S REPORT

To the Members of MODICARE LIMITED

Report on Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **MODICARE LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including other comprehensive income), the statement of changes in equity, the statement of cash flows for the year then ended and notes to the financial statements, including a summary of the material accounting policies and other explanatory information (hereinafter referred to as "financial statements").

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 Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and its loss (including Other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules 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.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual report, but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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

If, based on work we have performed, we conclude that there is a material misstatement of this other information therein, we are required to communicate the matter to those charged with the governance. We have nothing to report in this regard.

Responsibility of Management and Those Charged with Governance for the Financial Statements

The accompanying financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position/ state of affairs, financial performance (loss including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. 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, Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless 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 Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs specified under section 143(10) of the Act, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls 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 ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the accompanying financial statements.

- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books (read with our comment on audit trail in (g)(vi) below).
- c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the statement of changes in equity and the statement of cash flows dealt with by this report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of Companies (Accounts) Rules, 2014, as amended.
- e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer 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 with reference to financial statements.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of the pending litigations on its financial position in its financial statements- Refer Note No. 33 to the financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv.
 - (a) The management has represented that to the best of its knowledge and belief, no funds (which are material either individually or in aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (b) The management has represented that, no funds (which are material either individually or in aggregate) have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or

otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on such audit procedures that we have 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) above as required by Rule 11(e) of Companies (Audit & Auditors) Rules, 2014, as amended, contains any material mis-statement.

v. The Company has not declared or paid dividend during the year, accordingly the provisions of section 123 of the Companies Act, 2013 are not applicable.

vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software.

Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

3. In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its director (read with footnote 3 to Note No. 34) during the year is in accordance with the provisions of Section 197 (16) read with Schedule V of the Companies Act, 2013.

For LODHA & CO LLP

Chartered Accountants

Firm's Registration No.301051E/ E300284

Sd/-

(N.K. Lodha)

Partner

(Membership No. 085155)

Place: New Delhi

Date: October 28, 2025

UDIN: 25085155BMOUCR3201

ANNEXURE "A" REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF MODICARE LIMITED FOR THE YEAR ENDED MARCH 31, 2025.

To the best of our information and according to the explanations provided to us by the Company and the books of accounts and records examined by us in the normal course of audit, we state that:

- (i) In respect of the Company's Property, Plant and Equipment and Intangible Assets:
 - (a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.
 - (B) The Company has maintained proper records showing full particulars of intangible assets.
 - (b) As per the physical verification program, Property, Plant and Equipment (except moulds lying with third parties which have been verified on the basis of confirmations received from some of the third parties) were physically verified during the year by the Management according to the phased program designed to cover all the items over a period of three years (accordingly during the year, certain items have been physically verified) which, in our opinion, provides for physical verification at reasonable intervals. Based on information and records provided, no material discrepancies were noticed on such verification.
 - (c) The Company does not have any immovable properties and hence reporting under clause 3(i)(c) of the Order is not applicable.
 - (d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) or intangible assets or both during the year and hence reporting under clause 3(i)(d) of the Order is not applicable.
 - (e) Based on the information and explanations furnished to us, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its financial statements does not arise.
- (ii) (a) As per the physical verification program, the inventories of the Company have been physically verified by the management during the year. In our opinion and according to the information and explanations given to us, the coverage and procedures of physical verification of inventory followed by the Management are reasonable in relation to the size of the Company and nature of its business. Discrepancies noticed were not of 10% or more in the aggregate for each class of inventories on such physical verification of inventories when compared with books of account:
- (b) According to the information and explanations given to us, at any point of time of the year, the Company has not been sanctioned any working capital facility from banks or financial institutions and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- (iii) (a) The Company has made investment in two companies and has not provided any guarantee or security, and granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year.

The Company has granted loans to employees during the year and details of which are given below:

	Loans (Rs. in Lakhs)
A. Aggregate amount granted/ provided during the year:	
- Others	12.00
B. Balance outstanding as at the balance sheet date in respect of above cases	
- Others	10.81

- (b) According to the information and explanation and records given to us, in our opinion, investment made in companies, the terms and conditions of grant of the above mentioned loans to employees during the year prima facie, are not prejudicial to the Companies interest.
- (c) In respect of loans to employees granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are regular as per stipulation.
- (d) According to the information and explanations given to us and based on the audit procedures performed, in respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
- (e) No loan or advance in the nature of loan granted by the Company which has fallen due during the year has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.
- (f) According to information and explanations given to us and based on the audit procedures performed, the Company has not granted any loans, which are repayable on demand or without specifying any terms or period of repayment.
- (iv) According to the information and explanations and representations provided by management and based upon the audit procedures performed, we are of the opinion that the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of loans granted, investments made, guarantees and securities provided, as applicable.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted deposits during the year from public within the provision of section 73 to 76 of the Act or any other relevant provisions of the Act and the rules framed there under (to the extent applicable). We have been informed that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or other Tribunal in this regard.
- (vi) The maintenance of cost records has not been specified by the Central Government under Section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus, reporting under Clause 3(vi) of the Order is not applicable to the Company.
- (vii)
 - (a) According to the records of the Company, the Company is regular in depositing undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and

other material statutory dues with the appropriate authorities to the extent applicable and there were no undisputed statutory dues in arrears as at March 31, 2025 for a period of more than six months from the date they become payable.

(b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2025 on account of disputes are given below:

Name of the Statute	Nature of the dues	Period (Financial Year) to which Amount Relates	Amount (Rupees in Lakhs)	Forum where disputes are pending
Orissa Entry Tax Act	Entry Tax Demand	2005-06 to 2010-11	48.19	Orissa High Court-Cuttack
UP Trade Tax Act	Sales Tax Demand	2003-04	1.29	Allahabad High Court
Kerala Value Added Tax, 2003	Sales Tax Demand	2006-07	1.00	Commercial Tax Officer-Kerala
Kerala Value Added Tax, 2003	Value added tax	2009-10	2.20	Deputy Commissioner of Appeal-Kerala
Kerala Value Added Tax, 2003	VAT	2013-14 & 2016-17	3.27	Assistant Commissioner of Sales Tax, Kerala
Manipur Goods and Services Tax, 2017	Goods and Services tax	2017-18 & 2018-19	36.80	GST Appellate Authority
Chhattisgarh Goods and Services Tax, 2017	Goods and Services tax	2019-20	24.83	GST Appellate Authority
Rajasthan Goods and Services Tax, 2017	Goods and Services tax	2018-19 & 2019-20	20.60	GST Appellate Authority
Gujarat Goods and Services Tax, 2017	Goods and Services tax	2019-20	12.08	GST Appellate Authority
Telangana Goods and Services Tax, 2017	Goods and Services tax	2019-20	1.48	GST Appellate Authority
Income Tax Act, 1961	Income Tax	2013-14 to 2022-23	99,499.40	The Commissioner of Income-tax (Appeals)

(viii) According to the information and explanations given to us and the records of the Company examined by us, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961), that has not been recorded in the books of account.

(ix) (a) The Company has not taken any loans or borrowings from any lender and hence reporting under Clause 3(ix) (a),(b),(c) and (d) of the Order is not applicable to the Company.

(b) The Company did not have any subsidiary or associate or joint venture during the year and hence reporting under Clause 3(ix) (e) and (f) of the Order is not applicable to the Company.

- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
- (b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under section 143(12) of the Act in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable.
- (c) The provisions related to Whistle blower policy are not applicable to the Company.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company and hence reporting under clause 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations and records made available by the management of the Company and audit procedures performed, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable Indian accounting standards. (Read with Note No. 35 of financial statements).
- (xiv) (a) In our opinion the Company has an adequate internal audit system as per the provisions of section 138 of the Act which is commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports issued to the Company during the year and till date in determining the nature, timing and extent of our audit procedures.
- (xv) On the basis of records made available to us and according to information and explanations given to us, the Company has not entered into non-cash transactions with the directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934 and hence reporting under clause 3 (xvi)(a), (b) and (c) of the Order is not applicable. According to the information and explanations given to us, the Group does not have any CIC as part of the group and accordingly reporting under clause 3 (xvi)(d) of the Order is not applicable.

We have not, however, separately evaluated whether the information provided by the management is accurate and complete.

- (xvii) The Company has incurred cash losses amounting to Rs. 2,489.82 lakhs during the financial year covered by our audit but had not incurred cash losses in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company and/ or certificate with respect to meeting financial obligations by the Company as and when they fall due. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there are no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause (xx) of the Order is not applicable for the year.
- (xxi) The Company is not required to prepare Consolidated financial statements hence reporting under this clause is not required.

For **LODHA & CO LLP**

Chartered Accountants

Firm Registration No. 301051E/ E300284

Sd/-

(N.K. Lodha)

Partner

(Membership No. 085155)

Place: New Delhi

Date: October 28, 2025

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF MODICARE LIMITED FOR THE YEAR ENDED MARCH 31, 2025

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls With Reference To Financial Statements under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to financial statements of **MODICARE LIMITED** ("the Company") as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements 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 respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the 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 with reference to financial statements 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

A Company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting

principles. A company's internal financial control with reference to financial statements 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, we report that the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2025, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For LODHA & CO LLP

Chartered Accountants

(Firm's Registration No.301051E/E300284)

Sd/-

(N.K. Lodha)

Partner

(Membership No. 085155)

Place: New Delhi

Date: October 28, 2025

(₹ in lakhs)

Particulars	Note No.	As at March 31, 2025	As at March 31, 2024
ASSETS			
(I) Non-current assets			
(a) Property, plant & equipment	2A	3,398.36	3,406.83
(b) Right-of-use assets	2B	5,666.86	6,232.06
(c) Capital work in progress	3A	-	7.86
(d) Intangible assets	2C	74.79	83.90
(e) Intangible assets under development	3B	-	72.64
(f) Financial assets			
i) Investments	4A	15,511.76	11,011.76
ii) Loans	5	37.21	35.04
iii) Other financial assets	6	1,376.79	1,782.31
(g) Deferred tax assets (net)	7	2,115.21	750.63
(h) Other non current assets	8	10,413.44	8,428.31
		38,594.42	31,811.34
(II) Current assets			
(a) Inventories	9	6,423.99	5,967.68
(b) Financial assets			
(i) Investments	4B	1,023.41	820.92
(ii) Cash and cash equivalents	10	675.31	244.88
(iii) Other bank balances	11	2,103.27	13,226.42
(iv) Loans	12	8.65	6.68
(v) Other financial assets	13	450.73	772.02
(c) Current tax assets (net)	14	1,448.08	1,938.10
(d) Other current assets	15	3,260.59	3,851.02
		15,394.03	26,827.72
Total Assets		53,988.45	58,639.06
EQUITY AND LIABILITIES			
(I) Equity			
(a) Equity share capital	16	488.30	488.30
(b) Other equity	17	30,799.37	34,939.99
		31,287.67	35,428.29
Liabilities			
(II) Non-current liabilities			
(a) Financial liabilities			
(i) Lease liabilities	18A	5,244.37	5,724.01
(ii) Other financial liabilities	19	2,932.46	2,828.76
(b) Provisions	20A	994.35	873.84
		9,171.18	9,426.61
(III) Current liabilities			
(a) Financial liabilities			
(i) Lease liabilities	18B	1,347.84	1,379.42
(ii) Trade payables	21		
- Total outstanding dues of micro enterprises and small enterprises		372.92	567.89
- Total outstanding dues of creditors other than micro enterprises and small enterprises		9,739.81	8,414.07
(iii) Other financial liabilities	22	905.31	1,138.07
(b) Other current liabilities	23	1,087.56	2,220.45
(c) Provisions	20B	76.16	64.26
		13,529.60	13,784.16
Total Equity and Liabilities		53,988.45	58,639.06

The accompanying material accounting policies and notes form an integral part of these financial statements

As per our report of even date

For Lodha & Co LLP
Chartered Accountants
Firm Registration No 301051E/E300284

Sd/-

N.K. Lodha
(Partner)

Membership No. :085155

Place: New Delhi
Date : 28th October 2025

For and on behalf of the Board of Directors

Sd/-

Samir Krishan Modi
Managing Director
(DIN :00029554)

Sd/-

Soma Maitra
C O O

Sd/-

Shikha Sharma
Company Secretary
(ACS No:20422)

Sd/-

Anil Kumar Upreti
Director
(DIN :07898999)

Sd/-

Surendra Kumar
Head-Finance & Legal
affairs

MODICARE LIMITED

Statement of Profit and Loss for the year ended March 31, 2025

(₹ in lakhs)

Particulars	Note No.	For the year ended March 31, 2025	For the year ended March 31, 2024
Income:			
I Revenue from operations	24	88,825.72	91,882.70
II Other income	25	880.20	1,232.44
III Total Income(I+II)		89,705.92	93,115.14
Expenses:			
Purchases of stock in trade	26	34,218.15	33,660.22
Changes in inventories of stock-in-trade	27	(456.31)	1,349.63
Employee benefits expenses	28	7,348.76	7,384.42
Finance costs	29	660.69	731.28
Depreciation and amortisation expenses	30	2,344.34	2,119.36
Other expenses	31	50,944.54	48,263.38
Total Expenses (IV)		95,060.17	93,508.29
V Profit/(loss) before exceptional items and tax (III-IV)		(5,354.25)	(393.15)
VI Exceptional items		-	-
VII Profit/(loss) before tax (V-VI)		(5,354.25)	(393.15)
VIII Tax expense:	39		
(1) Current tax		-	41.87
(2) Income tax for earlier years		(10.99)	1.29
(3) Deferred tax charge / (credit)		(1,323.82)	(83.79)
IX Profit/(loss) after tax (VII - VIII)		(4,019.44)	(352.52)
X Other comprehensive income			
A (i) Items that will not be reclassified to profit or loss			
(a) Actuarial gain/(loss) on defined benefit plan		(161.94)	(54.59)
(b) Fair value gain on equity/preference investment		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		40.76	13.74
B (i) Items that will be reclassified to profit or loss			
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
Total other comprehensive income (X)		(121.18)	(40.85)
XI Total comprehensive income for the year (IX+X)		(4,140.62)	(393.37)
XII Earnings per share:			
- Basic	32	(20.58)	(1.80)
- Diluted		(20.58)	(1.80)

The accompanying material accounting policies and notes form an integral part of these financial statements

As per our report of even date

For Lodha & Co LLP
Chartered Accountants
Firm Registration No 301051E/E300284

Sd/-

N.K. Lodha
(Partner)

Membership No. :085155

Place: New Delhi
Date : 28th October 2025

For and on behalf of the Board of Directors

Sd/-

Samir Krishan Modi
Managing Director
(DIN :00029554)

Sd/-

Anil Kumar Upreti
Director
(DIN :07898999)

Sd/-

Soma Maitra
C O O

Sd/-

Surendra Kumar
Head-Finance & Legal
affairs

Sd/-

Shikha Sharma
Company Secretary
(ACS No:20422)

MODICARE LIMITED
Statement of Changes in Equity for the year ended March 31, 2025

A. Equity Share Capital

Particulars	Balance as on April 1, 2023	Changes during the year	Balance as at March 31, 2024	Changes during the year	Balance as at March 31, 2025
Equity Shares	488.30	-	488.30	-	488.30

B. Other Equity

Particulars	Reserve and Surplus				Total
	Capital Redemption Reserve	Retained Earnings	Items of Other Comprehensive Income		
			Re-measurement (loss)/gain of the net defined benefit plans	Income tax relating to item that will not be classified to Profit and Loss	
As at April 1, 2023	250.00	35,413.72	(441.47)	111.11	35,333.36
Profit/ (Loss) for the year	-	(352.52)	-	-	(352.52)
Other Comprehensive Income	-	-	(54.59)	13.74	(40.85)
As at March 31, 2024	250.00	35,061.20	(496.06)	124.85	34,939.99
Profit/ (Loss) for the year	-	(4,019.44)	-	-	(4,019.44)
Other Comprehensive Income	-	-	(161.94)	40.76	(121.18)
As at March 31, 2025	250.00	31,041.76	(658.00)	165.61	30,799.37

(₹ in lakhs)

As per our report of even date attached

For Lodha & Co LLP
Chartered Accountants
Firm Registration No 301051E/E300284

Sd/-

N.K. Lodha
(Partner)
Membership No. :085155

Place: New Delhi
Date : 28th October 2025

For and on behalf of the Board of Directors

Sd/-	Sd/-
Samir Krishan Modi Managing Director (DIN :00029554)	Anil Kumar Upreti Director (DIN :07898999)
Sd/-	Sd/-
Soma Maitra COO	Surendra Kumar Head-Finance & Legal affairs

Sd/-

Shikha Sharma
Company Secretary
(ACS No:20422)

MODICARE LIMITED
Statement of Cash Flows for the year ended March 31, 2025

(₹ in lakhs)

PARTICULARS	For the year ended March 31, 2025	For the year ended March 31, 2024
I CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before tax	(5354.25)	(393.15)
Adjustment for:		
Depreciation & amortisation expenses	2,344.34	2,119.36
(Profit) /loss on sale of property plant & equipment (Net)	0.60	(6.94)
Profit on sale of current investments	(154.80)	(251.39)
Finance costs	660.69	731.28
Fair value (gain) / reversal on mutual fund investments	23.71	(3.36)
Interest income	(667.73)	(968.55)
Gain on Termination of lease	(35.02)	-
Property, plant & equipment written off	3.68	2.11
Provision for doubtful advances/Security Deposit	550.00	-
Liabilities no longer required written back	(1,927.20)	(2,337.17)
	798.27	(714.66)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	(4,555.98)	(1,107.81)
Adjustment for:		
(Increase)/Decrease in inventories	(456.31)	1,349.63
(Increase)/Decrease in financial and non financial assets	(1534.25)	782.91
Increase / (Decrease) in financial and non financial liabilities	1,766.49	(224.07)
CASH GENERATED FROM OPERATIONS	(4,780.05)	(2,150.60)
Income tax (paid)/received	501.02	(596.11)
NET CASH FLOW FROM OPERATING ACTIVITIES	(4,279.03)	(2,746.71)
II CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property plant & equipment, Capital work in progress & other intangible assets	(813.30)	(1,663.42)
Purchase of Intangible assets under development	(477.36)	(48.39)
Fixed deposits with original maturity of more than 3 months (Net)	11,924.23	690.37
(Purchase)/sale of current investment (Net)	(71.40)	2,303.57
(Purchase)/sale of Non current investment (Net)	(4,500.00)	-
Proceeds from Sale of property, plant & equipment	4.31	8.18
Interest received	660.39	952.96
NET CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES	6,726.87	2,243.27
III CASH FLOW FROM FINANCING ACTIVITIES		
Interest paid	(200.72)	(205.59)
Payment of lease obligations	(1,816.69)	(1,763.15)
NET CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES	(2,017.41)	(1,968.74)
Net Increase/(decrease) in cash and cash equivalents (I+II+III)	430.43	(2,472.18)
Cash & cash equivalents at the beginning	244.88	2,717.06
Cash & cash equivalents at the end (Refer Note No. 10)	675.31	244.88

As per our report of even date

For Lodha & Co LLP
Chartered Accountants
Firm Registration No 301051E/E300284

Sd/-

N.K. Lodha
(Partner)
Membership No. :085155

Place: New Delhi
Date : 28th October 2025

For and on behalf of the Board of Directors

Sd/-

Samir Krishan Modi
Managing Director
(DIN :00029554)

Sd/-

Soma Maitra
C O O

Sd/-

Shikha Sharma
Company Secretary
(ACS No:20422)

Sd/-

Anil Kumar Upreti
Director
(DIN :07898999)

Sd/-

Surendra Kumar
Head-Finance
& Legal affairs

1.1 Corporate and General Information

Modicare Limited ('Company') is a public limited company having its registered office at 5, Community Centre, New Friends Colony, New Delhi-110025. The Company is primarily engaged in the business of marketing of household products in the category of Wellness, cosmetics, auto care, personal care, home care etc. through a network of distributors widely spread in the whole of India-market. The Company has a large distribution network of centres spread all over India through which the products are sold/made available to its distributors. The Company buys its products from vendors/manufactures who trade/ manufacture these products under strict quality / specifications / guidelines provided by the Company.

The financial statements of the Company were approved and adopted by the Board of Directors in their meeting held on 28th October 2025

1.2 Statement of Compliance and Basis of preparation of financial statements

(i) Basis of preparation and Statement of Compliance:

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant provisions of the Companies Act 2013. All accounting policies and applicable Ind AS have been applied consistently for all periods presented.

Presentation requirements of Division II of Schedule III to the Companies Act, 2013, "as amended", as applicable to the Financial Statements have been followed.

(ii) Basis of Measurement

The financial Statements have been prepared on accrual basis under the historical cost convention except for the following which have been measured at fair value:

- Financial Assets and Liabilities except certain Investments carried at amortised cost
- Defined benefit plans- plan assets

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. The methods used to measure fair values are discussed in Note no. 36 to these financial statements.

The financial statements are presented in Indian Rupees (INR), which is the Company's functional and presentation currency and all values are rounded off to the nearest lakhs (INR 00,000) except where otherwise indicated.

(iv) Use of Estimates and Assumptions

Management of the company makes estimates and assumptions that affect the reported amount of assets and liabilities on the date of financial statement and the reported amount of income and expenses and disclosure of contingent liability during the reporting period. Difference between the actual and the estimates are recognised in the period in which the results are known/ materialized and in any future periods affected.

(v) Classification of Assets and Liabilities as Current and Non-Current

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is current when it is:

- Expected to be realized or intended to sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets/liabilities.

The operating cycle is the time between the acquisition of the assets for processing and their realization in cash and cash equivalents.

Modicare Limited

Notes to the financial statements as at and for the year ended March 31, 2025

1.3 Material Accounting Policies:

A summary of the material accounting policies applied in the preparation of the financial statements are as given below. These accounting policies have been applied consistently to all periods presented in the financial statements.

I. Property, Plant and Equipment:

Initial recognition and measurement

An item of property, plant and equipment is recognized as an asset if and only if it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably.

Items of property, plant and equipment are measured at original cost less accumulated depreciation/amortization and accumulated impairment losses, if any. Cost includes expenditure that is directly attributable to bringing the asset, inclusive of non-refundable taxes & duties, to the location and condition necessary for it to be capable of operating in the manner intended by management.

When parts of an item of property, plant and equipment have different useful lives, they are recognized separately.

The carrying amounts are reviewed at each balance sheet date when required to assess whether they are recorded in excess of their recoverable amounts, and where carrying values exceed this estimated recoverable amount, assets are written down to their recoverable amount.

Depreciation

Depreciation on Property plant & equipment is provided on Written Down Value Method (WDV) over useful lives and in the manner prescribed under Schedule II of the Companies Act, 2013. Individual low cost items (acquired for less than ₹ 5000/-) are fully depreciated in the year of acquisition.

Leasehold improvements are amortised over the lease period, which corresponds with the useful lives of the related assets.

De-recognition

An item of property, plant and equipment is de-recognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between net disposal proceeds and the carrying amount of the asset and is recognised in the statement of profit and loss.

Capital work in progress

Property plant & equipment under construction, advance paid towards acquisition of Property, plant and equipment and cost of asset not ready for intended use before the year end, are disclosed as capital work in progress.

II Intangible assets:

Initial recognition and measurement

Intangible assets are recognised when it is probable that future economic benefit that are attributable to the asset will flow to company and cost can be measured reliably.

Intangible asset with finite useful lives that are acquired separately are carried at cost less accumulated amortization and accumulated impairment losses. Amortization is recognized on a straight line basis over their estimated useful lives. The estimated useful lives and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Software: Cost of software are capitalized and amortized on a straight line basis over its useful life i.e. five years

De-recognition

An Intangible asset is derecognized on disposal or when no future economic benefits are expected from use of the asset. Any gain or loss arising from de-recognition of an intangible asset, measured as the difference between the sales proceeds and the carrying amount of the asset is recognized in profit or loss when the asset is derecognized.

III Inventories:

Inventories are valued as follows:

Traded goods: Lower of cost and net realizable value, Cost of inventory comprises of costs of purchase, which includes duties and taxes (Other than those subsequently recoverable from Tax Authorities), and other costs of bringing the inventories to their present location & condition. Cost is calculated on weighted average price method.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs to make the sale. A provision for inventory obsolescence is assessed on a periodic basis.

IV Cash and cash equivalents:

Cash and cash equivalents comprise cash in hand, cheques in hand, bank balances, demand deposits with banks which are short-term (where the original maturity is 3 month or less) and other short term highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of change in value.

Modicare Limited

Notes to the financial statements as at and for the year ended March 31, 2025

V Employees Benefits:

a) Short term Employee Benefits

All employees' benefits payable wholly within twelve months of rendering services are classified as short term employee benefits. Benefits such as salaries, wages, short-term compensated absences, performance incentives etc., and the expected cost of bonus, ex-gratia are recognised during the period in which the employee renders related service.

b) Post-Employment Benefits

Defined Contribution Plan

Contributions to the employees' provident fund, national pension scheme and employee's state insurance are recognized as defined contribution plan and charged as expenses in the year in which the employees render the services.

Defined Benefit Plan

The Provident Fund (Funded), Leave Encashment and Gratuity are defined benefit plans. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method with actuarial valuations being carried out at each balance sheet date, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on the plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Re-measurements are not classified to the statement of profit and loss in subsequent periods. Past service cost is recognized in the statement of profit and loss in the period of plan amendment.

Net Interest is calculated by applying the discount rate to the net defined benefit liability or asset.

The Company recognizes the following changes in the net defined benefit obligation under employee benefit expenses in the statement of profit and loss.

- Service costs comprising current service costs, gains and losses on curtailments and non-routine settlements
- Net interest income or expense

c) Other Long term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as a liability at the present value of the defined benefit obligation at the balance sheet date.

The Company's leave benefits constitute other long term employee benefits. Other Long term employee benefits are recognized as an expense in the statement of profit and loss for the period in which the employee has rendered the services. The Company provides for the liability at year end on account of Sick Leave including compensated absence as per the actuarial valuation as per the Projected Unit Credit Actuarial Method.

Actuarial gain and losses are recognized in statement of profit and loss in subsequent periods. The liability in respect of the employee's benefits is being segregated into current and non - current on the basis of Actuarial Certificates.

d) Termination benefits:

Termination benefits are recognised as an expense in the period in which they are incurred.

The Company shall recognize a liability and expense for termination benefits at the earlier of the following dates:

- (i) When the entity can no longer withdraw the offer of those benefits; and
- (ii) When the entity recognizes costs for a restructuring that is within the scope of Ind AS 37 and involves the payment of termination benefits.

VI Foreign currency transactions:

(a) Functional and presentation Currency

The Company's financial statements are presented in INR, which is also the Company's functional and presentation currency.

(b) Transaction and Balance

Currency transactions denominated in foreign currencies are initially recorded at the rates of exchange prevailing on the dates of the transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the Statement of profit and loss of the year.

Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rates on that date. The resultant exchange differences are recognised in the Statement of profit and loss.

Non-Monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transactions.

Modicare Limited

Notes to the financial statements as at and for the year ended March 31, 2025

VII Revenue Recognition:

Indian Accounting Standard 115 Revenue from Contracts with Customers ("Ind AS 115"), establishes a framework for determining whether, how much and when revenue is recognised and requires disclosures about the nature, amount, timing and uncertainty of revenues and cash flows arising from customer contracts. Under Ind AS 115, revenue is recognised through a 5-step approach:

- (i) Identify the contract(s) with customer;
- (ii) Identify separate performance obligations in the contract;
- (iii) Determine the transaction price;
- (iv) Allocate the transaction price to the performance obligations; and
- (v) Recognise revenue when a performance obligation is satisfied.

Revenue is measured based on the consideration specified in a contract with a customer. A performance obligation is a promise in a contract to transfer a distinct good or service (or a bundle of goods and services) to the customer. A contract's transaction price is allocated to each distinct performance obligation and recognized as revenue, as, or when, the performance obligation is satisfied. The Company recognizes revenue when it transfers control of a product or service to a customer. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payments and excludes taxes and duties collected on behalf of the government.

Sale of products:

- Revenue from the sale of goods and services is recognized when the significant risks and rewards of ownership or effective control of promised goods and services have been transferred to the buyer on satisfaction of performance obligations and no significant uncertainty exists regarding the amount of consideration that will be derived.
- Revenue is measured based on transactions price (excluding any taxes or duties collected on behalf of government which are levied on sales) arrived at by determining fair value of consideration received or receivable after adjusting returns, sales incentive, discounts / rebates etc in exchange of goods and services.

Export incentives and other benefits are recognised in the year of export.

- Revenue from other activities is recognized based on the nature of activity, when consideration can be reasonably measured. Certain claims like those relating to railways, insurance, electricity, customs, and excise are accounted for on acceptance/when there is a reasonable certainties.

Loyalty Programme:

The Company, as part of its business plan/ Sales Scheme, provides Loyalty Coupons to its eligible/ qualifying consultants on the completion of certain conditions over specified period as per the plan/ scheme which entitles them to redeem the aforesaid Loyalty Coupons to buy/ purchase goods in the subsequent period at discounted prices. Further, in terms of the plan/ scheme, the Loyalty Coupons are valid for a certain period of time and can be used by eligible/ qualifying consultants for purchase of any products sold by the Company within validity period only.

The Loyalty Coupons give rise to a separate performance obligation as it entitles them for redemption as settlement of future purchase transaction price. Consideration received is allocated between the sale of products and the Loyalty Coupons issued, with the consideration allocated to the Loyalty Coupons equal to their fair value. Fair value of Loyalty Coupons is determined by applying statistical techniques based on the historical trends. Consideration allocated to Loyalty Coupons is deferred and recognised when Loyalty Coupons are redeemed or when the Loyalty Coupons expire. The amount of revenue is based on the value of Loyalty Coupons redeemed/ expired.

Sale of services:

Revenue from services is recognized over time by measuring progress towards satisfaction of performance obligation for the services rendered.

Dividend Income:

Dividend income is accounted for when the right to receive the same is established, which is generally when shareholders approve the dividend.

Interest income:

For all financial instruments measured at amortised cost, interest income is recorded using effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included in other income in statement of profit and loss.

Non-monetary exchanges

Revenue from barter transactions is recognised at fair value of goods sold/ services rendered by reference to non-barter transactions that have a reliably measurable fair value and do not involve the same counterparty as in the barter transaction.

VIII Provisions and Contingencies

(a) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. Provisions are reviewed at each reporting period and are adjusted to reflect the current best estimate.

(b) Contingencies

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

Contingent assets are neither recognised nor disclosed in the financial statements.

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

IX Borrowing Cost:

Borrowing costs that are directly attributable to the acquisition, construction/exploration/ development or erection of qualifying assets are capitalized as part of cost of such asset until such time the assets are substantially ready for their intended use. Qualifying assets are assets which take a substantial period of time to get ready for their intended use or sale. Capitalization of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying assets for their intended uses are complete. Borrowing costs consist of (a) interest expense calculated using the effective interest method as described in Ind AS 109 – 'Financial Instruments' (b) finance charges in respect of finance leases recognized in accordance with Ind AS 116 – 'Leases' and (c) exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs. Income earned on temporary investment of the borrowings pending their expenditure on the qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are charged to revenue as and when incurred.

X Exceptional Items:

On certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the company is such that its disclosure improves the understanding of the performance of the company, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements.

XI Earnings Per Share:

Basic Earnings Per Share is computed by dividing the net profit or loss after tax for the year (without taking impact of OCI) attributable to the equity shareholders' by weighted average number of shares outstanding during the year. The weighted average numbers of shares also includes fixed number of equity shares that are issuable on conversion of compulsorily convertible preference shares, debentures or any other instrument, from the date consideration is receivable (generally the date of their issue) of such instruments.

Diluted Earnings Per Share is computed using the adjusted net profit or loss after tax for the year (without taking impact of OCI) attributable to the equity shareholder' and weighted average number of equity and potential equity shares outstanding during the year including share options, convertible preference shares and debentures, except where the result would be anti-dilutive. Potential equity shares that are converted during the year are included in the calculation of diluted earnings per share, from the beginning of the year or date of issuance of such potential equity shares, to the date of conversion.

XII Income Taxes:

Income tax comprises of current tax and deferred tax. Income tax expenses is recognized in the statement of Profit and loss except for the cases when items are recognised in the other comprehensive income/other equity, in which case, their income tax is also recognised in the other comprehensive income/other equity.

Current Tax is the amount of tax payable on the taxable income for the current year as per the provisions of Income Tax Act, 1961. Current tax asset and liabilities are offset when company has a legally enforceable right to set off the recognized amount and are also intended to be settled on net basis.

Deferred tax is accounted for using the balance sheet liability method in respect of temporary differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax basis used in the computation of taxable profit as well as for unused tax losses or credits. In principle, deferred tax liabilities are recognized for all taxable temporary differences and deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilized.

Deferred taxes are calculated at the enacted or substantially enacted tax rates that are expected to apply when the asset or liability is settled. Deferred tax is charged or credited to the statement of profit and loss, except when it relates to items credited or charged directly to other comprehensive income in equity, in which case the corresponding deferred tax is also recognized directly in equity.

XIII) Segment reporting

The Company's operating businesses are organized and managed according to the nature of products manufactured and services provided, with segment representing a strategic business unit that offers different products and as reviewed by the chief operating decision maker of the Company. The company's business falls within one reportable business segment viz 'Trading of goods and allied business activities'.

XIV) Financial instruments:

Initial measurement

Financial instrument are recognised as soon as the company become a party to the contractual provision of the instruments. All Financial assets and financial liabilities are measured at fair value on initial recognition, except for trade receivable which are initially measured at transaction price. Transaction cost that are directly attributable to the acquisition or issue of financial instrument (other than financial measured at fair value through profit or loss) are added or deducted from the value of the financial instrument, as appropriate, on initial recognition.

Financial Instruments stated as financial assets or financial liabilities are generally not offset, and they are only offset when a legal right to set off exist at that and settlement on a net basis is intended.

Subsequent measurement

A. Financial Assets:

Subsequent measurement of financial assets depends on their classification as follows:-

(a) Financial Assets carried at amortised cost

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

These assets are measured at amortised cost by applying the Effective Interest Rate ("EIR") method to the gross carrying amount of the financial asset. The EIR amortisation is included as interest income in the statement of profit or loss.

Modicare Limited

Notes to the financial statements as at and for the year ended March 31, 2025

(b) Financial Assets carried at Fair Value through other comprehensive income

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

These assets are subsequently measured at each reporting date at fair value, with all fair value movements recognised in Other Comprehensive Income (OCI). Interest income calculated using the EIR method, impairment gain or loss and foreign exchange gain or loss are recognised in the Statement of Profit and Loss.

For equity instrument, the company make irrevocable election to present in other comprehensive income subsequent change in fair value. The company makes such election on an instrument- to- instrument basis. If the company decides to classify an equity instrument at fair value through other comprehensive income, then all the fair value changes in the instrument excluding dividends are recognized in OCI and are never reclassified to statement of profit and loss, even on sale of the instrument.

(c) Financial Assets carried at Fair Value through Profit and loss

A financial asset which is not classified in any of the above category is subsequently measured at fair value through profit and loss.

(d) Investment in Subsidiaries & Associates:

Investments in Subsidiaries and Associates are carried at cost except where impairment loss recognised. The cost comprises of price paid to acquire investment and directly attributable cost.

B. Financial Liabilities and equity instruments:

Debts and equity instrument issued by a company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement and the definition of a financial liability and an equity instruments.

These assets are subsequently measured at each reporting date at fair value, with all fair value movements recognised in the Statement of Profit and Loss.

a) Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities. Equity instruments issued by the company are recognized at the proceeds received, net of direct issue costs.

b) Compound Financial Instruments:

The component parts of compound financial instruments issued by the Company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangement and the definition of a financial liability and an equity instruments.

At the date of issue, the fair value of liability component is estimated using the prevailing market interest rate for similar non-convertible instrument. The equity component is recognized initially as the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component.

Any directly attributable transaction costs are allocated to the liability and the equity components, if material, in proportion to their initial carrying amounts.

Subsequent to the initial recognition, the liability component of a compound financial instrument is measured at amortized cost using the effective interest rate method. The equity component of a compound financial instrument is not re-measured subsequent to initial recognition except on conversion or expiry.

c) Financial Liabilities

Financial liabilities include current and non-current borrowings, trade and other payables and other eligible current and non-current liabilities.

All Financial liabilities (except derivative instrument) are subsequently measured at amortised cost using the Effective interest method.

C. De-recognition of financial Instrument:-

A financial asset is primarily derecognized when the contractual right to the cash flow from the financial asset expires and it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions where by it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. The company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit and loss.

D. Impairment

(a) Financial Assets

The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

Modicare Limited

Notes to the financial statements as at and for the year ended March 31, 2025

(b) Non-Financial Assets

Property, plant and equipment and Intangible asset

The carrying amounts of the Company's assets are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amount is estimated as higher of its net selling price and value in use. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in the Statement of Profit and Loss.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortization, had no impairment loss been recognized.

Post Impairment, depreciation/amortisation is provided on the revised carrying value of the impaired assets over its remaining useful life.

XV) Leases:

The Company as a lessee

The company's lease assets primarily consist of leases for office, buildings, warehouse and stores. The Company assesses whether a contract contains a lease, at the inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease terms. Right of use assets and lease liabilities include these options only when it is reasonably certain that they will be exercised.

The Company recognizes a right-of-use asset, on a lease-by-lease basis, to measure that right-of-use asset an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the balance sheet immediately before the date of initial application.

The cost of right-of-use assets includes the amount of lease liabilities recognised. Initial direct costs incurred and lease payments made at or before the commencement date less any lease incentives received; the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. Right-of-use assets are subject to impairment test. They are subsequently measured at cost less accumulated depreciation and impairment losses.

The Company recognises a lease liability at the present value of the remaining lease payments, discounted using the lessee's implicit rate of interest.

The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on a lease by lease basis.

In calculating the present value of lease payments, the Company uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment to exercise an extension option or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet.

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

For operating leases, rental income is recognized on a straight-line basis over the term of the relevant lease.

The Company as a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

For operating leases, rental income is recognized on a straight-line basis over the term of the relevant lease.

XVI) Government Grant :

Grants are recognized when there is a reasonable assurance that the company has complied with the conditions attached to them and it is reasonably certain that the ultimate realization and utilization will be made.

- Government grants related to capital nature shall be recognized in the statement of profit and loss on a systematic basis over the periods in which the entity recognizes as expenses the related costs for which the grants are intended to compensate.
- A government grant that becomes receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the entity with no future related costs shall be recognized in statement of profit or loss of the period in which it becomes receivable.

XVII) Statement of cash flows:

Statement of cash flow is prepared segregating the cash flows into operating, investing and financing activities.

Cash flow from Operating activity is reported using indirect method after adjustment of the net profit for the effects of:-

- i) changes during the period in Operating receivables and payables transactions of a non-cash nature;
- ii) non-cash items such as depreciation, provisions, deferred taxes, unrealised gain or losses; and
- iii) all other items for which the cash effects are investing or financing cash flows.

Modicare Limited

Notes to the financial statements as at and for the year ended March 31, 2025

Cash and cash equivalents (including bank balances) shown in statement of cash flows exclude items which are not available for general use as on the date of Balance Sheet.

1.4 Critical Accounting Estimates, assumptions and judgements

In the process of applying the Company's accounting policies, management has made the following estimates, assumptions and judgements, which have significant effect on the amounts recognised in the financial statement. Uncertainty about these assumptions and estimates could result in outcome that require a material adjustment to assets or liabilities affected in future periods.

a) Property, plant and equipment

Property, Plant and equipment represent at proportion of the asset base of the company. The useful lives and residual value of the company's asset are determined by the management at the time the asset is acquired and reviewed at each reporting date.

b) Leases

Ind AS 116 requires lessee to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised.

c) Income taxes

The Company's tax jurisdiction is India. Significant judgements are involved in estimating budgeted profits for the purpose of paying advance tax, determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

d) Contingencies

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

e) Allowance for uncollected accounts receivable and advances

Trade receivables do not carry any interest and are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables and advances are written off when management deems them not to be collectible. Impairment is made on the expected credit losses, which are the present value of the cash shortfall over the expected life of the financial assets.

f) Impairment of Goodwill

Goodwill is tested for impairment on an annual basis and whenever there is an indication that the recoverable amount of a cash generating unit is less than its carrying amount based on a number of factors including operating results, business plans, future cash flows and economic conditions. The recoverable amount of cash generating units is determined based on higher of value-in-use and fair value less cost to sell. The goodwill impairment test is performed at the level of the cash generating unit or groups of cash-generating units which are benefitting from the synergies of the acquisition and which represents the lowest level at which goodwill is monitored for internal management purposes.

Market related information and estimates are used to determine the recoverable amount. Key assumptions on which management has based its determination of recoverable amount include estimated long term growth rates, weighted average cost of capital and estimated operating margins. Cash flow projections take into account past experience and represent management's best estimate about future developments.

g) Impairment of Financial Assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

h) Impairment of Non-Financial Assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An assets recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

i) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques, including the discounted cash flow model, which involve various judgements and assumptions.

Modicare Limited

Notes to the financial statements as at and for the year ended March 31, 2025

2A. Property, plant & equipment

Particulars	Computers	Furniture & Fixtures	Office Equipments	Motor Car & Scooter	Moulds	Furniture & Fixture (Leasehold Improvement)	Total
Gross Carrying Value (Cost/Deemed Cost)							
As at April 1, 2023	187.35	1,052.79	707.56	8.88	11.51	1,188.88	3,156.97
Additions	43.02	507.07	263.29	-	-	1,315.94	2,129.32
Disposals	4.26	0.71	10.42	-	0.20	-	15.59
As at March 31, 2024	226.11	1,559.15	960.43	8.88	11.31	2,504.82	5,270.70
Additions	30.51	120.50	123.93	11.76	-	510.70	797.40
Disposals	16.73	3.20	21.69	-	-	11.69	53.31
As at March 31, 2025	239.89	1,676.45	1,062.67	20.64	11.31	3,003.83	6,014.79
Accumulated Depreciation							
As at April 1, 2023	134.81	258.93	398.82	6.01	8.55	358.67	1,165.79
Charge for the year	40.64	273.88	204.81	0.90	0.22	189.87	710.32
On Disposals	2.87	0.45	8.79	-	0.13	-	12.24
As at March 31, 2024	172.58	532.36	594.84	6.91	8.64	548.54	1,863.87
Charge for the year	31.80	286.98	197.44	2.98	-	278.08	797.28
On Disposals	14.93	2.45	17.67	-	-	9.67	44.72
As at March 31, 2025	189.45	816.89	774.61	9.89	8.64	816.95	2,616.43
Net Block							
As at March 31, 2024	53.53	1,026.79	365.59	1.97	2.67	1,956.28	3,406.83
As at March 31, 2025	50.44	859.56	288.06	10.75	2.67	2,186.88	3,398.36

(₹ in lakhs)

MODICARE LIMITED

Notes to the financial statements as at and for the year ended March 31, 2025

2B. Right of use asset*

		(₹ in lakhs)
Particulars	Amount	
Gross Carrying Value		
As at April 1, 2023	9,024.61	
Additions	1,248.12	
Disposals	-	
As at March 31, 2024	10,272.73	
Additions	1,110.86	
Disposals	230.33	
As at March 31, 2025	11,153.26	
Accumulated Depreciation		
As at April 1, 2023	2,652.89	
Charge for the year	1,387.78	
On Disposals	-	
As at March 31, 2024	4,040.67	
Charge for the year	1,445.73	
On Disposals	-	
As at March 31, 2025	5,486.40	
Net Block		
As at March 31, 2024	6,232.06	
As at March 31, 2025	5,666.86	

* Pertains to properties taken on leases for Head Office, Warehouse, MLC etc.

MODICARE LIMITED

Notes to the financial statements as at and for the year ended March 31, 2025

2C. Intangible assets

(₹ in lakhs)

Particulars	Software License Fees	Other intangible assets	Total
Gross Carrying Value (Cost/Deemed Cost)			
As at April 1, 2023	116.58	-	116.58
Additions	48.50	-	48.50
Disposals	35.52	-	35.52
As at March 31, 2024	129.56	-	129.56
Additions	19.58	72.64	92.22
Disposals	-	-	-
As at March 31, 2025	149.14	72.64	221.78
Accumulated Amortisation			
As at April 1, 2023	59.92	-	59.92
Charge for the year	21.26	-	21.26
On Disposals	35.52	-	35.52
As at March 31, 2024	45.66	-	45.66
Charge for the year	28.69	72.64	101.33
On Disposals	-	-	-
As at March 31, 2025	74.35	72.64	146.99
Net Block			
As at March 31, 2024	83.90	-	83.90
As at March 31, 2025	74.79	-	74.79

Modicare Limited

Notes to the financial statements as at and for the year ended March 31, 2025

(₹ in lakhs)

3A Capital work in progress

Particulars	As at March 31, 2025	As at March 31, 2024
Capital work in progress	-	7.86
Total	-	7.86

CWIP ageing schedule

As at March 31, 2025

CWIP	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
Total	-	-	-	-	-

As at March 31, 2024

CWIP	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in progress	7.86	-	-	-	7.86
Projects temporarily suspended	-	-	-	-	-
Total	7.86	-	-	-	7.86

3B Intangible assets under development

Particulars	As at March 31, 2025	As at March 31, 2024
Intangible assets under development	-	72.64
Total	-	72.64

Intangible assets under development ageing schedule

As at March 31, 2025

Intangible assets under development	Amount in Intangible Assets under development for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
Total	-	-	-	-	-

As at March 31, 2024

Intangible assets under development	Amount in Intangible Assets under development for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in progress	72.64	-	-	-	72.64
Projects temporarily suspended	-	-	-	-	-
Total	72.64	-	-	-	72.64

Modicare Limited

Notes to the financial statements as at and for the year ended March 31, 2025

4. Investments

(₹ in lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
A) Non-Current Investments		
Investment in other entity (Unquoted)		
Investment in preference shares (Carried at Fair value through Profit & Loss Account)		
a) Investment in KK Modi Investment and Financial Services Private Limited 72,400 (Previous Year 72,400) 8% Non Cumulative Redeemable Preference shares of ₹10/- each fully paid up. (Refer Note (a) below)	7.24	7.24
b) Investment in Colorbar Cosmetics Private Limited i) 45,200 (Previous Year 45,200) 7.5% Cumulative Redeemable Preference shares of ₹10/- each fully paid up. (Refer Note (b) below)	4.52	4.52
ii) 13,00,00,000 (Previous Year 11,00,00,000) 8.0% Non-Cumulative Non-Convertible Redeemable Preference shares of ₹10/- each fully paid up. (Refer Note (b) below)	13,000.00	11,000.00
c) Investment in Modiway Lifestyle Private Limited i) 2,50,00,000 (Previous Year Nil) 8.0% Non-Cumulative Non-Convertible Redeemable Preference shares of ₹10/- each fully paid up. (Refer Note (b) below)	2,500.00	
Aggregate value of investment (unquoted)	15,511.76	11,011.76
Aggregate book value of investment (Unquoted)	15,511.76	11,011.76
Aggregate provision for diminution in value of investments	-	-
Aggregate cost of Investments (Unquoted)	15,511.76	11,011.76

Note

(a) taken at cost as sufficient recent information is not available to measure the fair valuation and cost represents the best estimate of fair value within that range.

(b) taken at Fair Value on the basis of valuation done by a registered valuer.

(₹ in lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
B) Current Investments		
Investment in Mutual Funds (Quoted) (Carried at Fair value through Profit & Loss Account)		
Nil (P/Y 382739.390 Units) DSP Nifty 50 Equal Weight Index Fund Regular-Growth of ₹10 each	-	86.04
Nil (P/Y 1195534.256 Units) ICICI Pru Ultra Short Term Fund Regular-Growth of ₹10 each	-	302.61
29963.066 Units (P/Y 12835.425 Units) DSP Ultra Short Term Fund Regular-Growth of ₹1000 each	1,002.98	401.00
46042.518 Units (P/Y 76051.100 Units) ICICI Pru Business Cycle Fund Regular-Growth of ₹10 each	10.27	15.84
1411.538 Units (P/Y 2427.917 Units) ICICI Pru Multi Asset Fund Regular-Growth of ₹100 each	10.16	15.43
Aggregate Market Value of Quoted Investments	1,023.41	820.92
Aggregate book value of Quoted investments	1,023.41	820.92
Aggregate amount of impairment in value of investments	-	-
Aggregate cost of Quoted investments	1,020.00	793.80

Particulars	As at March 31, 2025	As at March 31, 2024
Financial Assets (Non- Current)		
5 Loans		
(Unsecured, Considered good unless otherwise stated)		
Loan to employees		
- considered good	37.21	35.04
- which have significant increase in credit risk	-	-
- credit impaired	-	-
Less: Allowances for credit losses	-	-
Loan to body corporate		
- considered good	-	-
- which have significant increase in credit risk	-	-
- credit impaired	89.77	89.77
Less: Allowances for credit losses	(89.77)	(89.77)
	37.21	35.04
6 Other financial assets		
(Unsecured, Considered good unless otherwise stated)		
a) Security deposits (Non current)	352.78	252.20
b) Interest accrued on fixed deposits with bank	4.88	12.55
c) Fixed deposits with remaining maturity of more than 12 months	671.17	1,472.25
d) Pledged FDRs *	347.96	45.31
	1,376.79	1,782.31
* Pledged with sales tax authorities / UIDAI/Bank for Corporate Credit Card		
7 Deferred tax assets (net)		
Deferred tax assets (DTA) :		
Difference between book and tax depreciable assets	293.67	217.57
Expenses allowed on payment basis (Sec 43-B of Income Tax Act)	269.42	236.10
Provision for doubtful debts and others	216.08	77.66
Carried Forward Losses & Unabsorbed Depreciation	1,103.14	-
Deferred Tax on Lease Liabilities	232.89	219.30
Total deferred tax assets (A)	2,115.21	750.63
Deferred tax liabilities (DTL) :		
Total deferred tax liabilities (B)	-	-
Net deferred tax assets (A-B)	2,115.21	750.63
8 Other non-current assets		
(Unsecured, Considered good unless otherwise stated)		
a) Prepaid expenses*	60.04	67.53
b) Capital advances	15.34	83.80
c) Amount paid under protest to government authorities	10,338.06	8,276.98
	10,413.44	8,428.31
* Includes prepaid lease rent		
9 Inventories		
(As taken, valued and certified by the management)		
(At lower of cost and net realisable value)		
Stock in Trade		
-Laundry and Home care	355.13	359.57
-Personal Care	1,162.62	1,157.37
-Agriculture	69.58	158.48
-Food & Beverage	956.21	1,685.12
-Color Cosmetics and Skincare	546.34	788.01
-Nutrition , Healthcare and wellness	1,952.99	1,175.23
-Kitchen Solutions	468.92	-
-Others	698.20	507.81
	6,209.99	5,831.59
Goods in Transit	214.00	136.09
	6,423.99	5,967.68

Particulars	As at March 31, 2025	As at March 31, 2024
Financial Assets (Current)		
10 Cash and cash equivalents		
Cash in hand	4.75	1.28
Cheques in hand	-	41.33
Balance with banks		
- In current Accounts	669.07	200.78
Others		
- Gold pin	1.49	1.49
	675.31	244.88
11 Bank balances other than above		
Fixed deposits with original maturity of more than 3 months but maturing within 12 months	2,103.27	13,226.42
	2,103.27	13,226.42
12 Loans		
(Unsecured, Considered good unless otherwise stated)		
Loan to employees		
- considered good	8.65	6.68
- which have significant increase in credit risk	-	-
- credit impaired	-	-
Less: Allowances for credit losses	-	-
	8.65	6.68
13 Other financial assets		
a) Interest accrued on fixed deposits with bank	33.69	43.24
b) Security deposit		
- Considered Good	50.50	717.18
- Considered Doubtful	550.00	-
Less : Provision for doubtful advances	(550.00)	-
c) Receivable from Payment Gateways	366.54	11.60
	450.73	772.02
14 Current tax assets (net)		
Advance income tax (Net of provision of current tax ₹ Nil lakhs (previous year ₹ 41.87 lakhs)	1,448.08	1,938.10
	1,448.08	1,938.10
15 Other current assets		
(Unsecured, Considered Good unless stated otherwise)		
a) Advance against goods and services		
- Considered Good*	2,028.73	2,387.55
- Considered Doubtful	218.78	218.78
Less : Provision for doubtful advances	(218.78)	(218.78)
b) Advance to employees	12.23	11.87
c) Prepaid expenses**	208.91	213.46
d) Balance with government authorities	1,010.72	984.69
e) Balance/ Recoverable from Distribution Points (DPs)***	-	253.45
	3,260.59	3,851.02
* Includes advance to related parties (Refer Note No. 34)		
** Includes prepaid lease rent		
*** Collection made by DPs against sales		

(₹ in lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Financial Liabilities- Non Current		
18 Lease liabilities*		
A) Non current		
Lease liabilities	5,244.37	5,724.01
	5,244.37	5,724.01
B) Current		
Lease liabilities	1,347.84	1,379.42
	1,347.84	1,379.42
*Refer Note No. 41		
19 Other financial liabilities		
a) Security deposits of C & F Agents & others	28.00	28.00
b) Security deposits of Distribution Points (DPs)	2,904.46	2,800.76
	2,932.46	2,828.76
20 Provisions		
A) Long term provisions		
Provision for employee benefits*		
Provision for Gratuity	201.72	98.18
Provision for Leave Encashment	792.63	775.66
	994.35	873.84
B) Short term provisions		
Provision for employee benefits*		
Provision for Gratuity	49.07	42.81
Provision for Leave Encashment	27.09	21.45
	76.16	64.26
*Refer Note No. 35.		
Financial Liabilities- Current		
21 Trade payables		
- Total outstanding dues of Micro enterprises and Small enterprises (Refer Note No. 44)	372.92	567.89
- Total outstanding dues of creditors other than Micro enterprises and Small enterprises	9,739.81	8,414.07
	10,112.73	8,981.96
Trade payables ageing schedule		
Undisputed dues to Micro, Small & Medium Enterprises		
Less than 1 year	536.53	918.97
1-2 Years	-	-
2-3 Years	-	-
More than 3 Years	-	-
Total	536.53	918.97
Undisputed dues to others		
Less than 1 year	7,567.46	6,226.29
1-2 Years	1,033.57	761.78
2-3 Years	389.17	686.82
More than 3 Years	586.00	388.10
Total	9,576.20	8,062.99

Particulars	As at March 31, 2025	As at March 31, 2024
22 Other financial liabilities		
Capital creditors	7.16	71.80
Interest payable on security deposits	194.22	190.07
Payable to employees	407.58	366.00
Other liabilities for expenses	296.35	510.20
	905.31	1,138.07
23 Other current liabilities		
Duties, taxes and other statutory dues	388.20	820.94
Advances received from customers	306.67	862.51
Deferred revenue*	392.69	537.00
	1,087.56	2,220.45
* The deferred revenue relates to the accrual and release of customer loyalty coupons, according to the loyalty programme. As at March 31, 2025, the estimated liability towards unredeemed Loyalty Coupons amounts to ₹ 392.69 lakhs (March 31, 2024: ₹ 537.00 lakhs).		

16 Equity share capital

(₹ in lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Authorised		
6,79,98,000 (Previous year 6,79,98,000) equity shares of ₹2.50 each.	1,699.95	1,699.95
70,00,500 (Previous year 70,00,500) Non Cumulative Non Convertible Redeemable preference shares of ₹10/- each.	700.05	700.05
	2,400.00	2,400.00
Issued Subscribed and Paid up		
1,95,32,095 (Previous year 1,95,32,095) equity shares of ₹ 2.50 (Previous Year ₹ 2.50) each fully paid up	488.30	488.30
	488.30	488.30

a) Rights, preferences and restrictions attached to shares:

Equity Shares of ₹ 2.50 each

The company is having one class of issued and paid up equity share capital of par value of ₹ 2.50 per share (Paid up ₹ 2.50 each). Each holder of equity share is entitled to one vote per share. The equity share holders are eligible for dividend, if so declared. The dividend proposed by the board of directors is subject to the approval of the share holders in the ensuing annual general meeting.

In the event of liquidation of the company, the holder of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amount and the balance is distributed in proportion to the number of equity shares held by the equity share holder

b) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting year

(Shares in numbers)

Particulars	Equity Shares	
	As at March 31, 2025	As at March 31, 2024
At beginning of the year	19,532,095	19,532,095
Add:- Issued during the year	-	-
Less:- Redeemed during the year	-	-
At end of the year	19,532,095	19,532,095

c) Details of shareholders holding more than 5% shares in the company

(Shares in numbers)

Name of shareholders	As at March 31, 2025		As at March 31, 2024	
	No of shares	% age holding in the class	No of shares	% age holding in the class
Equity Shares of ₹ 2.50 each K.K. Modi Family Trust	18,579,242	95.12%	18,579,242	95.12%

d) Shareholding of promoters

(Shares in numbers)

Promoter Name	As at March 31, 2025		As at March 31, 2024		% change during the year ended March 31, 2025	% change during the year ended March 31, 2024
	No. of Shares	% of Total shares held	No. of Shares	% of Total shares held		
K.K. Modi Family Trust	18,579,242	95.12%	18,579,242	95.12%	-	-

e) Aggregate number of Share issued for consideration other than cash, Bonus Share issued and share bought back during the period of five years immediately preceding the reporting date:- NIL

17 Other Equity

(₹ in lakhs)

Other equity		Reserve and Surplus			Total
Particulars	Capital Redemption Reserve	Retained Earnings	Items of Other Comprehensive Income		
			Re-measurement (loss)/gain of the net defined benefit plans	Income tax relating to item that will not be re-classified to Statement of Profit and Loss	
As at April 1, 2023	250.00	35,413.72	(441.47)	111.11	35,333.36
Profit/ (Loss) for the year	-	(352.52)	-	-	(352.52)
Other Comprehensive Income	-	-	(54.59)	13.74	(40.85)
As at March 31, 2024	250.00	35,061.20	(496.06)	124.85	34,939.99
Profit/ (Loss) for the year	-	(4,019.44)	-	-	(4,019.44)
Other Comprehensive Income	-	-	(161.94)	40.76	(121.18)
As at March 31, 2025	250.00	31,041.76	(658.00)	165.61	30,799.37

Nature and purpose of Reserves

Retained Earnings- represents the profit that the company has earned till date, less any transfer to general reserve if any

Capital Redemption Reserve- represents the statutory reserve created at the time of redemption of Preference Share Capital, which can be applied for issuing fully paid-up bonus shares.

Items of Other Comprehensive Income (OCI) - represents the remeasurement gain/loss on defined benefit plans and fair value gain on equity instrument measured through fair value through OCI, if any

(₹ in lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
24 Revenue from operations		
Sales of Products		
-Laundry and Home care	7,456.61	8,340.69
-Personal Care	19,349.09	20,358.08
-Agriculture	4,952.04	4,831.29
-Food & Beverage	16,120.29	16,710.76
-Color Cosmetics and skincare	8,874.23	9,966.92
-Nutrition , Healthcare and wellness	28,030.01	26,947.62
-Kitchen Solutions	102.65	-
-Others	2,303.80	2,847.12
Revenue as per contracted price	87,188.72	90,002.48
Less: Deferred revenue of unredeemed Loyalty Coupons at the end of the year	(392.69)	(537.00)
	86,796.03	89,465.48
Other Operating revenues		
Liabilities no longer required written back	1,927.20	2,337.17
Miscellaneous Income	102.49	80.05
	88,825.72	91,882.70
25 Other income		
Interest income on fixed deposits	643.16	945.64
Interest income on loan	2.82	2.20
Foreign exchange gain (net)(PY ₹ 400)	0.05	0.00
Interest income on Income tax refund	19.78	-
Fair Value gain on mutual fund investments	-	3.36
Net gain on sale of current investments	154.80	251.39
Unwinding of interest on security deposits	24.57	22.91
Gain on termination of lease	35.02	-
Profit on sale of property, plant & equipment (net)	-	6.94
	880.20	1,232.44
26 Purchases of stock in trade		
-Laundry and Home care	2,776.79	2,956.49
-Personal Care	7,742.28	8,035.40
-Agriculture	1,216.58	1,159.60
-Food & Beverage	11,104.50	11,792.04
-Color Cosmetics and skincare	1,924.36	2,036.84
-Nutrition , Healthcare and wellness	7,365.78	6,451.65
-Kitchen Solutions	499.73	-
-Others	1,374.13	1,092.11
-Goods in Transit	214.00	136.09
	34,218.15	33,660.22
27 Changes in inventories of stock-in-trade		
Opening stock	5,967.68	7,317.31
Less:- Closing stock	6,423.99	5,967.68
(Increase) /Decrease in stock-in-trade	(456.31)	1,349.63
28 Employee benefits expenses		
Salaries, wages, allowances, etc.	6,729.66	6,053.80
Contribution to provident and other funds	536.33	487.89
Employees welfare and other benefits*	82.77	842.73
	7,348.76	7,384.42
* Includes employee's training & conference of ₹ Nil (PY ₹ 762.39 lakhs) .		

(₹ in lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
29 Finance costs		
Interest expense on:		
- Others	200.72	205.59
- Lease liabilities	459.97	525.69
	660.69	731.28
30 Depreciation and amortisation expenses		
Depreciation on property, plant & equipment	797.28	710.32
Depreciation on Right of use assets	1,445.73	1,387.78
Amortisation on intangible assets	101.33	21.26
	2,344.34	2,119.36
31 Other expenses		
Packing & other material consumed	582.44	500.27
Freight & Cartage (Net of Recovery)	3,669.55	3,346.87
Marketing Expenses	736.93	427.12
Communication & Customer Related Expenses	237.09	289.66
Distributor Related Expenses	995.37	509.89
Sales Promotion Expenses	2,395.70	1,280.06
Warehouse/ C&F agents expenses	2,146.59	2,360.17
Rent	95.70	101.68
Postage , Telephone & Email Expenses	57.09	77.43
Information & Technology Expenses	840.78	927.33
Travelling & conveyance expenses*	819.99	520.59
Insurance	50.67	42.77
Legal, Professional & Consultancy Charges	1,172.01	739.66
Office & Stores maintenance expenses	384.27	302.53
Rates & taxes	6.30	10.43
Electricity & water charges	184.70	162.45
Bonus to consultants	31,213.09	31,354.13
DP Commission	3,487.40	3,768.10
Property, plant & equipment written off	3.68	2.11
Loss on Sale of Property Plant & Equipment	0.60	-
Fair value gain reversal on mutual fund investments	23.71	-
Provision for doubtful advances/Security Deposit	550.00	3.75
Payment collection charges	621.82	770.00
CSR expenses (Refer note no. 47)	88.55	228.81
Miscellaneous expenses	580.51	537.57
	50,944.54	48,263.38
(*includes sponsorship of travel & related expenses of ₹.Nil lakhs (PY ₹ 38.53 lakhs)		
32 Earnings per share (Basic / Dilutive)		
Net profit as per statement profit and loss	(4,019.44)	(352.52)
Net profit attributable to equity shareholders	(4,019.44)	(352.52)
Weighted average number of equity shares outstanding during the year	195.32	195.32
Nominal value of ₹ 2.50 each (Previous year ₹ 2.50 each)		
Earning per share		
- Basic	(20.58)	(1.80)
- Dilutive	(20.58)	(1.80)

(₹ in lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
33 Contingent liabilities and commitments (As certified by the management) A. Contingent Liability (a) Claims against the company not acknowledged as debt Disputed matters under litigation (Refer Note No. 8 (c) for amount paid under protest) --- VAT 11.37 74.56 --- Entry Tax 65.08 65.08 --- Goods and Services Tax 100.77 39.25 --- Income Tax* 109,811.96 97,211.06 (The Company has gone in appeal in the matter of VAT / Entry tax / Goods & Services Tax / Income Tax demands/assessments of various financial years. The management is of the view, based on judicial pronouncements, that the Company's claim is likely to be accepted by appellate authorities and management believes that there will not be any material liability thereon). B. Capital Commitments Estimated Amounts of contracts remaining to be executed on -Capital account and not provided For 10.55 111.68 * Income Tax Matters: Company has received demand notices under section 143(3) and 153C of Income Tax Act, 1961, majorly pertaining to disallowance of certain expenses for the period AY 2014-15 to AY 2023-24 which are presently pending before CIT(A). The Company has deposited ₹ 10312.56 lakhs (Previous year ₹ 8227.52 lakhs) under protest against the aforesaid demands.		

34 Related Party Disclosures (As identified and certified by the management)

In accordance with the requirements of Ind AS 24, on related party disclosures, name of the related party, relationship, transactions and outstanding balances including commitments where control exists and with whom transactions have taken place during reported periods are as follows:

(i) Name of related parties and nature of related party relationships:

Description of relationship	Names of related parties
Parties having control over enterprise	K.K. Modi Family Trust
Enterprise where control exist	None
Investing Party of which Enterprise is an associate	None
Key Management Personnel (KMP)	Mr. Samir Krishan Modi (Managing Director)
	Ms. Jayati Modi (Whole time Director w.e.f. 09.11.2023)
	Ms. Shikha Sharma (Company Secretary)
Relatives of Key Management Personnel	Mrs. Bina Modi (Mother of Mr. Samir Krishan Modi) (Director upto 27.02.2024)
	Ms. Jayati Modi (Daughter of Mr. Samir Krishan Modi) (Additional Director w.e.f. 07.08.2023 till 08.11.2023)
	Ms. Vedika Modi (Daughter of Mr. Samir Krishan Modi) (Additional Director w.e.f. 21.12.2023)
Enterprise over which Key Management Personnel and their relatives are able to exercise significant influence with whom company had transactions	Godfrey Phillips India Limited
	Colorbar Cosmetics Private Limited
	Indofil Industries Limited
	Beacon Travels Private Limited
	Bina Fashion and Food Private Limited
	BB Twenty Three Global Private Limited
	Poshn Juiceworks Private Limited
	Modicare Foundation
	Modiway Lifestyle Private Limited

(ii) Disclosure of transactions between company and the related parties during the year:

Nature of Transactions	For the year ended March 31, 2025	For the year ended March 31, 2024
Purchase of goods		
Colorbar Cosmetics Private Limited	1,048.62	1,049.03
Indofil Industries Limited	372.04	412.63
Poshn Juiceworks Private Limited	-	44.16
Modiway Lifestyle Private Limited	2,425.20	-
Purchase of capital assets		
BB Twenty Three Global Private Limited	4.02	8.55
Receiving of Services		
Beacon Travels Private Limited	-	0.99
Godfrey Phillips India Limited	210.58	224.35
Colorbar Cosmetics Private Limited	0.66	1.38
Bina Fashion and Food Private Limited	3.99	3.50
BB Twenty Three Global Private Limited	0.73	-
Sponsorship for travel & related expenses		
Ms. Jayati Modi	-	21.34
Ms. Vedika Modi	-	17.19
Sale of goods		
Godfrey Phillips India Limited	3.51	14.90
Colorbar Cosmetics Private Limited	0.50	-
Investment made		
Colorbar Cosmetics Private Limited	2,000.00	-
Modiway Lifestyle Private Limited	2,500.00	-
Receiving of services (Remuneration paid to KMP)		
Ms. Jayati Modi (Refer foot Note 3 below)	118.10	29.64
Ms. Shikha Sharma	51.85	43.79
Contribution made towards CSR Expenditure		
Modicare Foundation (read with note no 47)	215.36	255.95

(iii) Disclosure of balance outstanding at year end

Nature of Transactions	As at March 31, 2025	As at March 31, 2024
Payables/(Receivables) (including Provisions)		
Godfrey Phillips India Limited	-	3.04
Indofil Industries Limited	-	65.89
Bina Fashion and Food Private Limited	0.35	0.22
Colorbar Cosmetics Private Limited	(1,169.16)	(1,183.07)
Poshn Juiceworks Private Limited	(16.84)	(16.84)
BB Twenty Three Global Private Limited	-	10.09
Modiway Lifestyle Private Limited	1,273.68	-

Notes

1) Above figures are exclusive of taxes.
2) Having Regard to the relationship with Related parties and the nature of arrangements, the company's Management believes that the above arrangements are on the arms length principle.

3) Remuneration amounting to Rs. 118.10 lakhs paid to one of the executive directors includes incremental remuneration of Rs. 15.61 lakhs as per the approval granted by Board of Directors in its meeting held on 4th December 2024. The incremental remuneration is subject to shareholders approval in the ensuing annual general meeting.

35 Employee Benefits

The disclosures required under Ind AS 19 "Employee Benefits" notified in the Companies (Indian Accounting Standards) Rules, 2015 are as given below:

A Defined Contribution Plans

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards provident fund which are defined contribution plans. The Company has no obligation other than to make the specified contributions. The contributions are charged to the Statement of Profit and Loss as they accrue. The amount recognised as an expense towards contribution to these funds for the year aggregate to ₹ 345.75 lakhs (previous year ₹ 313.78 lakhs) and is included under the head "Contribution to provident & other funds" under "Employee benefits expense" in note 28.

B Defined Benefit Plans

The employees' gratuity fund scheme managed by a trust is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is recognized in the same manner as gratuity.

(i) Gratuity - Defined Benefit Plan

Particulars	Gratuity		Leave Encashment(Non- funded)	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Fair value of plan assets as at the end of the year	1,534.89	1,315.40	-	-
Present Value of Obligation as at the end of the year	1,785.68	1,456.39	819.72	797.11
Funded Status [surplus/(Deficit)]	(250.79)	(140.99)	(819.72)	(797.11)
Net Assets/(Liability) Recognized in Balance Sheet	(250.79)	(140.99)	(819.72)	(797.11)
Current	49.07	42.81	27.09	21.45
Non-Current	201.72	98.18	792.63	775.66

ii) Reconciliation of the net defined benefit (asset) liability and other long term employee benefit plan

	Gratuity		Leave Encashment(Non- funded)	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Present Value of Obligation at the beginning of the year	1,456.39	1,248.39	797.11	690.62
Past Service Cost	-	-	-	-
Current Service Cost	173.15	151.98	143.57	144.71
Interest Cost	104.28	92.13	57.07	50.97
Benefit Paid/Adjusted	(128.38)	(107.43)	(120.79)	(36.94)
Remeasurement-actuarial loss (gain) arising from:	180.25	71.31	(57.24)	(52.25)
- Change in demographic assumptions	-	-	-	-
- Change in financial assumptions	46.34	25.47	26.97	16.90
- Experience variance (i.e actual experience vs assumptions)	133.91	45.84	(84.21)	(69.15)
Present Value of Obligation as at the end of the year	1,785.68	1,456.39	819.72	797.11

iii) Reconciliation of fair value of plan assets

Particulars	Gratuity	
	As at March 31, 2025	As at March 31, 2024
Fair value of plan assets at the beginning of the year	1,315.40	1,041.79
Expected Return on Plan Assets	94.24	76.89
Employer contributions	107.00	180.00
Actuarial gain/ (loss) on Plan assets	18.31	16.72
Benefit Paid	-	-
Other Adjustments	(0.06)	-
Fair value of plan assets at the end of the year	1,534.89	1,315.40
Actual return on plan assets	112.55	93.60

iv) Expenses recognised in the Statement of Profit & Loss

Particulars	Gratuity		Leave Encashment(Non- funded)	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Current Service Cost	173.15	151.98	143.57	144.71
Past service cost	-	-	-	-
Interest Expense or Cost	104.28	92.13	57.07	50.97
Expected return on plan assets	(94.24)	(76.89)	-	-
Other Adjustments	0.06	-	-	-
Net actuarial (gain)/ loss recognized in the period	-	-	(57.24)	(52.25)
Total Amount Recognised in the Statement of Profit & Loss	183.25	167.23	143.40	143.43

The company's best estimate for the next annual reporting year for gratuity expenses is ₹ 213.75 lakhs (previous year ₹ 180.22 lakhs) & for leave encashment is ₹ 205.68 lakhs (previous year ₹ 203.29 lakhs)

v) Other Comprehensive Income

Particulars	Gratuity	
	As at March 31, 2025	As at March 31, 2024
Actuarial gain / (loss) for the period- obligation	(180.25)	(71.31)
Actuarial gain / (loss) for the period- plan assets	18.31	16.72
Total Amount Recognised in the Other Comprehensive Income	(161.94)	(54.59)

vi) Principal Actuarial Assumptions

Particulars	Gratuity		Leave Encashment(Non- funded)	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Mortality Table	100% IALM (2012 - 14)	100% IALM (2012 - 14)	100% IALM (2012 - 14)	100% IALM (2012 - 14)
Discounting Rate (Per Annum)	6.81%	7.16%	6.81%	7.16%
Expected rate of increase in salary (Per Annum)	7.50%	7.50%	7.50%	7.50%
Expected rate of return on planned assets (Per Annum)	6.81%	7.16%	-	-
Retirement Age	58 years	58 years	58 years	58 years
Withdrawal Rate	Age upto 30 – 15%, 31 to 44 – 4%, Above 44 – 1%		Age upto 30 – 15%, 31 to 44 – 4%, Above 44 – 1%	

Amount recognized as an expense and included in the Note No. 28 item "Contribution to Provident and other Funds" includes ₹ 183.25 lakhs (P/Y ₹ 167.23 lakhs) for gratuity and "Salaries, Wages, Bonus & Gratuity etc." includes ₹ 143.40 lakhs (PY ₹ 143.43 lakhs) for leave encashment.

The estimate of rate of escalation in salary, considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

The principal assumptions are the discount rate & salary growth rate. The discount rate is generally based upon the market yields available on Government bonds at the accounting date with a term that matches that of the liabilities.

vii) Sensitivity Analysis

The sensitivity analysis of significant actuarial assumptions at the end of reporting period is shown below:

Particulars	Gratuity		Leave Encashment(Non- funded)	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Discount Rate				
Impact due to increase of 0.50%	(66.34)	(57.15)	(38.09)	(37.66)
Impact due to decrease of 0.50%	70.48	60.71	41.16	40.53
Salary Escalation Rate				
Impact due to increase of 0.50%	69.68	60.22	40.53	40.09
Impact due to decrease of 0.50%	(66.23)	(57.24)	(38.05)	(37.69)

viii) Major categories of plan assets for gratuity as a percentage of the fair value of total plan assets

Particulars	As at March 31, 2025	As at March 31, 2024
Funds managed by insurer	100%	100%
Total	100%	100%

ix) Investment details

All investments are made with trust.

x) Maturity Profile of Defined Benefit Obligation

The table below summarises the maturity profile and duration:

Particulars	Gratuity		Leave Encashment(Non- funded)	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Within 1st year	49.07	42.81	27.09	21.45
2nd to 6th year	639.17	428.98	254.26	227.03
Above 6th year	1,097.44	984.60	538.37	548.64

36 Fair Value of Financial Assets and Liabilities:

Class wise composition of carrying amount and fair value of financial assets and liabilities that are recognised in the financials statements is given below:

	Carrying amount			Fair Value			
	Amortised Cost (AC)	At fair value through profit & loss (FVTPL)	At fair value through Other Comprehensive Income (FVTOCI)	Level 1	Level 2	Level 3	Total
As at March 31, 2025							
Financial Assets							
-Investment	-	16,535.17	-	1,023.41	15,504.52	7.24	16,535.17
- Cash and Cash Equivalents	675.31	-	-	-	-	-	-
- Other Bank Balances	2,103.27	-	-	-	-	-	-
- Loans	45.86	-	-	-	-	-	-
- Other Financial Assets	1,827.52	-	-	-	-	-	-
Financial Liabilities							
-Lease Liabilities	6,592.21	-	-	-	-	-	-
- Trade Payables	10,112.73	-	-	-	-	-	-
- Other Financial Liabilities	3,837.77	-	-	-	-	-	-

	Carrying amount			Fair Value			
	Amortised Cost (AC)	At fair value through profit & loss (FVTPL)	At fair value through Other Comprehensive Income (FVTOCI)	Level 1	Level 2	Level 3	Total
As at March 31, 2024							
Financial Assets							
-Investment	-	11,832.68	-	820.92	11,004.52	7.24	11,832.68
-Cash and Cash Equivalents	244.88	-	-	-	-	-	-
- Other Bank Balances	13,226.42	-	-	-	-	-	-
- Loans	41.72	-	-	-	-	-	-
- Other Financial Assets	2,554.33	-	-	-	-	-	-
Financial Liabilities							
-Lease Liabilities	7,103.43	-	-	-	-	-	-
- Trade Payables	8,981.96	-	-	-	-	-	-
- Other Financial Liabilities	3,966.83	-	-	-	-	-	-

The following methods and assumptions were used to estimate the fair values:

i) The Company maintains policies and procedures to value Financial Assets & Financial Liabilities using the best and most relevant data available. The Fair Values of the Financial Assets and Liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

ii) The Company has disclosed financial instruments such as cash and cash equivalents, other bank balances, loans, investment in preference shares, other financial assets, borrowings, trade payables and other financial liabilities at carrying value because their carrying amounts are a reasonable approximation of the fair values due to their short term nature. Investment in mutual fund are recognised at fair value through P&L based on the quoted NAVs.

Fair Value Hierarchy

All financial assets and liabilities for which fair value is measured in the financial statements are categorised within the fair value hierarchy, described as follows: -

Level 1 - Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable, either directly or indirectly:-

Level 3 - If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

There has been no transfer among levels 1, 2 and 3 during the year ended March 31, 2025 and/or March 31, 2024

37 Financial Risk Management

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's activities are exposed to a variety of financial risks from its operations. The Company's principal financial liabilities comprise of Trade Payables, Security Deposit and Other Financial Liabilities. The main purpose of these financial liabilities is to finance the Company's operations and to support its operations. The Company's financial assets include Cash and Cash equivalents, Security Deposit and Other Financial Assets that derive directly from its operations. The key financial risks include market risk (interest rate risk & foreign currency risk), credit risk and liquidity risk.

A Market Risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from change in the price of a financial instrument. The value of a financial instrument may change as a result of change in the interest rates, foreign currency exchange rates, equity prices and other market changes may affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments, security deposit, payables and loans and borrowings. The key market risk includes interest rate risk and foreign currency risk.

i) Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Any changes in the interest rates environment may impact future rates of borrowing. The Company regularly scans the Market & Interest Rate Scenario to find appropriate Financial Instruments & negotiates with the Lenders in order to reduce the effect Cost of Funding. The Company does not have any borrowing as on reporting date and thus is not exposed to the interest rate risk.

ii) Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The company incurs some expenses and purchases stock in trade in foreign currency but does not have substantial foreign currency exposure at any particular point of time.

The company's exposure to foreign currency risk on account of payables and receivables not hedged by derivative instrument are as follows:

Particulars	As at March 31, 2025	Amount (₹ In Lakhs)	As at March 31, 2024	Amount (₹ In Lakhs)
	Amount (Foreign Currency)		Amount (Foreign Currency)	
Assets				
- USD	0.03	2.63	0.21	16.30
- EURO	0.18	16.91	1.24	110.98
Liabilities				
- USD	0.12	10.26	0.13	10.65
- EURO	-	-	0.16	13.98

Foreign Currency Sensitivity: The following table demonstrates the sensitivity to a reasonably possible change in interest rates on financial assets affected. With all other variables held constant, the Company's profit / (Loss) before tax is affected through the impact on finance cost with respect to borrowing, as follows:

Change in Currency Exchange Ratio	Effect on Profit/(loss) before tax for the year ended March 31, 2025		Effect on Profit/(loss) before tax for the year ended March 31, 2024	
	Increase	Decrease	Increase	Decrease
by 25 Basis Points	(0.02)	0.02	0.01	(0.01)
by 25 Basis Points	0.04	(0.04)	0.24	(0.24)

B Credit Risk

Credit Risk arises from the possibility that counter party may not be able to settle their obligations as agreed. The Company is as such not exposed to any significant credit risk from its operating activities (primarily receivables from payment gateways) since the Company makes sales against advance receipts only. Amounts receivable from the payment gateways gets settled in 4-5 days after year end. Credit risk arising from balances with banks is limited and there is no collateral held against these because the counter parties are banks and recognised financial institutions with high credit ratings. Credit Risk refers to the risk that a counterparty may default on its contractual obligations leading to a financial loss to the Company. Credit risk primarily arising from Other Financial Assets are measured at amortised cost.

C Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due.

The Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Company manages the liquidity risk by maintaining adequate funds in cash and cash equivalents.

i) Maturities of Financial Liabilities

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Particulars	Carrying Amount	Less Than 1 Year	1-3 Years	More Than 3 Years	Total
As at March 31, 2025					
Trade Payables	10,112.73	10,112.73	-	-	10,112.73
Lease Liabilities	6,592.21	1,347.84	2,137.71	3,106.66	6,592.21
Other financial liabilities	3,837.77	905.31	-	2,932.46	3,837.77
Total	20,542.71	12,365.88	2,137.71	6,039.12	20,542.71
As at March 31, 2024					
Trade payables	8,981.96	8,981.96	-	-	8,981.96
Lease Liabilities	7,103.43	1,379.42	2,077.51	3,646.50	7,103.43
Other financial liabilities	3,966.83	1,138.07	-	2,828.76	3,966.83
Total	20,052.22	11,499.45	2,077.51	6,475.26	20,052.22

38 Capital risk management

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company's primary objective when managing capital is to ensure that it maintains an efficient capital structure and healthy capital ratios and safeguard the Company's ability to continue as a going concern in order to support its business and provide maximum returns for shareholders.

Modicare Limited

Notes to the financial statements as at and for the year ended March 31, 2025

(All Amount in ₹ lakhs, except otherwise stated)

39 Income Tax Expenses

The major components of income tax expenses are as follows:-

A Amounts recognized in Statement of Profit and Loss

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Statement of Profit and loss		
Current Tax	-	41.87
Deferred Tax - Relating to origination and reversal of temporary differences	(1,323.82)	(83.79)
Tax Adjustments for earlier Year	(10.99)	1.29
Income tax expense reported in the statement of profit or loss	(1,334.81)	(40.63)

B Income Tax recognised in other comprehensive Income

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Income tax relating to items that will not be reclassified to profit or loss	40.76	13.74

C Reconciliation of effective tax rate

Numerical reconciliation of tax expense applicable to profit before tax at the latest statutory enacted tax rate in India to income tax expense reported is as follows:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Net income before taxes	(5,354.25)	(393.15)
Enacted tax rates	25.17%	25.17%
Income tax expenses at applicable Statutory Income tax rate @ 25.168%	(1,347.55)	(98.95)
Increase/(reduction) in taxes on account of:		
Tax effect on expenses recognized on fair valuation basis and not deductible in determining taxable profit	19.46	36.00
Effect of expenses that are not deductible in determining taxable profit	22.70	57.60
Deferred Tax Assets created on lease liability and Right to use Assets	(13.59)	(36.57)
Income tax for earlier years	(10.99)	1.29
Differential tax rate on capital gain on sale of Investment	-	-
Other adjustment related to earlier year	(4.84)	-
Reported Income Tax Expense	(1,334.81)	(40.63)
Effective tax Rate	24.93%	10.33%

(All Amount in ₹ lakhs, except otherwise stated)

D Deferred Tax Asset / (Liabilities)

The Company estimates the deferred tax charge/ credit using the applicable rate of taxation based on the impact of timing difference between financial statements and estimated taxable income for the current year. The components of the deferred tax balance are as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
Deferred tax asset		
Difference between written down value of fixed assets as per Companies Act, 2013 and Income-tax Act, 1961.	293.67	217.57
Provision for gratuity	63.12	35.48
Provision for leave encashment	206.30	200.62
Provisions for doubtful Advances/Security Deposit	216.08	77.66
Carried Forward Losses & Unabsorbed Depreciation	1,103.15	-
Lease Liabilities	1,659.13	1,787.79
Total Deferred tax asset	3,541.45	2,319.12
Deferred tax liabilities		
Right of Use Assets	1,426.24	1,568.49
Deferred tax liabilities	1,426.24	1,568.49
Net deferred tax asset / (liability)	2,115.21	750.63
Deferred Tax Asset / (Liability) recognised	2,115.21	750.63

E Movement in Deferred tax

Particulars	Balance as at April 1, 2024	Movement during the Year - P&L	Movement during the Year-OCI	Balance as at March 31, 2025
Related to Property Plant and Equipment	217.57	76.10	-	293.67
Provision for Leave Encashment, Gratuity, variable performance payout & Bonus	236.10	(7.44)	40.76	269.42
Carried Forward Losses & Unabsorbed Depreciation	-	1,103.15	-	1,103.15
ROU Assets and Lease Liabilities	219.31	13.58	-	232.89
Allowances for Doubtful Debts	77.65	138.43	-	216.08
Total	750.63	1,323.82	40.76	2,115.21

Particulars	Balance as at April 1, 2023	Movement during the Year in P&L	Movement during the Year in OCI	Balance as at March 31, 2024
Related to Property Plant and Equipment	167.85	49.72	-	217.57
Provision for Leave Encashment, Gratuity, variable performance payout & bonus	225.81	(3.45)	13.74	236.10
ROU Assets and Lease Liabilities	182.73	36.58	-	219.31
Allowances for Doubtful Debts	76.71	0.94	-	77.65
Total	653.10	83.79	13.74	750.63

40 Disclosures as per Indian Accounting Standard (IND AS) 115 'Revenue from contracts with customers'

A Disaggregation of revenue

The Company has performed a disaggregated analysis of revenues considering the nature, amount, timing and uncertainty of revenues. This includes disclosure of revenues by geography and timing of recognition.

(All Amount in ₹ lakhs, except otherwise stated)

For the year ended March 31, 2025

Revenue from operations	Goods	Other operating revenue*	Total
Revenue by geography			
Domestic	86,796.03	102.49	86,898.52
Export	-	-	-
Total	86,796.03	102.49	86,898.52
Revenue by time			
Revenue recognised at point in time	-	-	86,898.52
Revenue recognised over time	-	-	-
Total	-	-	86,898.52

For the year ended March 31, 2024

Revenue from operations	Goods	Other operating revenue*	Total
Revenue by geography			
Domestic	89,465.48	80.05	89,545.53
Export	-	-	-
Total	89,465.48	80.05	89,545.53
Revenue by time			
Revenue recognised at point in time	-	-	89,545.53
Revenue recognised over time	-	-	-
Total	-	-	89,545.53

* Other operating revenue amounting to ₹ 1927.20 Lakhs (PY ₹ 2337.17 Lakhs) liabilities/provisions no longer required written back & Provision written back is not in the scope of Ind AS 115 'Revenue from contracts with customers'. Hence, not included in the table.

B Revenue recognised in relation to contract liabilities

Ind AS 115 also requires disclosure of 'revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period' and 'revenue recognised in the reporting period from performance obligations satisfied (or partially satisfied) in previous period's. Same has been disclosed as below:

Description	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period	862.51	1,294.35
Revenue recognised in the reporting period from performance obligations satisfied (or partially satisfied) in previous periods	-	-

C Assets and liabilities related to contracts with customers

Description	As at March 31, 2025		As at March 31, 2024	
	Current	Non Current	Current	Non Current
Contract assets related to sale of goods	-	-	-	-
Contract liabilities related to sale of goods				
Advance from customers	306.67	-	862.51	-
Deferred Revenue	392.69	-	537.00	-

D Reconciliation of revenue recognised in Statement of Profit and Loss with Contract price

Description	For the year ended March 31, 2025	For the year ended March 31, 2024
Contract price	87,188.72	96,002.48
Less: Deferred revenue of unredeemed Loyalty Coupons at the end of the year	(392.69)	(537.00)
Revenue from operation as per statement of profit and loss	86,796.03	89,465.48

(All Amount in ₹ lakhs, except otherwise stated)

41 Leases

Particulars	As at March 31, 2025	As at March 31, 2024
The company has applied Ind AS 116 using the modified retrospective approach, details of which are as under:		
A The movement in carrying value of Right of Use Assets is as follows:		
Balance recognised at the beginning	6,232.06	6,371.72
Additions	1,110.86	1,248.12
Deletions	(230.33)	-
Depreciation	(1,445.73)	(1,387.78)
Balance at the end	5,666.86	6,232.06
B The movement in lease liabilities is as follows:		
Balance recognised at the beginning	7,103.43	7,097.77
Additions	1,110.84	1,243.12
Finance cost accrued during the year	459.97	525.69
Deletions	(265.34)	-
Payment of lease liabilities	(1,816.69)	(1,763.15)
Balance at the end	6,592.21	7,103.43
The details of the contractual maturities of lease liabilities on discounted basis are as follows:		
Less than one year	1,347.84	1,379.42
One to three years	2,137.71	2,077.51
More than three years	3,106.66	3,646.50
Total lease liabilities	6,592.21	7,103.43
Breakup of lease liabilities		
Non Current	5,244.37	5,724.01
Current	1,347.84	1,379.42
C The details of the contractual maturities of lease liabilities on undiscounted basis are as follows:		
Less than one year	1,765.84	1,832.58
One to five years	4,440.40	4,764.21
More than five years	2,086.59	2,480.04
	8,292.83	9,076.83
D Charge on statement of Profit & loss are as follows:		
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Depreciation on right of use assets	1,445.73	1,387.78
Interest on lease liabilities	459.97	525.69
	1,905.70	1,913.47
E Expenses relating (excluding taxes) to short-term leases of low value assets: ₹ 71.51 lakhs (PY ₹ 77.70 lakhs).		

42 Disclosure w.r.t analytical ratios

Sl. No.	Ratio	Numerator	Denominator		2024-25	2023-24	% variance	Reason for variance
1	Current Ratio	Current Assets	Current Liabilities	Times	1.14	1.95	-42%	Change due to decreased in FDR balances
2	Debt-Equity Ratio	Total Debt	Shareholder's Equity	Times			0%	NA
3	Debt Service Coverage Ratio	PAT+Depreciation / Amortisation +Interest+PPE written off+/- IndAS adjustments	Interest + Principal repayments of Current Maturity of Long term borrowings+ Lease payments (due over next one year)	Times	NA	NA	NA	NA
4	Return on Equity	Net Profit after tax	Average Shareholder's Equity	% age	-12.0%	-1.0%	1118%	Change due to increase in losses
5	Inventory Turnover	Net Sales	Average Inventory	Times	14.07	13.55	4%	NA
6	Trade receivables Turnover	Net Sales	Average trade receivables	NA	NA	NA	NA	NA
7	Trade payables Turnover	Net purchases	Average Trade payables	Times	3.58	2.86	25%	Change due to decrease in average trade payable
8	Net Capital Turnover	Net Sales	Working Capital	Times	46.76	6.90	578%	Change due to decreased in FDR balances
9	Net Profit ratio	Net Profit after tax	Net Sales	% age	-4.6%	-0.4%	1077%	Change due to increase in losses
10	Return on Capital Employed	EBIT	Average Capital employed (Tangible Networth+Total Debt+Deferred tax liability)	% age	-14.1%	1.0%	-1583%	Change due to increase in losses
11	Return on Investments	Income generated through investments	Average investments	NA	NA	NA	NA	NA

43 Payment to Auditors (Exclusive of applicable GST):

S. No	Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
i)	As auditors	21.00	21.00
ii)	For tax audit	4.00	4.00
iii)	For other services	7.30	7.30
iv)	Reimbursement of expenses	0.56	-
Total		32.86	32.30

- 44 As required by section 22 of Micro, Small and Medium Enterprises Development Act, 2006 the following information is disclosed to the extent parties have been identified (as certified by the management) on the basis of information available with the Company. Accordingly, there is no overdue amount of such parties.

S. No.	Particulars (as certified by the management)	For the year ended March 31, 2025	For the year ended March 31, 2024
A	(i) Principal amount remaining unpaid to supplier at the end of the year	536.53	918.97
	(ii) Interest on A(i) above	-	-
B	(i) The amount of principal paid beyond the appointed date	-	-
	(ii) The amount of interest paid beyond the appointed date	-	-
C	Amount of interest due and payable on delayed payments	-	-
D	Amount of interest accrued and due at the end of the year	-	-
E	Amount of further interest remaining due and payable even in succeeding (in case of entities registered prior to 31st March, 2008)	-	-
F	Total outstanding dues to micro and small enterprises	-	-

- 45 (i) Balances of certain payables (including of MSME), commission/incentives payable and advances received from customers are in process of confirmation / reconciliation. The management is confident that on final confirmation/verification there will not be material impact on state of affairs and profit for the year.
- (ii) During the year, the Company based on its own assessment and as per the past practice, has written back liability provided till 31st March 2024, on account of incentives payable to certain consultants, amounting to ₹ 1250.16 lakhs (Previous year ₹ 2012.93 lakhs). However, confirmation/ settlement are presently pending with consultants and liability, if any, will be accounted for as and when paid/ finally settled.

46 Segment information:

(i) Information about Business Segment

The Company is engaged in trading of goods and has only one reportable business segment i.e. Trading of goods and allied business activities; hence segment reporting under Ind AS 108 is not applicable.

(ii) Secondary Segments (Geographical Segment)

Revenue	For the year ended March 31, 2025	For the year ended March 31, 2024
Within India	88,825.72	91,882.70
Outside India	-	-
Total	88,825.72	91,882.70

All non current assets of the Company are located in India .

No customers have revenues exceeding 10% of total revenue.

- 47 As per section 135 of the Companies Act, 2013, amount required to be spent by the Company on Corporate Social Responsibility (CSR) during the year ended March 31, 2025 is of ₹ 88.55 lakhs (Previous year ₹ 228.81 lakhs). The Company has contributed an amount of ₹ 88.55 lakhs (Previous year ₹ 102.00 lakhs) during the year ended March 31, 2025 towards CSR expenditure through an implementing agency engaged in multifarious activities in the field of social development, Health, Education, Empowerment of women groups etc. Details of contributions made are as follows:

S. No.	Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
1)	Amount required to be spent by the Company during the year	88.55	228.81
2)	Add: Unspent amount carried forward from previous year	126.81	153.95
3)	Total amount required to be spent by the Company during the year	215.36	382.76
4)	Amount Spent/provision made during the year:		
a)	Amount spent in cash through implementing agency:-		
	Promoting education & enhancing vocational skills	215.36	255.95
b)	Amount yet to be spent in cash for ongoing projects (provision taken)		
	Promoting education & enhancing vocational skills	-	126.81
5)	Total unspent amount at year end	-	126.81
6)	Amount deposited in unspent CSR bank account by Company as per the requirements of Section 135 (6) of Companies Act, 2013.	-	126.81

- 48 The Company, as part of its business plan/ Sales Scheme, provides Loyalty Coupons to its eligible/ qualifying consultants on the completion of certain conditions over specified period as per the plan/ scheme which entitles them to redeem the aforesaid Loyalty Coupons to buy/ purchase goods in the subsequent period at discounted prices. Inputs to the model include making assumptions about expected redemption rate basis the Company's historic trends of redemption and expiry period of the Loyalty Coupons and such estimates are subject to uncertainty. As at March 31, 2025, the estimated liability towards unredeemed Loyalty Coupons amounts to ₹ 392.69 lakhs (March 31, 2024: ₹ 537.00 lakhs).
- 49 (a) During the year, the Company has made further investment of ₹ 2,000 lakhs in 2,00,00,000 Nos. of 8% Non-Cumulative Non-Convertible Redeemable Preference shares of Colorbar Cosmetics Private Limited having par value of ₹ 10/- each. The shares does not carry any voting rights and have the priority with respect to payment of dividend. Further, shares are redeemable at par at the option of the issuer within a period of 20 years from the date of issue.
- (b) During the year, the Company has made investment of ₹ 2,500 lakhs in 2,50,00,000 Nos. of 8% Non-Cumulative Non-Convertible Redeemable Preference shares of Modiway Lifestyle Private Limited having par value of ₹ 10/- each. The shares does not carry any voting rights and have the priority with respect to payment of dividend. Further, shares are redeemable at par at the option of the issuer within a period of 20 years from the date of issue.

Modicare Limited

Notes to the financial statements as at and for the year ended March 31, 2025

50 Other Regulatory information

- a) The Company does not have any benami property, and no proceeding has been initiated or pending against the Company for holding any benami property.
- b) The Company does not have any transaction with companies which are struck off.
- c) The Company does not have any charge or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period.
- d) The Company has not traded or invested in crypto currency or virtual currency during the financial year.
- e) The Company has not advanced or loaned or invested funds to any other person(s) or entity (ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - i) 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
 - ii) Provide any Guarantee, Security, or the like to or on behalf of the ultimate beneficiaries.
- f) The Company has not received any fund from any Person(s) or Entity (ies), including Foreign Entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - i) 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
 - ii) Provide any Guarantee, Security, or the like on behalf of the ultimate beneficiaries.
- g) The Company has not been sanctioned any working capital limit at any point of time during the year, from bank on the basis of security of current assets.
- h) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- i) The Company has not been declared wilful defaulter by any bank or financial institution or lender during the year.

51 Previous year figures have been re-grouped/re-classified wherever considered necessary.

As per our report of even date

For Lodha & Co LLP
Chartered Accountants
Firm Registration No 301051E/E300284

Sd/-

N.K. Lodha
(Partner)
Membership No. :085155

Place: New Delhi
Date : 28th October 2025

For and on behalf of the Board of Directors

Sd/-

Samir Krishan Modi
Managing Director
(DIN :00029554)

Sd/-

Anil Kumar Upreti
Director
(DIN :07898999)

Sd/-

Soma Maitra
C O O

Sd/-

Surendra Kumar
Head-Finance & Legal
affairs

Sd/-

Shikha Sharma
Company Secretary
(ACS No:20422)