

Date: 2nd September, 2024

To, BSE Limited The General Manager, Department of Corporate Services, P.J. Towers, Dalal Street, Mumbai – 400 001 Scrip Code: 507552	To, National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 Symbol: FOODSIN
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Sub.: Submission of 52nd Annual Report and Notice of Annual General Meeting (“AGM”) of the Financial Year 2023-24.

Dear Sir/ Madam,

Pursuant to Regulation 30 & 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; please find enclosed herewith 52nd Annual Report and Notice of AGM of the Financial Year 2023-24, which are being sent to the Members of the Company.

The said Annual Report is also posted on website of the Company www.foodsandinns.com.

Kindly acknowledge the receipt and take the same on record.

Thanking you,

Yours faithfully,

For **Foods and Inns Limited**

Ameya Masurkar
Company Secretary and Compliance Officer

Encl: As above

EMPOWERING COMMUNITIES THROUGH FOOD

52nd Annual Report 2023-24



Foods & Inns



ACROSS THE PAGES



02-35 CORPORATE OVERVIEW

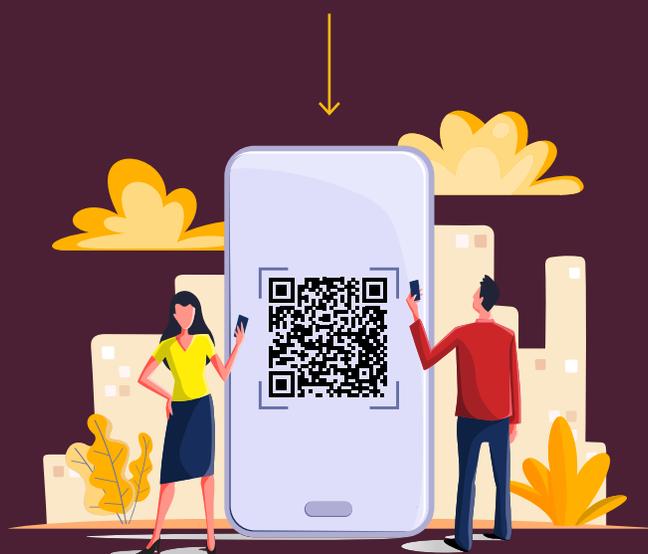
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Investor Information

Market Cap	₹ 750 Crores
CIN	L55200MH1967PLC013837
BSE Code	507552
NSE Symbol	FOODSIN
Bloomberg Code	FOODSIN
Dividend Declared	₹ 0.30 per Share
AGM Date	September 24, 2024
AGM Mode	Video Conferencing

For more investor related information, please visit
[https://www.foodsandinns.com/Investor/
Investor](https://www.foodsandinns.com/Investor/Investor)

Or simply scan



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Disclaimer: This document contains statements about expected future events and financials of Foods & Inns Limited ('the Company'), which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions, and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as several factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management Discussion and Analysis section of this Annual Report.

EMPOWERING COMMUNITIES THROUGH FOOD

At Foods & Inns Limited, our commitment to enrich lives is woven in our existence, nurturing every aspect of our journey. We bring this mission to life by ensuring that every bite not only nourishes but also fosters a sense of shared purpose and hope. As leaders in the Indian food processing sector, we are driven by our commitment to make a significant impact on the communities and the broader industry, setting new benchmarks in product quality.

In a world where the power of food extends beyond mere sustenance, we believe in its incredible potential to transform communities. At the heart of our mission is a commitment to fostering not only healthy bodies but also healthy societies. Food is more than just nourishment; it is a catalyst for change. We envision a world where every plate of food serves as a building block for stronger, more resilient communities.

The Approach

Sustainable Sourcing: We prioritize locally sourced, sustainable ingredients, ensuring that our food choices support local farmers and reduce our environmental footprint.

Nutrition for All: We are dedicated to making nutritious food accessible to everyone, regardless of their economic background.

Food Education: Empowering communities also means educating them. We offer workshops and resources on nutrition, cooking and sustainable food practices to help individuals make informed choices for their health and the planet.

Economic Empowerment: By supporting local food producers and entrepreneurs, we create opportunities for economic growth within the community. This includes training programs, microloans, and business development resources for aspiring food entrepreneurs.

From empowering local farmers with sustainable practices to spearheading eco-friendly processing and product innovations, we persist in transcending the confines of financial considerations to foster a transformative movement. Our strategic partnerships with local farmers empower them with leading-edge resources and knowledge, creating pathways to prosperity. Our top-of-the-line facilities ensure every product bears the highest standards of quality and ingenuity, embodying our dedication to excellence in every stage of production.

Beyond our manufacturing efforts, we are deeply invested in enriching communities through impactful educational outreach and sustainable initiatives. Along our journey, we celebrate the numerous accomplishments that adorn our path, while upholding our passion to create a world where food offers more than nourishment; rather it inspires and empowers communities to thrive.

As we continue to innovate and lead, we stay focused on our vision and strive to make a meaningful difference by 'Empowering Communities Through Food', paving the way for a sustainable future and fostering collective prosperity.



PRESENTING 2023-24 IN A NUTSHELL

₹ 1,027 Crores
Total Income

₹ 37 Crores
PAT

99,453 MT
Sales Tonnage

3.6%
PAT Margin

₹ 127 Crores
EBITDA (Before Exceptional Items)

₹ 399 Crores
Net Worth

12.4%
EBITDA Margin

10.3%
ROE

12.6%
ROCE

LEADING THE INDIAN FOOD PROCESSING LANDSCAPE

Foods & Inns Limited (hereafter referred to as 'Foods & Inns' or 'F&I' or 'Our Company' or 'We') is a torchbearer in the vibrant landscape of India's food processing industry, with over fifty years of experience. We specialize in manufacturing and selling of a wide gamut of processed tropical fruits and vegetables. Our extensive range of offerings includes pulps, purees, spices, spray-dried powders, frozen foods, pectin, RTE and RTC products. With our best-in-class products, we proudly serve some of the most reputed food & beverage brands across the globe, embedding the highest standards of quality and innovation in our offerings.

AT A GLANCE

50+ Years
of Rich Experience and Expertise

50+
Countries Served

30+
Variety of Products Processed

7
Processing Units & Two Logistics Centers

500+
Full-Time Employees

Product Verticals

 Pulp and Puree Fruits and Vegetables

 Spray Dried Powders

 Frozen Foods (RTC and RTE)

 Spices (Kusum Masala)

 Pectin

 Tetra Recart

 Branded Products





WHY US?

We firmly embrace seven core values that continue to shape our trajectory since our inception in 1971, guiding us all along to enrich our products and maintain a quality that remains unrivaled for over fifty years now. Here is a closer look at these foundational values:

- ◆ **Trust** – We strive to enhance our trustworthiness with our customers, suppliers and every other stakeholder through transparency in every arc of operation
- ◆ **Transparency** – We excel as a professionally managed, publicly-owned company, delivering the highest level of transparency and control
- ◆ **Relationship** – We believe in nurturing and maintaining relationships for a lifetime by committing to our communities
- ◆ **Quality** – We consider quality not as an act, rather it is a habit and also the only language we speak
- ◆ **Infrastructure** – We harness integrated plants with the best-in-class food technologists, warehouses and processing capabilities
- ◆ **Integration** – We promote the use of direct, traceable & sustainably certified produce
- ◆ **Experience** – We boast a senior team with collective food processing experience of over 300 years, seamlessly blending with the latest generation with knowledge of leading-edge technologies



VISION

- ◆ To become the largest fruit & vegetable processor in India
- ◆ To become the most preferred food & beverage manufacturer
- ◆ To own trusted food & beverage brands portfolio



MISSION

- ◆ Strive to build world-class manufacturing facilities with emphasis on indigenous sourcing
- ◆ Creating innovative and environment-friendly products through constant focus on research & development and sustainable sourcing
- ◆ Sourcing/creating the best ingredients adhering to high ethical standards
- ◆ Focus on cost efficiencies through economies of scale & asset-light operating models

FOSTERING SUSTAINABLE VALUE WITH FOCUSED APPROACH

We, at F&I, as one of India's largest fruit pulp processing companies, are dedicated to establish a model that reaffirms our focus on generating sustainable value for our esteemed stakeholders. By optimizing our financial and non-financial strategies through sound policies and processes, we ensure that we uphold the best interest of all who are part of our journey.

IMPROVING FARMER WELFARE



Farm



F&I Compost



GREEN MANUFACTURING



Collection Centre

Peels

Solid Waste System

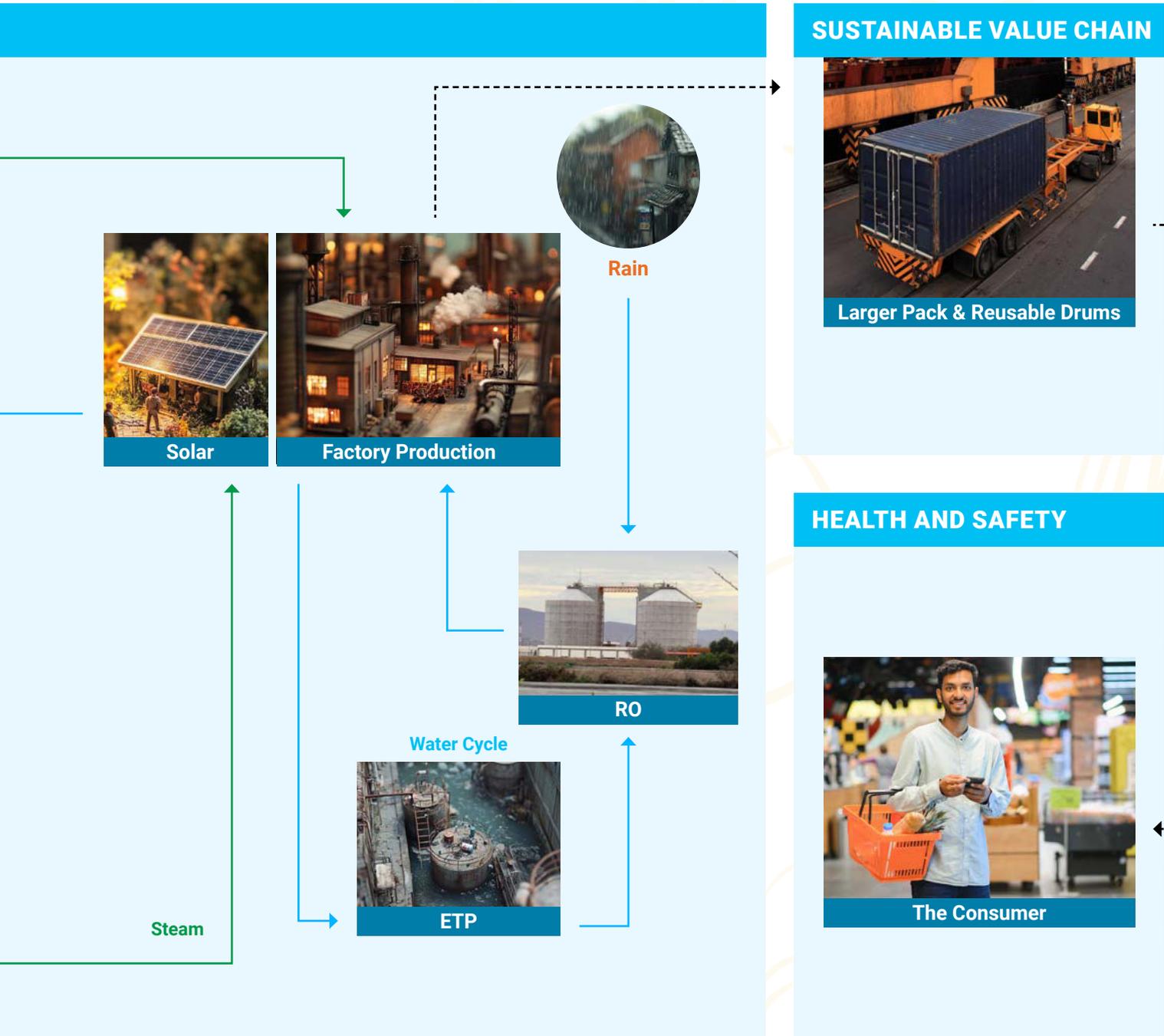


Composting

Stones



Boiler



SUSTAINABLE VALUE CHAIN



Larger Pack & Reusable Drums

HEALTH AND SAFETY



The Consumer

EMBEDDING EXCELLENCE IN EVERY PRODUCT

OUR BRANDS

MADHU



MADHU

- ◆ Canned & Tetra Recart
- ◆ Fruit and Vegetable Pulp

kusum



KUSUM SPICES

- ◆ Single Ground Spices
- ◆ Blended Ground Spices

greentop



GREENTOP

- ◆ Frozen Snacks
- ◆ Frozen Vegetables
- ◆ Frozen Flatbread
- ◆ Tetra Recart RTE/RTC Foods

OUR BUSINESS VERTICALS



Aseptic & Retort: Puree and Concentrates

- ◆ Mango
- ◆ Guava
- ◆ Banana
- ◆ Tomato
- ◆ Papaya
- ◆ Tamarind
- ◆ Chili
- ◆ Ginger
- ◆ Garlic



Frozen: IQF, Pulp, Spiralized, and Diced

- ◆ Beetroot
- ◆ Zucchini
- ◆ Sweet Potato
- ◆ Mango
- ◆ Blackberry
- ◆ Indian Snacks
- ◆ Flat Bread
- ◆ Fruits and Vegetables
- ◆ Others



Spray Dried Powders

- ◆ Lemon
- ◆ Tomato
- ◆ Cheese
- ◆ Beetroot
- ◆ Mango
- ◆ Caramel
- ◆ Honey
- ◆ Tamarind
- ◆ Others



Spices

- ◆ Chili Powder
- ◆ Turmeric
- ◆ Curry
- ◆ Black Pepper
- ◆ Garlic
- ◆ Ginger
- ◆ Other Whole
- ◆ Ground
- ◆ Blends



Tetra Recart

- ◆ RTE
- ◆ RTC
- ◆ Pulp
- ◆ Cut Fruits & Vegetables



Puff Pastry Sheets

- ◆ For Samosa, Spring Rolls and Other Confectionery Items

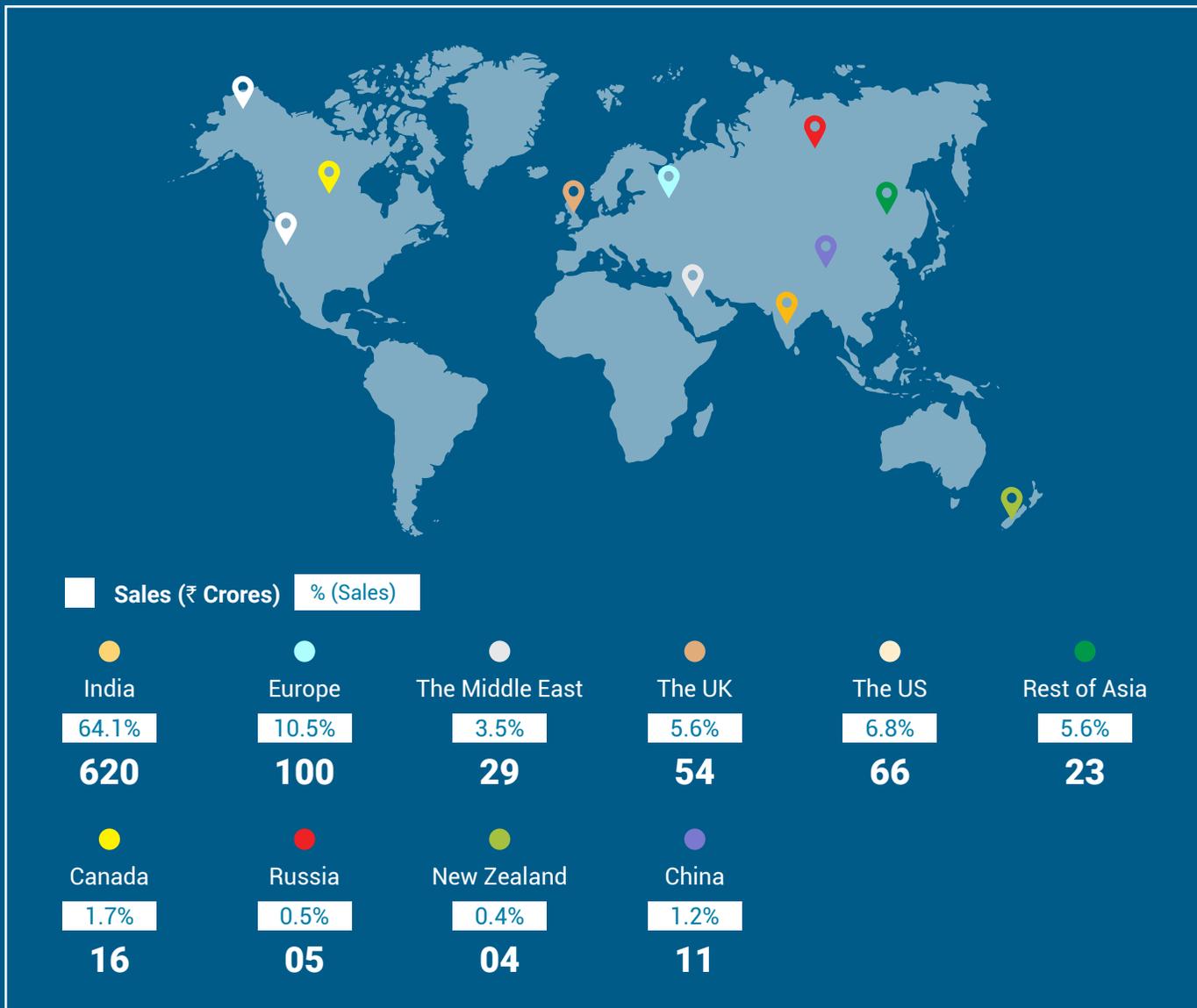


Pectin

Please scan the QR code to view the comprehensive product suite

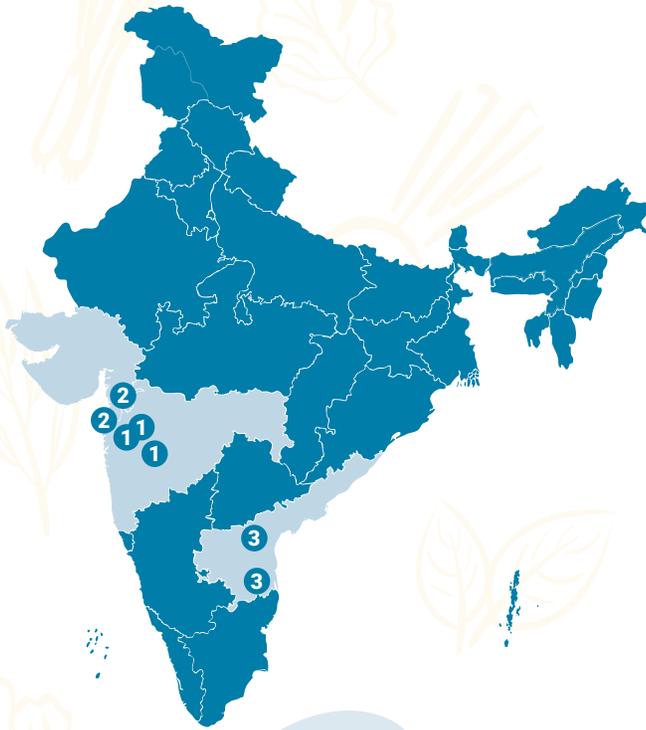


CRAFTING DEPENDABLE SOLUTIONS WITH STRATEGIC PRESENCE



Disclaimer: This map is a generalised illustration only for the ease of the reader to understand the locations, and it is not intended to be used for reference purposes. The representation of political boundaries and the names of geographical features/states do not necessarily reflect the actual position. The Company or any of its directors, officers or employees, cannot be held responsible for any misuse or misinterpretation of any information or design thereof. The Company does not warrant or represent any kind of connection with its accuracy or completeness.





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State	Location	Product Line	Capacity (In Ton per Hour)*
1. Maharashtra	Nashik - Gonde	Aseptic	13*
		Spray Drying	0.25
		Spice Plant	
		Blending	1.50
	Nashik - Sinnar	Grinding	1.00
		ETO	0.50
		Frozen Vegetables	0.7
		Frozen Snacks	0.5
		Frozen Bread	0.25
		Frozen Puree	2
Ahmednagar (Leased Plant)	Puff Pastry Sheets	0.1	
	Aseptic Concentrate	8*	
2. Gujarat	Valsad	Aseptic	4
		Canning	5
	Vankal	Aseptic	6
		Tetra Recart	3
		IQF	0.8
		Plate Freezer	2
		Blast Freezer	1.3
3. Andhra Pradesh, Chittoor	APP	Aseptic	5
	FPP1	Aseptic	18
	FPP2	Aseptic	4
	FPP2	Canned	2

Greenfield Project

Brownfield expansion

*Note: Added a 10 MT/hr Aseptic plant with Tomato processing capability in Nashik, Gonde to be commissioned around October 2024 and shifted one 4 MT/hr aseptic machine from Gonde to Leased plant in Ahmednagar

Aligned with Our Industry Landscape

POSITIONING OURSELVES FOR SUSTAINABLE GROWTH

Fruit and Vegetable Pulping

The fruit and vegetable pulping industry stands at the heart of the global food processing landscape, transforming nature's bounty into versatile ingredients that power a wide range of consumer products. From vibrant juices to rich purees and tangy sauces, this industry ensures that the essence of fresh produce is captured, preserved, and delivered to consumers worldwide.

Mango Pulping

5,08,000 MT

₹ 5,250 Crores

Global Industry Size

79-80%

India's Share in Global Industry

~15%

F&I's Share in Global Industry

~₹ 734 Crores

F&I's Sales in FY 2023-24

Tomato Pulping

46,19,141 MT

₹ 36,000 Crores

Global Industry Size

~2%

India's Share in Global Industry

~0.2%

F&I's Share in Global Industry

₹ 49 Crores

F&I's Sales in FY 2023-24

Guava Pulping

5,00,000 MT

₹ 2,250 Crores

Global Industry Size

~1%

F&I's Share in Global Industry

~₹ 26 Crores

F&I's Sales in FY 2023-24

Other Pulp

₹ 19 Lakhs Crores

Global Industry Size

~₹ 5.5 Crores

F&I's Sales in FY 2023-24

Spray Drying

The fruit and spray drying industry stands at the intersection of innovation and necessity, transforming perishable produce into shelf-stable, nutrient-rich products that meet the demands of a rapidly evolving global market.

India's

Growth Opportunities Rising due to Energy Crisis in Europe

Doubled

Our Capacity in March 2023 to 1,100 MT

Frozen - Fruits, Vegetables & Snacks

The frozen food industry is redefining freshness, offering consumers year-round access to peak-harvest flavors and nutrients. As demand for healthy, convenient options grows, this industry is crucial in reducing food waste and preserving the vibrant essence of food, making them an integral part of modern diets.

₹ 20 Lakh Crores

Global Industry Size

₹ 46 Crores

Foods & Inns Revenue from this Segment

Spices and Masala

The spices and masala industry is the heartbeat of culinary tradition, infusing dishes with rich aromas and bold flavors. As global palates crave authenticity and complexity, this industry not only preserves cultural heritage but also drives innovation, making every meal an unforgettable experience.

50 Years Legacy

For the Brand 'Kusum'

₹ 23 Crores

Foods & Inns Sales in FY 2023-24

Tetra Recart

The Tetra Recart industry is revolutionizing food packaging, offering a sustainable, space-efficient solution that extends shelf life without compromising quality. As consumers seek eco-friendly and convenient options, Tetra Recart is leading the way, transforming how we preserve and enjoy a wide range of foods.

₹ 10,250 Crores

Indian Canned Food Market Size

6,000 Pack/Hour

Foods & Inns Capacity (Further Expandable)

₹ 90-100 Crores

Revenue potential at full capacity utilization of installed machine

Pectin (Wealth from Waste)

The pectin industry is at the forefront of natural food innovation, providing essential ingredients that enhance texture and stability in countless products. As demand for clean-label and plant-based options rises, pectin plays a critical role in delivering quality, functionality, and consumer trust in the modern food landscape.

₹ 300 Crores

2,500 MT

Indian Pectin Market Size

150 MT

Foods & Inns Capacity (Joint Ventures)

~₹ 15 Crores at JV level

Revenue Potential of installed capacity

■ The industries landscape

■ Food & Inns' positioning

ANCHORING SUSTAINABLE PROGRESS WITH STRATEGIC FOCUS

We, at F&I, believe that growth is a harmonious progression, guiding us on a journey toward continuous advancements and excellence. It is the dynamic force that empowers us to navigate challenges and drive us toward our goal. Our journey of growth is anchored by four foundational pillars, each representing our ability to focus on sustainable progress.

THE PULPING THEOREM

We prioritize pulping as our core product, with a strategic focus on meeting the escalating demand for fruit pulp. Moreover, we are enhancing our asset utilization by promoting a diverse range of pulpy products during the off-season for mangoes.

TETRA RECAR TALE

We stay focused on developing our brand portfolio by deploying innovative Tetra Recart packaging. This strategy delivers dual benefits: it empowers us to be more creative with our packaging, while enabling us to cut down our carbon footprint and increase product shelf life without adding any artificial preservatives.

BOUNDARY EXPANSION

We are broadening our horizons by exploring new geographies and boosting our portfolio with a multitude of value-added products. Our recent foray into new geographies with our tomato-based canned products is a firm step in this direction, effectively serving a surging demand for convenient and quality ingredients. We ventured into the Gulf region in tandem with our B2C brand, 'GreenTop', offering a range of premium frozen food. With this strategic expansion, we are able to strengthen our market presence, while bringing diverse, high-quality products to new and discerning audiences.

SUSTAINABILITY

We incurred investments to establish a joint venture focused on transforming fruit waste from pulping into valuable byproducts. This initiative is a big leap forward for boosting our waste management capabilities and our efforts toward the circular economy, while aiding a vast gamut of industries, including food & beverage, pharmaceuticals, personal care, and cosmetics, where these byproducts find a wide range of applications.



RAMPING UP R&D CAPABILITIES FOR SUSTAINED SUCCESS

We, at F&I, continuously integrate advanced technologies and focused strategies to ensure we deliver unmatched efficiency and unparalleled performance. We are committed to enhance our R&D teams, enabling us to uncover new capabilities and drive consistent growth. Buoyed by our forward-thinking approach, we stay at the forefront of innovation in the field of food processing, scaling greater heights every passing year.

PECTIN MANUFACTURING FACILITY

Our pectin manufacturing facility at Chittoor in Andhra Pradesh is strategically located at the heart of India's largest mango pulping region. The quality of our pectin is validated by major multinational corporations and esteemed Indian companies through rigorous lab testing. Traditionally, mango pulping results in around 50% waste, with skins and kernels requiring disposal, leading to enhanced cost associated with waste management. Through our unique initiative, we turned this waste into a significant value-added resource, that fosters sustainability and helps us manage waste as well as achieve our circular economy commitments which are essential to continue in the ecosystem of the large brands globally.

By leveraging this manufacturing unit, we are gearing up to process fruit wastes to manufacture pectin, oils and butter.

Sector Opportunities

- ◆ India is currently an importer for pectin, securing a staggering 95% of the product from countries like Brazil, China and Mexico. The Indian economy presents a robust potential for pectin manufacturing, since it is plant-based and can be used as an effective alternative to gelatine, which usually is derived from animal bones.
- ◆ Pectin is an excellent thickening and gelling agent, with extensive use across a broad spectrum of industries including, pharmaceuticals, food & beverage, personal care and cosmetics.
- ◆ Pectin is considered as one of the safest food additives, with approval received from the World Health Organization.
- ◆ In India, the market for pectin is estimated to be approximately 2,500 MT or ~₹ 300 Crores, whereas the global size for the same is slated to reach around ₹ 7,500 Crores by 2027.

New Product Development and Facility Upgradation

We, at F&I, persist in our efforts to widen our product profile and enhance operational capabilities. We offer innovative frozen food offerings, including a varied selection of spiralized vegetables encompassing zucchini and butternut squash, in addition to beetroot slices, whole and diced strawberries, pomegranate, and watermelon. Furthermore, our ambient product offerings is augmented to encompass both aseptic and non-aseptic formats, incorporating chili, garlic, ginger, turmeric, grapes, and mango slices, among others.

OUR EMERGING VERTICALS

B2C Brands

We, at F&I, deploy a refined strategy to market our consumer division products under the brands Greentop, Kusum, and Madhu. Encompassing a diverse spectrum of products, these brands serve frozen foods, plant-based high-protein foods, fruit and vegetable pulps, and ready-to-eat meal combos, infusing each item with highest standards of quality.



Tetra Recart: Reimagining Packaging

Tetra Recart is a sustainable carton packaging solution that offers an eco-friendly alternative to traditional canning. It not only enhances the potential of products but also creates new business opportunities. Compared to steel/tin cans and juice jars, Tetra Recart produces lower carbon emissions and is approximately 25% more efficient in storage and transport. The capital expenditure incurred for this division is also included in the committed capex under the Production-Linked Incentive (PLI) Scheme.



UPHOLDING PREMIUM QUALITY WITH CONCERTED INITIATIVES

We, at F&I, maintain a steadfast commitment to quality, upholding our responsibility as leaders in the Indian food processing industry. Fiercely dedicated to preserve the rich heritage and authenticity of our products, we continue to craft exceptional culinary experiences. Harnessing the fundamentals of innovation, food safety, and technical expertise, we lead the way in reinforcing our vision of 'Quality' in every product we manufacture. With meticulous care, we manage every facet of our processing facilities and distribution network to guarantee excellence in every product, reflecting our commitment to offer premium quality and perfection in every flavorful bite.

REASONS FOR QUALITY



Food Safety

We adhere to a strict roadmap and stringent protocols to ensure the highest standards of safety in consumable products. In our commitment to maintain our esteemed quality certification, we subject our facilities to rigorous annual audits to keep them at par with industry benchmark.



Infrastructure & Hygiene

We lay great emphasis on the standards of our infrastructure and hygiene aspects. Our facilities are efficiently designed with a unidirectional process flow, effectively preventing cross contamination.



World-Class Laboratory

We leverage our leading-edge laboratory to carry out unified testing, encompassing physical, chemical, microbiological and sensory aspects. Furthermore, we are regularly calibrating our GMP model equipment to help us derive accurate results.



Pesticide Control

We strive to train our farmers by creating awareness on best practices at farm level, while discouraging them to use banned pesticides. Our expert team of horticulturists and agronomists help us to effectively undertake such practices, boosting the overall efficacy on the endeavors.



STIMULATING OUR PROSPECT WITH FUTURE-FOCUSED APPROACH

We, at F&I, are committed to persist with an agile approach, constantly exploring innovative possibilities to address consumer requirements and surpass the competition. As we look to the future, our focus on sustainability and technological advancement will continue to set us apart, enabling us to lead the industry and create a moat with the large beverage brands while achieving excellence in every endeavor.



Sustainability

We, guided by our vision, effectively tailor down the four best practices (4Ps) including – People, Produce, Plant and Procurement – that encourage our sustainability endeavors. Forging our trajectory with this 4P approach, we cement our stature as the industry leader in Global Gap, Rainforest Alliance, Fair Trade, Organic and SAI certification.



Artificial Intelligence (AI)

We tend to leverage our AI skills through machine learning and geotagging amid the landscape of continuous technological advancement. By adopting these cutting-edge technologies, we assist our farmers in predicting weather patterns, crop yields, rainfall, and pesticide usage. This empowers them to maintain optimum irrigation practices and take informed decisions, ultimately resulting in enhanced productivity and efficiency.



Direct Reach to Farmers

We are taking the initiative to promote direct procurement of farm inputs by commercializing farmers through Farmer Producer Companies (FPC). To enhance transparency and efficiency, we are setting up our own collection centers, enabling farmers to supply raw materials directly in exchange for fair prices.



Pesticide and Waste Management

We work round the year with farmers to confront the usage of harmful pesticides by using our processing waste as biofuel and agroboilers and converting them into value-added products.



CREATING POSITIVE IMPACT WITH PURPOSEFUL INITIATIVES

We, at F&I, recognize that with greater power comes greater responsibility. Embracing this principle, we are proud to highlight our key initiatives that are driving our business sustainably and reinforcing our commitment to excellence. By leveraging impactful collaborations and cutting-edge technologies, we are advancing our operations and ensuring that our growth is aligned with sustainable and responsible practices.

We embrace environmental stewardship with dedication and purpose, acknowledging it as both a key responsibility and a pivotal path to a sustainable future. We stay committed to reduce our environmental footprint and strive to enhance our environmental action by blending our focused endeavors in every facet of our operations. Through our outcome-driven initiatives, we aim to set a benchmark for sustainability and inspire positive change within our industry.

GOODPACK JOURNEY

Earlier, we relied on conventional drum packaging for our products. However, recognizing the need for an efficient bulk packaging solution, we partnered with Goodpack, a company bringing to table their fresh concept of bulk packaging. This collaboration, forged in 2011, marked a significant breakthrough, enabling us to cut down our carbon emissions with their innovative bulk packaging technology. For instance, previously, it used to take four people to fill one drum of 200 liters; on the contrary, with the Goodpack partnership, we could package 1.5 metric tons, deploying only one individual. Given the rising cost of steel, this initiative helped us reduce costs by 3-4%, while reaffirming our proactive stance on fostering a sustainable future.

IDH PROGRAM

We partnered with the IDH (Sustainable Trade Initiative) of the Netherlands to support smallholder mango farmers in the regions of Ratnagiri and Konkan, spanning around 10 villages. The objective is to aid them producing mango in a more sustainable manner and encourage responsible sourcing. This initiative, designed to run over the course of two years, is set to enable us to address environmental issues, including climate impact, pesticide management, crop traceability, along with social aspects, demonstrating our focus on holistic progress.

WASTE MANAGEMENT MEASURES

We, as a leading food processing company handling substantial volume of fruits, vegetables, and spices, generate significant amount of waste. To address this issue, we stay committed to divert waste away from landfills and neighboring towns. In alignment with our objective, we recycle a major share of peels, stones, and butter waste into valuable compost and organic briquettes. These recycled materials are then directly supplied to our smallholder farmers, promoting a circular economy and contributing to the conservation of biodiversity.

REUSE OF WASTE

We lead the industry in food innovation, converting waste into high-value products. We intend to transform mango waste, including peels, stones, and fibers, into the following products:

- ◆ Pectin
- ◆ Butter
- ◆ Oils
- ◆ Vegan Leathers
- ◆ Paper

Harnessing this innovative initiative, we cut down on waste, while satisfying the rising demand from ethical consumers. With focused investment in cutting-edge science and technology, we strive to manufacture these products at commercially viable costs. These initiatives are being closely monitored, and their implementation is imminent. Pectin, a popular gelling agent used in beverages, jellies, smoothies, jams, and yogurts, is of particular interest to us owing to its ability to offer a sustainable alternative to gelatin, reaffirming our dedication to a circular economy.

CO₂ REMOVAL

At Foods & Inns Limited, we are committed to minimize our environmental footprint by systematically downsizing carbon emissions, therefore actively participating in climate action. In 2021, we made a significant stride in this direction by submitting our first Greenhouse Gas (GHG) inventory and carbon emissions data to the Carbon Disclosure Project (CDP), highlighting our commitment to transparency and proactive climate advocacy. Today, we continue to reassess our decarbonization strategies and set Science-Based Targets (SBTs) to channel our efforts. We proactively share our progress on the environmental initiatives with our clients, contributing meaningfully to their climate action narratives, while striving to work hand-in-hand to pave the way for a sustainable future.

2030

Target Year for Achieving Net-Zero Emissions

2021

Submitted Our First Greenhouse Gas (GHG) Inventory to CDP

Science-Based Targets (SBTs)

Regularly Set and Reassessed to Guide Decarbonization Efforts

SOLAR PANEL INSTALLATION

BRSR INITIATIVES

As a responsible organization, Foods & Inns Limited is committed to transparency, accountability, and sustainability across our business operations. In line with our dedication to sustainable development and responsible business practices we have voluntarily adopted the Business Responsibility and Sustainability Reporting (BRSR) Framework and accordingly disclose information on essential indicators.

This is expected to build a moat for the Company as the large beverage brands globally would need to source their RM from companies which are compliant with the sustainability practices.



Click here to open the BRSR report



ENVIRONMENT

Sustainability Agricultural Initiative

At Foods & Inns, we continue to significantly advance sustainable agricultural practices and improve the livelihoods of local farmers by focusing on small-holding farmers in the SAI region over the past eight to nine years. We introduce modern pruning techniques for Alphonso mango cultivation, developed in collaboration with the agricultural universities, to ramp up crop yields and quality, while minimizing pest impact. Moreover, by lowering dependence on chemical insecticides and educating farmers on judicious pesticide use, we successfully cut down both financial and environmental costs. We prioritize soil and water conservation through compost production, while recycling natural waste materials to enrich soil health. With our concerted endeavors, we remain dedicated to sustainable agriculture, with an initial focus on several villages in the Dapoli District of Ratnagiri, Maharashtra. We aim to expand our commitment to sustainable practices to northern Ratnagiri and southern Raigad Districts, while upholding our values across the Konkan region of Maharashtra.



Farm

Monitoring and Reducing	Move to Carbon Neutral/Negative
Pesticides use at farms	IPM (natural crop enhancers)
Soil management	Vermicompost
	Tree plantation



Plant Operation

Monitoring and Reducing	Move to Carbon Neutral/Negative
Power generation and fuel usage	Converting to solar energy
Fruit ripening	Waste conversion
	Rain water harvesting
	Tree plantation



Packaging

Monitoring and Reducing	Move to Carbon Neutral/Negative
Monitoring emissions from PM suppliers through rigorous audits	Replacing 200 kg drums with 1.5 MT bins through active dialogue with customers
	Investing in recyclable carton packaging through tetra cart instead of tinned can



Transportation

Monitoring and Reducing	Move to Carbon Neutral/Negative
Evaluate emissions from transportation of fruit and finished products via trucks and ships	Using bulk packaging wherever possible
	Moving to recyclable cartons



SOCIAL

Empowering Communities with Impactful Interventions

We, at F&I, believe in the creation of an enduring impact in the communities we serve. Our approach to holistic development stems from the view that the success of an enterprise and the well-being of the society need to be cohesive and mutually enriching. Therefore, by investing in numerous community initiatives and offering career opportunities for local residents, we take the leap towards forging an empowered society, fostering long-term growth and prosperity for all.



Farming with Farmers

In India, a vast majority of farmers are smallholders, cultivating less than 2 hectares of land. These marginal farmers are perpetually constrained by a host of factors, including the limited availability of finances, lack of access to technology, and inadequate support programs, adversely affecting their livelihoods. Moreover, the lower average yields for fruit and vegetable farms in India, compared to global and Asian averages, highlight the necessity for urgent agricultural advancement, while spotlighting the significant potential for growth in the sector.

In addition, farmers in India often buy inputs at retail prices, whereas sell their outputs at wholesale prices. Given this perspective, it is essential to ensure their profitability. Moreover, despite occasional bumper crops of tomatoes and onions, farmers are often faced with low prices and the harsh reality of discarding harvested goods. The benefits of their hard work frequently accrue to brand owners, leaving the farmers at a distraught state. The initiatives of F&I go a long way in alleviating the farmers' distress and propelling their prosperity.

80%

of Smallholder Farmers in India Managing Less than 2 Hectares of Land

14.4 MT/HA

Global Average Yield for Fruit and Vegetable Farms

10.1 MT/HA

Average Yield for Fruit and Vegetable Farms in India

15.7 MT/HA

Average Yield in Asia for Fruit and Vegetable Farms





At Foods & Inns, we undertake direct farmer and sourcing programs to aid small farm holders navigate volatility through bank funding and crop insurance. Additionally, we aid the farmers with minimum support prices to enhance consumer confidence in farmers' markets. Moreover, related Government policies, aim to accelerate the pace of agricultural modernization in the country and propel the economic empowerment of farmers, thereby boosting their profitability and eliminating the need for middlemen.

Amid this encouraging landscape, our Project Farm Gate 2.0 thrives by focusing on sustainable mango sourcing from smallholders and promoting best farming practices. Key aspects of this initiative include:

- Providing access to certified production
- Improving pesticide management
- Monitoring and reducing on-farm carbon emissions
- Supporting women farmers

Key Objectives

- 1 Completing a number of projects, including sustainable sourcing for our EU clients
- 2 Sourcing specialty produce for one of the largest FMCG businesses with the assistance of several smallholders
- 3 Controlling or limiting the use of harmful pesticides by the farmers
- 4 Upholding soil and water conservation as essential aspects of the program
- 5 Improving the environment via IPM, soil management, water conservation and carbon emissions monitoring



Assisting the Community

In India, agriculture is still predominantly dependent on weather and climate conditions. Hence, when the Cyclone Nisarg struck the northern Ratnagiri and southern Raigad districts of the Konkan region in Maharashtra, it caused severe damage to the mango crops, plantations, orchards, and local agriculture. The cyclone left many residents, whose livelihoods depend on Alphonso mango cultivation, in a vulnerable state.

At Foods & Inns, we formulated a comprehensive plan to mitigate the losses by putting in place the following initiatives:



Food Aid

Distributed food packets to over 120 villagers across 6-7 affected villages



Agricultural Support

Provided expertise to help rebuild damaged orchards and plantations with effective pruning techniques



Plantation Guidance

Advised on high and ultra-high-density planting methods, emphasizing optimal slope and aspect direction, in addition to recommending what and how to plant



Sourcing Assistance

Helped villagers find suitable planting materials at affordable prices



Training Sessions

Conducted training on manure and fertilizer application to improve soil quality and reduce costs by eliminating the need for expensive market manure





GOVERNANCE

Building Enduring Trust with Robust Governance

We, at F&I, uphold highest standards in corporate governance, that is rooted in the ethos of accountability and responsibility towards our stakeholders. We are committed to conduct business with unflinching ethical mandate, ensuring complete compliance with all legal requirements. Across our operational framework, we embed the values of integrity, fairness, and transparency, subjecting every transaction to rigorous scrutiny to maintain excellence and build enduring trust.

Our corporate governance principles, code of conduct, and financial ethics reflect our firm stance on robust governance. Moreover, we remain dedicated to nurturing value-based growth, while upholding the highest ethical standards. Our proficient Board of Directors brings a wealth of experience, overseeing our operations with exceptional acumen to facilitate the way for our strategic expansion. By integrating the best insights and perspectives, they refine our governance practices and decision-making processes. This focused approach enables us to maintain a balance between internal expertise and external perspectives, further cementing our market leadership within the food processing industry.

ITT: Integrating the Right Technological Transformation

We, at F&I, uphold effective backward integration as key to our sustainable success. Going forward, we aim to expand our product portfolio and enhance farm yields, while augmenting farmers' income by further strengthening our partnerships with them. We strive to bring transformative changes for the Indian farmers, closely monitoring the results, impacts, and outcomes of our initiatives.

Moreover, buoyed by the enhanced adoption of advanced AgriTech, we expect around 50% of farmers in India to depend heavily on technology by 2025. This development is anticipated to bring enormous benefits, enabling us to track productivity gains, while reducing costs and improving overall food security. Additionally, we are building comprehensive data pools on farmers and crops to optimize decisions regarding production, incentives, pricing, and crop surveillance. This integration of data and AgriTech is slated to boost the agricultural value chain by seamlessly connecting farmers with customers.

Our sustainability efforts are aligned with the UN Sustainable Development Goals (UN SDGs), highlighting our focus on fostering an equitable and sustainable future.



BOARD OF DIRECTORS



Mr. Bhupendra Dalal

Chairman & Non-Executive
& Non-Independent

Mr. Bhupendra Dalal serves as the Chairman & Non-Executive, Non-Independent Director. He holds a B.Com degree from Sydenham College and an LL.B from the University of Mumbai. Mr. Dalal first became associated with the Company as a managing broker during its Initial Public Offering.

In 1979, Mr. Dalal played a pivotal role in acquiring Foods & Inns Limited from Mr. Suresh Mahindra at a time when the Company was facing significant challenges. Initially focused on manufacturing egg powder, the Company's financial situation improved after a one-time settlement with Citi Bank, which brought the balance sheet into positive territory. In 1982, Mr. Dalal facilitated the acquisition of a fruit canning plant in Valsad, built by Coca-Cola Corporation. Under his leadership, the Company shifted its focus to become a major player in fruit processing.

Mr. Dalal has been a driving force in transforming the Company into a food conglomerate, with a notable presence in the branded space. A significant milestone in this journey was the acquisition of the 49-year-old spice brand 'Kusum Masala' in October 2019, marking a strategic step towards expanding into branded food products.



Mr. Raymond Simkins

Non-Executive,
Non-Independent Director

Mr. Raymond Simkins, aged 80 years, holds an M.E. degree from Buckingham Technical College. Mr. Simkins is currently the President of the Getz Group, which has interests throughout the Asia-Pacific region, where he has been associated since 1966. He has been associated with the Company since 1995.



Mr. Milan Dalal

Promoter &
Managing Director

Mr. Milan Dalal, aged 61 years, is the Promoter & Managing Director of the Company. Mr. Dalal graduated from the University of Mumbai with a bachelor's degree in commerce.

He actively participates in policy decisions and has been instrumental in implementing a system of active reporting within the Company, making it more transparent and effective. This has significantly benefited the Company. Mr. Dalal also plays a key role in the banking and finance portfolio of the Company.

Mr. Dalal has led the Company's capital restructuring efforts. His entrepreneurial experience spans various sectors, including agricultural commodities processing, printing, retail, broking, and real estate. He has spearheaded numerous acquisitions across the portfolio of companies that he and his family own.



Mr. Hormazdiyaar Vakil

Non-Executive,
Independent Director

Mr. Hormazdiyaar Vakil is an Advocate and Solicitor who has been in legal practice since 1977. He is also admitted as a Solicitor of the Supreme Court of England. He specializes in commercial, tax, and corporate law, as well as arbitration, banking, and real estate, in addition to having a varied general practice.

Mr. Vakil also serves as a Non-Executive Independent Director on several Boards.



Mr. Maneck Davar

Non-Executive,
Independent Director

Mr. Maneck Davar aged 65 years is a Non-Executive, Independent Director of the Company. He is an Indian National, and is a B.A Hons. from Mumbai University. He has over 44 years of experience in print journalism and publishing with leading newspapers and magazines.

Mr. Davar is presently on the Board of Spenta Multimedia Private Limited as Chairman & Managing Director, the largest custom magazine publisher. He is also the Chairman & Managing Director of Spenta Digital Media Private Limited and Independent Director, Kemp & Co. Limited. He is the former Chairman of the Services Export Promotion Council (SEPC) of the Ministry of Commerce, Government of India. He is a former Independent Director of ECGC (Export Credit Guarantee Corporation) Ministry of Commerce, Government of India. Mr. Davar is also associated with various public organizations as trustee, including Make-A-Wish Foundation India and Society for Human and Environment Development (SHED).



Shri Sanjay D. Naik

Non-Executive,
Independent Director

Shri Sanjay D. Naik joined the State Bank of India (SBI) as a Probationary Officer in 1987 and has held various important assignments within the bank. He is a graduate in science and holds an MBA degree.

Before superannuating in August 2023, he served as Deputy Managing Director (International Banking Group) at SBI. The International Banking Group oversees SBI's international operations, spanning 232 offices in 32 countries with an asset size of US\$ 76 Billion. In this role, he chaired on the Boards of SBI's overseas banks in the UK, Canada, USA, and Mauritius.

A career banker with over 36 years of experience, Shri Naik has held various positions across a wide range of domains, including corporate banking, retail banking, and international banking. He was also a member of the bank's apex Credit Committee and other committees such as Risk, Compliance, and Fraud Monitoring, which are responsible for the bank's governance.



Mr. A. V. Seshadrinathan

Non-Executive,
Independent Director

Mr. A. V. Seshadrinathan is a Chartered Accountant by Profession has a deep knowledge of global fund administration, tax laws and regulations of various domiciles besides investment philosophies, deep understanding of data analytics and technology, a formidable combination.

Mr. Sheshadrinathan is a Founder & Managing Director of Basiz Fund Service Private Limited for past 25 years. He is also on the Board of Directors of various other companies.

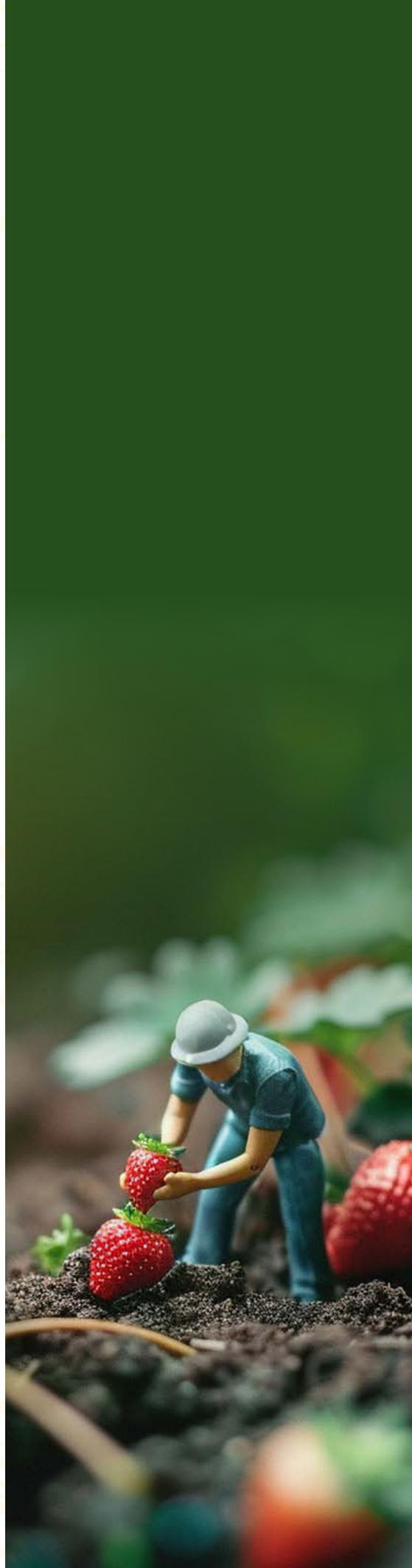
He is a member of North American Fund Administration Association, Israel Hedge Funds Association and active member in the supporting group of GIFT City, helping to create India's first offshore AIF domicile.



Ms. Karishma Bhalla

Non-Executive,
Independent Director

Ms. Karishma Bhalla has a Master's in Business Administration (MBA) from the Indian Institute of Management Calcutta (IIMC). She was a Managing Director & Partner at the Boston Consulting Group (BCG) and a core member of BCG's consumer and retail practice, leading the digital marketing and personalization topic for BCG. While at BCG, Ms. Karishma led multiple engagements anchored in the consumer space, including new business development, digital acceleration and brand redesign. She has been closely involved with the women's initiative at BCG and champions multiple groups to drive higher female participation in the workforce. She has also been deeply engaged on CII-BCG collaboration in the media space and has authored three papers (2015, 2016 and 2017) as part of the same, besides multiple other thought papers.



CORPORATE INFORMATION

Board of Directors

Mr. Bhupendra Dalal
Chairman, Non-Executive,
Non-Independent Director

Mr. Milan Dalal
Managing Director

Mr. Raymond Simkins
Non-Executive, Non-Independent
Director

Mr. Hormazdiyaar Vakil
Non-Executive, Independent Director

Mr. Maneck Davar
Non-Executive, Independent Director

Mr. A. V. Seshadrinathan
Non-Executive, Independent Director

Ms. Karishma Bhalla
Non-Executive, Independent Director

Mr. Sanjay Naik
Non-Executive, Independent Director

Key Managerial Personnel

Mr. Moloy Saha
Chief Executive Officer

Mr. Anand Krishnan
Chief Financial officer

Mr. Ameya Masurkar
Company Secretary & Compliance
Officer, Nodal Officer

Statutory Auditors

M/s. G.M. Kapadia & Co.
Chartered Accountants

Registrars & Transfer Agents

Link Intime India Private Limited
C 101, 247 Park, L.B.S Marg,
Vikhroli (West)
Mumbai - 400 083

Bankers

Union Bank of India
State Bank of India
HDFC Bank Limited
Mahindra & Mahindra Financial
Services Limited
Siemens Financial Services Private
Limited

Corporate Office

J. N. Heredia Marg, Hamilton House,
3rd Floor, Ballard Estate,
Mumbai - 400 038, Maharashtra
Tel: 022-22613102
Website: www.foodsandinns.com
E-Mail: writetous@foodsandinns.com
CIN: L55200MH1967PLC013837

Registered Office

Udyog Bhavan, 2nd Floor, 29 Walchand
Hirachand Marg, Ballard Estate,
Mumbai - 400 038, Maharashtra

Plant Locations

Southern Region

Chittor
Gollmadugu Village,
Pallur Post, Vellor Road, Chittor,
Andhra Pradesh - 517 132

Western Region

Gonde
S. No. 340, At Post Gonde, Tal Sinnar,
Nashik - 422 606, Maharashtra

Valsad

NH No. 8, Vavfalia, Village Abrama,
Bulsar - 396 001, Gujarat

Nashik

Plot No. A-1, MIDC, Indl. Estate
Malegaon, Tal Sinnar,
Nashik - 422 113, Maharashtra

Vankal

Survey No. 422, Navi Nagari,
Dulsad Road, Village Vankal,
Tal & District Valsad - 396 007

52nd Annual General Meeting

Date: September 24, 2024

Time: 4:30 P.M. through Video
Conferencing Facility

E-Voting Period

Commences on: Friday, September 20,
2024 at 10:00 A.M.

Closes on: Monday, September 23,
2024 at 5:00 P.M.

MANAGEMENT DISCUSSION AND ANALYSIS

Indian Economy

India's economy is on a fast growth trajectory, with the Reserve Bank of India (RBI) revising its growth outlook for FY 2024-25 upwards to 7.2%. This acceleration is expected to be fueled by robust private consumption, investment, and a rebound in exports. Similarly, the IMF has adjusted its growth estimate for India to 7%. Retail inflation has moderated to about 5%, although food prices continue to rise sharply at 9%, impacting rural and low-income urban families. The federal fiscal deficit, which soared to over 9% of GDP during the pandemic, is now expected to stabilize at around 5% this fiscal year. However, high unemployment among educated youth presents a persistent challenge, with the rate for urban youth aged 15-29 standing at 17% in early 2024. Exports of goods and services are forecasted to increase to US\$ 800 Billion by March 2025, rising from US\$ 778.2 Billion in the previous year.

The 2024-25 budget aims to enhance infrastructure and social welfare expenditures, bolstered by dividends from the central bank and a rise in tax collections. Tackling the high unemployment rate among youth through job creation and skills development is vital. Moreover, sustaining export growth requires ongoing support for key industries and strategic trade policies. By concentrating on these priorities, India is poised to continue its strong growth trajectory and promote inclusive development.

Source: (<https://www.thehindu.com/news/national/rural-inflation-still-over-5-food-inflation-nears-9-in-urban-india/article68282040.ece>)

<https://www.reuters.com/world/india/indias-economy-poised-robust-growth-ahead-annual-budget-2024-07-17/#:~:text=India's%20goods%20and%20services%20exports,in%20the%20previous%20fiscal%20year>

Food Processing Industry

India's food processing sector is among the largest in the world and is expected to achieve an output of US\$ 535 Billion by FY 2025-26. This sector is crucial for linking Indian farmers with consumers both domestically and internationally. The Ministry of Food Processing Industries (MoFPI) is actively encouraging investments throughout the value chain. The industry contributes 12.22% to employment in the registered factory sector, employing approximately 2.03 Million people. Additionally, the unregistered sector employs about 5.1 Million workers, accounting for 14.18% of unregistered manufacturing jobs.

The food processing industry in India encompasses a diverse range of sub-segments, including processed fruits and vegetables, ready-to-eat and ready-to-cook meals, mozzarella cheese, processed marine products, edible oils, beverages, and dairy products. Under the Pradhan Mantri Kisan Sampada Yojana (PMKSY), the industry has seen significant development with the approval of 41 mega food parks, 371 cold chain projects, 68 agro-processing clusters, and a total of 474 proposals aimed at enhancing food processing and preservation capacities apart from the Production Linked Incentives scheme.

Source: (<https://www.investindia.gov.in/sector/food-processing>)

Industry Trends

The industry is witnessing dynamic shifts driven by technological advancements and evolving consumer preferences. Innovations such as UHT processing, aseptic packaging, and modern mechanical systems are enhancing product longevity and quality. Simultaneously, increased horticulture consumption and digital adoption are reshaping consumer interactions and choices.

Ultra-High Temperature (UHT) Processing and Aseptic Packaging

Extending the longevity of dairy products through advanced processing methods

Advanced Heat Exchangers and Pasteurization

Implementing modern mechanical systems and higher pasteurization standards

Increased Horticulture Consumption

Growing demand for fruits and vegetables

Frozen and Processed Foods

Providing convenience and nutrition through frozen and processed food options

Enhanced Procurement

Strengthening direct linkages between farmers and firms through contract farming

Next-Generation Consumer

Growing number of internet subscribers and digital adoption in India has transformed access to information and choices for households, enabling consumers to interact with brands and choose from various channels and options



Business Overview

Foods & Inns (referred to as 'Foods & Inns Limited' or 'the Company') is a leader in the agro-processing industry, leveraging over 50 years of expertise to produce high-quality fruit and vegetable products. The Company operates 7 integrated plants equipped with advanced laboratories, extensive storage, and efficient logistics capabilities. It offers a diverse product range, including aseptic, non-aseptic, canned, Tetra Recart, frozen and spray-dried powdered items ensuring traceability and sustainability throughout its supply chain.

Business Verticals

The Company operates across several business segments, including:

Aseptic Products

These products include fruit purees and concentrates that maintain freshness and nutritional value without preservatives. Thus, making them ideal for beverages, dairy, and confectionery.



Canned Products

These are 'Ready-to-Eat' fruit and vegetable products preserved for extended shelf life. They cater to both domestic and international markets.



Frozen Products

These are Individually Quick Frozen (IQF) and blast frozen fruits, vegetables and snacks that retain taste, texture, and nutritional benefits. They are suitable for retail and food service industries.



Spray Dried Powders

These are fruit and vegetable powders used in flavoring, baking, and nutritional supplements. They offer long shelf life and ease of use.



Spices

Spices are aromatic substances derived from various parts of plants, including seeds, fruits, roots, bark, or other vegetative substances, primarily used for culinary, flavoring, coloring, or preserving food. They can also be used for medicinal, cosmetic, and other purposes.



Pectin

It is a vegetarian alternative to gelatin and has its application as a thickening agent in jams, jellies, and pickles, among others, as well as in the skin care industry as it is used in lotions, creams and other skincare formulations. It also has its use cases in digestive health, weight & cholesterol management.



Tetra Recart Products

Tetra Recart packaging is designed to maintain the freshness and flavor of foods, ensuring customers enjoy the same great taste they expect from some of the best kitchens around the world. It has a lower carbon footprint compared to traditional packaging methods, aligning with the growing consumer demand for sustainable options. Tetra Recart extends the shelf life of products up to two years without the need for preservatives, reducing food waste and ensuring long-lasting freshness.



Brands

greentop

Greentop

offers fruits, vegetables & snacks in frozen form as well as ready to eat and ready to cook products in Tetra Recart.

Madhu

Madhu

Offers canned fruit and vegetable products for convenience and quality

kusum

Kusum

Offers spice powders and seasonings known for its purity and rich flavors

Commitment to Quality

Foods & Inns maintains high standards of quality through certifications in food safety and sustainability. The Company's senior management team, with over 300 years of collective experience, ensures that products meet global standards, emphasizing trust, transparency, and quality.

Business Verticals

Fruit and Vegetable Pulp Market

The global fruit and vegetable pulp market, valued at US\$ 2.92 Billion in FY 2022, is projected to register a compound annual growth rate (CAGR) of 6.4% from FY 2022-23 to FY 2029-30. This growth is driven by a shift in consumer preferences toward natural drinks and juices made from fruit and vegetable pulp. Derived solely from plant sources, these pulps align well with dietary preferences and expand their applications in plant-based food & beverage products.

Additionally, the demand for organic and sustainably sourced food products is boosting the fruit and vegetable pulp industry. The increasing trend toward clean-label products is gaining traction, as consumers prefer minimally processed foods free of artificial additives. Fruits and vegetables, requiring less processing and fewer chemical alterations, present opportunities for manufacturers to produce clean-label products.

The fruit pulp market in India is expected to expand by US\$ 165.5 Million, with a CAGR of 8.09% from 2023 to 2028. Several significant factors propel this growth. Urbanization and changing consumer lifestyles are the main drivers, leading to increased demand for convenient and healthy food options. Processed fruits, such as pulps, are becoming popular for their long shelf life and ease of use. Additionally, a surge in health awareness and the growing appeal of functional foods are boosting market growth. Together, these factors present the fruit pulp market as an appealing investment opportunity for businesses.

(Source: <https://www.grandviewresearch.com/industry-analysis/fruit-vegetable-pulp-market-report>)

<https://www.technavio.com/report/fruit-pulp-market-industry-in-india-analysis>)



The Foods & Inns Edge

Foods & Inns provides a diverse selection of high-quality, nutritious fruit and vegetable products tailored for health-conscious consumers. The Company's fruit pulps, purees, and concentrates are produced using cutting-edge technology and undergo rigorous quality checks to ensure excellence. The edge for Foods & Inns comes in from loyal Fortune 500 Beverage manufacturers who stick with the Company because of its SOPs and sustainability practices and the loyalty derived from 3rd or 4th generation farming families who have been supplying fruits and vegetables to the Company. The moat is on the procurement and selling end and we expect this moat to grow stronger as the requirements for sustainability becomes a driving force for the larger brands globally.

Tailwind for Pulping Division

The entry of large conglomerates into the consumer beverage space like Tata, Adani and Reliance has intensified the need to secure raw material availability, with major clients like Coca-Cola investing around US\$ 1 Billion to expand capacity and market reach in the country. Rural electrification and road infrastructure is boosting soft drink penetration and the fruit pulp market is growing due to health-conscious consumers.



Spray Drying Vertical

In 2023, the Indian spray dried foods market was valued at US\$ 57.7 Billion. The sector is propelled by a flourishing food processing industry and increasing demand for functional foods. Spray dried products offer extended shelf life, reduced storage needs, and ease of transportation. Additionally, India's rapid urbanization and economic progress have spurred a growing appetite for convenient, ready-to-eat foods, further boosting the market. The market is projected to reach US\$ 83.9 Billion by 2032, with a CAGR of 4.25% from 2024 to 2032. Also energy crisis in the European markets is shifting the entire demand of spray dried powders to the Asian continent.



Preservation of Quality

Effectively retains the color, texture, and aroma of food products, ensuring maintenance of their original sensory attributes even after drying



Microbial Inhibition

Inhibits microbial growth, significantly extending the shelf life of food products by reducing the risk of spoilage and contamination



Rapid Drying

Allows for rapid drying, completing the process within seconds. This swift drying action helps preserve the food's flavor and nutritional content by minimizing exposure to heat

(Source: <https://www.imarcgroup.com/india-spray-dried-foods-market>)

The Foods & Inns Edge

Foods & Inns excels in producing top-tier spray-dried powders for a variety of food & beverage uses. By employing cutting-edge spray drying technology and maintaining rigorous quality standards, the Company offers an array of powders, including vegetable, fruit, herbal, protein, and flavor types. These high-quality powders are widely incorporated into cereals, snacks, sports drinks, infant formula, and dietary supplements. Foods & Inns is committed to leveraging the latest advancements in spray drying to deliver exceptional powders that adhere to the highest quality standards.

Frozen Food Vertical

In 2023, the global frozen foods market was valued at US\$ 284.2 Billion and is anticipated to reach US\$ 363.7 Billion by 2028, reflecting a CAGR of 5.1%. A significant advantage of frozen foods is their extended shelf life, which greatly aids in reducing food waste—a crucial global concern. This feature allows consumers to stock frozen items without the concern of quick spoilage, aligning it with sustainability goals. Frozen foods offer convenience with extended storage periods and quick cooking times, reducing grocery shopping and meal preparation. They retain nutritional value, taste, and texture, which minimizes food waste and saves money. By preserving peak freshness and nutrient content, frozen foods ensure year-round access to seasonal produce and prevent spoilage.

Globalization has had a major impact as well, offering a wide variety of international cuisines in frozen form. Consumers can now enjoy diverse culinary experiences at home, bringing excitement and variety to their diets.

(Source: <https://www.marketsandmarkets.com/Market-Reports/global-frozen-and-convenience-food-market-advanced-technologies-and-global-market-130.html#:~:text=The%20global%20frozen%20foods%20market,waste%2C%20a%20growing%20concern%20globally.>)

Indian Frozen Food Market

India's frozen food market is expected to reach US\$ 4.28 Billion by 2028. In India, rapid urbanization and busy lifestyles have driven the demand for convenient and time-saving food options, making frozen foods popular among busy individuals and families. Rising disposable income levels have further boosted market growth as consumers are increasingly willing to invest in high-quality food products. The expansion of modern retail formats, along with improved cold chain infrastructure and storage facilities, has enhanced the accessibility and visibility of frozen food products. With its youthful population and rapidly changing food preferences, India represents a high-potential market for frozen foods. Companies are also innovating with new product variants and broadening their distribution networks.

(Source: <https://www.renub.com/india-frozen-food-market-p.php>)

The Foods & Inns Edge

Foods & Inns provides an extensive selection of premium frozen fruits, vegetables, snacks, and flatbreads, all made from top-notch, contract-grown ingredients. Using state-of-the-art IQF technology, the Company captures the peak freshness of produce, preserving its nutrients and flavor. Employing innovative processing methods, Foods & Inns ensures a high-quality frozen food line that delivers both taste and convenience. The Company partners with global brands and large-scale retail outlets to supply frozen fruits and snacks through private-label agreements.

Spices and Masala Vertical

India's spice market, valued at US\$ 7.80 Billion in 2023, is projected to expand at a CAGR of 8.11% from 2024 to 2032, reaching US\$ 15.74 Billion by 2032.

Indian spices have gained immense popularity globally, captivating taste buds with their rich flavors and aromatic profiles. These spices add depth and complexity to cuisines worldwide and are renowned for their diverse range and unique blends. From the fiery heat of chilli powder to the warm, earthy notes of cumin and the fragrant allure of cardamom, Indian spices offer a delightful culinary journey. Cherished by chefs and home cooks alike, these spices have become essential ingredients, enhancing dishes and elevating culinary experiences internationally.

(Source: https://uk.finance.yahoo.com/news/india-spice-market-analysis-report-074400683.html?guce_referrer=aHR0cHM6Ly93d3cuZ29vZ2x1LmNvbS8&guce_referrer_sig=AQAAAM3k7Lwf5UmgSxOZmDSgBWJqcWub_ZNkr8RmoJfVDiu6iYE-80S QipsQCMDROt3M4yEpO2LyaoKjkaeqcmcq_EzMRlcHRMh-OvnZutjqzGzhLTc2 m6LTGxJVdso03r9q6vJ1LpTM5R6vN2F3UvUJs53xl_UaoFHZ_0nGQZl5z6Rq&guc_consent_skip=1725029685)

The Government of India promotes the spice industry through various support programs and export strategies, recognizing its economic potential.

Outlook

The Indian spices market is poised for robust growth, fueled by rising domestic consumption and escalating export demand. As health-conscious consumers gravitate toward organic options, the demand for natural spices will surge. Innovations in processing and packaging will enhance quality and freshness while the e-commerce segment will expand, offering convenient access to diverse spice varieties and fostering direct-to-consumer sales. India's spices are likely gain a stronger foothold in international markets through strategic marketing and adherence to global standards. Companies will explore new spice blends to align with evolving culinary trends, and government initiatives will boost production and market competitiveness. Emphasis on sustainable sourcing and the health benefits of spices will cater to the wellness trend, while increased R&D investments will drive innovations in cultivation and product development, ensuring long-term market growth.

(Source: <https://www.credenceresearch.com/report/india-spices-market>)

The Foods & Inns Edge

In FY 2018-19, Foods & Inns expanded its presence in India's burgeoning spice and masala sector by acquiring Kusum Spices and launching the brand Kusum Masala. The Company has concentrated on building a robust distribution network in the Western and Northern parts of India. Leveraging cutting-edge technology at its facility in Nashik, the Company produces high-quality, authentic spices and masalas. Foods & Inns is now preparing to enter global markets with stringent food quality standards and is planning to invest in a steam sterilization facility to cater to the global markets.



Foods & Inns' Emerging Verticals



B2C

In a strategic consolidation of its consumer division, Foods & Inns is excited to rebrand and market its diverse product offerings under the new umbrella of Greentop, Kusum, and Madhu. These brands will represent an extensive range of high-quality products designed to meet the evolving needs of the Company's customers. Under Greentop, Foods & Inns will feature an innovative selection of frozen foods, ensuring convenience and freshness for busy lifestyles. It will also cater to the ready to eat and ready to cook food categories by replacing cans and making available best quality convenient foods without the use of artificial preservatives. Kusum will spotlight spices catering to the growing demand for spices and various new blends. Madhu will encompass a variety of fruit and vegetable pulps, perfect for adding natural flavor and nutrition to any dish. This strategic rebranding is aimed at enhancing the Company's market presence and delivering a comprehensive array of products to suit diverse consumer preferences.





Tetra Recart

Tetra Recart is revolutionizing packaging with its eco-friendly carton solution, providing a sustainable alternative to traditional canning methods. This innovative packaging option is designed to be environmentally friendly, with lower carbon emissions compared to steel cans and juice jars. It offers about 25% greater efficiency in storage and transport than cans, thereby enhancing the overall sustainability of the supply chain. Additionally, the capital expenditure associated with Tetra Recart falls within the scope of the committed capex under the Production Linked Incentive (PLI) scheme, underscoring the Company's commitment to both environmental stewardship and business growth. By adopting Tetra Recart, the Company is not only reducing its carbon footprint but also unlocking new business opportunities and maximizing the potential of its products. Tetra Recart packaging is designed to maintain the freshness and flavor of foods, ensuring customers enjoy the same great taste they expect from some of the best kitchens around the world. Tetra Recart extends the shelf life of products up to two years without the need for artificial preservatives, reducing food waste and ensuring long-lasting freshness.



Pectin Project

The Company has established a state-of-the-art Pectin manufacturing facility in Chittoor, Andhra Pradesh, located in India's largest mango pulping belt. This strategic location is crucial as it allows Foods & Inns to efficiently utilize the mango byproducts, with lab test results of the Company's Pectin already receiving approval from major multinational corporations and Indian companies. Typically, about 50% of a mango's weight is waste, including skins and kernels, which requires proper disposal and incurs significant costs. The Company's Pectin project addresses this challenge by converting this waste into a valuable, high-quality product. This initiative not only reduces waste management costs but also supports sustainability by creating a valuable segment that contributes to environmental stewardship and enhances overall operational efficiency.



Financial Highlights

Particulars	2023-24	2022-23	2021-22	2020-21
Revenue from Operations	99,731.33	98,117.29	61,648.56	35,657.27
Other Income	774.10	287.32	762.48	1,200.81
Manufacturing & Other Expenses	87,907.17	88,388.73	56,833.07	33,694.01
EBIDTA	12,598.26	10,015.88	5,577.97	31,64.07
Interest	4,547.69	2,727.43	1,889.09	1,443.42
Depreciation	1,629.39	1,394.32	1,323.68	1,243.82
Profit/(Loss) before Tax	6,421.18	6,426.45	2,365.20	476.83
Taxation	2,155.00	1,825.00	820.00	71.00
Deferred Tax	595.68	(122.27)	(56.67)	16.96
Profit/(Loss) after Tax	3,670.50	4,723.72	1,601.87	388.87
What the Company Owned				
Net Fixed Assets *	28,154.11	23,372.16	18,724.51	14,396.95
Investments	1,519.51	1,934.33	678.48	503.86
Current Assets, Loans & Advances	72,178.06	55,276.93	36,580.95	26,780.75
Deferred Tax Asset	0.00	0.00	957.85	896.39
*includes Capital Work in Progress				
Total Assets	1,01,851.68	80,583.42	56,941.79	42,577.95
What the Company Owed				
Long-Term Funds	7,920.7	5,517.25	4,331.52	1,228.86
Short-Term Funds	38,375.29	28,213.59	16,906.00	15,070.41
Current Liabilities & Provision	14,215.01	15,324.38	15,951.31	8,016.65
Deferred Tax Liabilities	1,332.52	155.15	0.00	0.00
	61,843.52	49,210.37	37,188.83	24,315.92
Net Worth of the Company				
Equity Share Capital	567.64	509.38	503.38	503.38
Amount for Preferential Warrents	0.00	6,145.10	0.00	0.00
Reserves And Surplus	39,440.52	24,718.57	19,249.58	17,758.65
	40,008.16	31,373.05	19,752.96	18,262.03
Total Liabilities	1,01,851.68	80,583.42	56,941.79	42,577.95

₹ In Lakhs

	2019-20	2018-19	2017-18	2016-17	2015-16	2014-15
	38,429.62	33,738.43	33,534.79	34,686.26	33,548.91	36,076.79
	462.66	285.18	735.95	1,439.16	378.6	270.28
	35,419.68	31,373.42	30,946.31	31,675.58	30,608.67	31,499.31
	3,472.60	2,650.19	3,324.43	4,449.84	3,318.84	4,847.76
	1,140.69	1,338.69	1,805.56	1,818.22	1,970.36	2,219.11
	1,240.39	1,150.76	1,044.92	940.15	800.58	1,058.85
	1,091.52	11,841.91	473.94	982.95	547.90	1,569.80
	310.46	2,800.00	270.00	275.00	156.42	343.65
	(322.41)	(1,895.04)	(149.14)	156.09	330.00	(44.20)
	1,103.47	10,936.95	353.08	551.86	61.48	1,270.35
	13,587.36	12,039.76	10,815.57	9,809.97	10,749.29	10,461.57
	266.91	7.70	2,212.97	2,053.15	203.32	211.37
	27,086.48	23,232.42	22,373.18	21,771.25	19,809.22	17,463.02
	919.51	814.17	0.00	0.00	0.00	0.00
	41,860.26	36,094.05	35,401.72	33,634.38	30,761.83	28,135.96
	1,198.54	853.07	548.90	384.88	706.79	964.91
	11,806.95	8,941.63	24,923.79	23,495.96	21,467.01	18,010.69
	10,900.00	9,289.33	1,048.65	2,036.28	2,461.52	3,380.56
	0.00	0.00	1,082.14	1,105.79	822.07	492.07
	23,905.49	19,084.03	27,603.48	27,022.90	25,457.39	22,848.23
	503.38	167.79	164.19	160.59	145.10	145.10
	0.00	0.00	78.30	143.10	0.00	0.00
	17,451.39	16,842.24	7,555.75	6,307.79	5,159.34	5,142.63
	17,954.77	17,010.03	7,798.24	6,611.48	5,304.44	5,287.73
	41,860.26	36,094.06	35,401.72	33,634.38	30,761.83	28,135.96

Financial Ratios (Standalone)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023	% Change Increase/ (Decrease)
	2024	2023	
Current Ratio	1.36	1.26	7.94%
Debt-Equity Ratio	1.16	1.08	7.41%
Debt Service Coverage Ratio	1.64	2.58	(36.43%)
Return on Equity (ROE)	10.28%	18.50%	(44.43%)
Return on Capital Employed (ROCE)	12.52%	13.24%	(5.44%)
Return on Investment (ROI)	9.01%	(3.48%)	358.91%
Inventory Turnover Ratio	2.00	2.61	(23.37%)
Inventory Holding Period (Days)	182.39	140.06	30.22%
Debtors' Turnover Ratio	5.92	8.05	(26.46%)
Debtor Days	61.64	45.35	35.92%
Creditors Turnover Ratio	7.05	6.46	9.13%
Creditor Days	51.78	56.52	(8.39%)
Net Capital Turnover Ratio	5.29	8.84	(40.16%)
Net Profit Ratio	3.68%	4.83%	(23.81%)

Ratio	Numerator
Current Ratio	Current Assets
Debt-Equity Ratio	Total Borrowings (Non-Current Borrowings + Current Borrowings)
Debt Service Coverage Ratio	PAT + Interest + Depreciation + or - Non-Cash items
Return on Equity (ROE)	Net Profit after Tax - Preference Dividend (If Any)
Return on Capital Employed (ROCE)	EBIT
Return on Investment (ROI)	Market Value of Quoted Non-Strategic Investments at the End of the Year
Inventory Turnover Ratio	Cost of Goods Sold
Inventory Holding Period	365
Debtors' Turnover Ratio	Credit Sales
Debtor Days	365
Creditors' Turnover Ratio	Net Credit Purchases
Creditor Days	365
Net Capital Turnover Ratio	Net Sales
Net Profit Ratio	Net Profit

Reasons if the Change has been More than 25%

-
-
Increased interest rates along with increased working capital borrowing due to higher production and slower movement of inventory has reduced the debt service coverage ratio
PAT reduced due to higher tax rate applicable for the Company along with equity base increase as a result of infusion of funds by warrant holders resulting in lower ROE for the current year as compared to the previous year
-
Quoted equity shares and mutual funds have given good returns
-
Slower call offs against confirmed orders resulted in increased inventory holding days
The debtors' turnover ratio as on the balance sheet date is elevated as a lot of sales happened in the month of March 2024 for which the payment was not due until April 2024
The debtor days as on the balance sheet date is elevated as a lot of sales happened in the month of March 2024 for which the payment was not due until April 2024
-
-
Higher inventory and higher receivables as at year end resulted in lower net capital turnover ratio
Higher tax rate applicable for the Company from the current year has resulted in lower net profit ratio

Denominator

Current Liability
Shareholders' Equity
Interest & Lease Payments +Principal Repayments
Average Shareholders' Equity
Total Shareholders' Equity + Non-Current Borrowings + Current Borrowings+ Deferred Tax Liabilities
Market Value of Quoted Non-Strategic Investments at Beginning of the Year
Average Inventory
Inventory Turnover Ratio
Average Debtors
Debtors' Turnover Ratio
Average Creditors
Creditors' Turnover Ratio
(Current Assets - Current Liabilities)
Net Sales

SWOT Analysis

Strengths

- ◇ Industry Leader in Mango Pulping: Dominating the mango pulping sector
- ◇ Cross-Selling Opportunities: Introducing and selling new products to existing customers
- ◇ Strategic Growth and Diversification: Expanding product range to include other fruits and vegetables
- ◇ Customer Engagement Excellence: Ensuring efficient delivery and high levels of customer satisfaction
 - Sustainability: The Company has voluntarily adopted BRSR Lite reporting standards and disclosures on the CDP platform which increases the moat of supply to large brands globally who require sustainability across their value chain. This will help the Company increase its market share.



Opportunities

- ◇ Growing Packaged Food & Beverage Consumption: Capitalizing on the large and expanding market in India
- ◇ International Market Expansion: Introducing products tailored for the Indian diaspora and ethnic food sections abroad
- ◇ Premium Product Development: Focusing on high-quality offerings for discerning consumers
- ◇ Strengthening Supply Chain and Business Practices: Enhancing operational efficiency and reducing costs



Weaknesses

Capital-Intensive Structure: Requires substantial working capital investment

Mitigation

- ◇ Diversification of Offerings: Shifting from a commoditized approach by incorporating value-added products into the portfolio
- ◇ Enhancing Financial Efficiency: Adopting strategies to decrease debtor and inventory days



Threats

Volatility in Commodity and Currency Rates: Driven by inflationary pressures and mobility restrictions

- ◇ Broad-Based Cost Pressures: Including rising commodity prices, input cost inflation, and freight challenges

Mitigation

- ◇ Passing Cost Pressures to Customers: Adopting cost plus model to mitigate the impact of inflation and raw material price increases
- ◇ Hedging Strategies: Utilizing financial instruments to manage foreign exchange risks
- ◇ Economies of Scale in Procurement: Leveraging business size to reduce procurement costs
- ◇ Diversifying Regional Presence: Expanding into multiple geographies to minimize concentration risk
- ◇ Extended Product Offerings: Adapting to changing consumer demands and market uncertainties



Cautionary Statement

The Management Discussion and Analysis contains 'forward-looking statements,' identified by words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates,' and so on within the meaning of applicable securities laws

and regulations concerning Foods and Inns' future business prospects and business profitability. All statements that address expectations or projections about the future, the Company's strategy for growth, product development, market position, expenditures, and financial results, are forward-looking statements. All these prospects are subject to a number of risks and uncertainties, and the actual results could materially differ from those in forward-looking statements. The risks

and uncertainties relating to these statements include but are not limited to, risks and uncertainties regarding fluctuations in earnings, ability to manage growth,

competition (both domestic and international), economic growth in India and the target countries worldwide, ability to attract and retain highly skilled professionals, time, and cost

overruns on contracts, ability to manage international operations, Government policies and actions with respect to investments, fiscal deficits, regulations, interest, and other

fiscal costs generally prevailing in the economy. Past performance may not be indicative of future performance. The Company does not undertake to make any announcement in case any of these forward-looking statements become materially incorrect in future, nor shall it update any forward-looking statements made from time to time on its behalf.





NOTICE

Notice is hereby given that the 52nd Annual General Meeting (AGM) of the Members of Foods and Inns Limited will be held on Tuesday, September 24, 2024 at 4:30 P.M. through video conferencing/ Other Audio Visual Means ("VC/OAVM") facility to transact the following business:

ORDINARY BUSINESS:

Item No. 1 -

To receive, consider and adopt:

- a) **The Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon; and**
- b) **The Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2024 together with the Report of the Auditors thereon.**

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

"RESOLVED THAT the Company to consider and approve the Audited Financial Statements of the Company on standalone and consolidated basis for the Financial Year ended March 31, 2024, together with the Reports of the Directors and Auditors thereon."

Item No. 2 -

Declaration of Dividend

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

"RESOLVED THAT the Company to declare final dividend @30% i.e. ₹ 0.30 per equity share for the financial year ended March 31, 2024."

Item No. 3 -

Re-appointment of Mr. Raymond Simkins (DIN: 01573312) as a Director liable to retire by rotation.

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder and Rule 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in

force) Mr. Raymond Simkins (DIN: 01573312), who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

Item No. 4 -

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

Re-appointment of Mr. Maneck Davar (DIN: 01990326) as an Independent Director of the Company for 2nd term:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Mr. Maneck Davar (DIN: 01990326), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commenced from September 30, 2019 to September 29, 2024 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from September 30, 2024 upto September 29, 2029 (both days inclusive).

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

**By order of the Board of Directors
For FOODS AND INNS LIMITED**

Ameya T. Masurkar

Company secretary and Compliance Officer
A60907

Place: Mumbai
Date: August 12, 2024

NOTICE (Contd.)

NOTES:

1. The Ministry of Corporate Affairs ('MCA') vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated 8th December, 2021, General Circular No. 21/2021 dated 14th December, 2021, General Circular No. 2/2022 dated May 5, 2022, General Circular No.11/2022 dated 28th December, 2022 and General Circular No. 09/2023 dated September 25, 2023 and all other relevant circulars issued from time to time, allowed companies whose AGMs are due in the year, 2024, to conduct their AGMs on or before September 30, 2024, in accordance with the requirements laid down in Para 3 and 4 of the General Circular No. 20/2020 dated May 5, 2020 (collectively "MCA Circulars") and The Securities and Exchange Board of India ('SEBI') also issued Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 for relaxation on holding AGM through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"). Further SEBI vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 has given relaxation upto September 30, 2024 ("SEBI Circular"). In compliance with these Circulars, provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 52nd AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 52nd AGM shall be the Registered Office of the Company.
2. Though normally a member entitled to vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and proxy need not to be a member. Pursuant to the MCA Circulars, as physical attendance of members has been dispensed with, the facility to appoint proxy to attend and cast vote for the members will not be available for this AGM and hence the Proxy Form and the Attendance Slip are not annexed to this Notice. However, pursuant to the Section 112 and 113 of the Companies Act, 2013, representatives of the members of the body corporate can attend the AGM through VC/OAVM and cast their votes through e-Voting
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. In line with the 'MCA Circulars' and the Circulars SEBI/HO/ CFD/ CMD1/ CIR/P/2020/79 SEBI/HO/CFD/CMD2/ CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4, issued by the Securities and Exchange Board of India (the 'SEBI'), (the 'SEBI Circulars'); the Notice of calling the AGM and the Annual Report 2023-24 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or the Registrar & Share Transfer Agent (RTA) of the Company or their respective Depository Participants. The Notice calling the AGM and the Annual Report 2023-24. has been uploaded on the website of the Company at www.foodsandinns.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of the National Securities Depository Limited (the "NSDL") (agency for providing the e-voting facility) at www.evoting.nsd.com.
6. The Statement, setting out the material facts, pursuant to Section 103 of the Companies Act, 2013, concerning the Special Business mentioned in the Notice, is annexed hereto and forms part of this Notice.
7. In pursuance of the MCA Circulars and the SEBI Circulars, all the relevant documents referred to in the Notice are

NOTICE (Contd.)

open for inspection through electronic mode on the website of the Company till the conclusion of the AGM.

8. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Monday September 16, 2024 to Tuesday, September 24, 2024 (both days inclusive) for the purpose of the AGM and distribution of dividend.
9. Institutional/ Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC/ OAVM and vote on its behalf. The said Resolution/ Authorization shall be sent to Company at cs@foodsandinns.com.
10. The Board has appointed M/s. Ragini Chokshi and Co., Practicing Company Secretary (CP 9031) as a scrutinizer (the 'Scrutinizer') to scrutinize the voting and e-voting process in a fair and transparent manner. The Scrutinizer shall from the conclusion of voting at the meeting, first count the votes cast at the AGM. Thereafter unblock the votes casted through e-voting and make a consolidated Scrutinizer's Report of the votes cast in favor or against, if any, to the Chairman or in his absence to any other Director authorized by the Board.

The Chairman or in his absence any other Director authorized by the Board, shall forthwith on receipt of the Consolidated Scrutinizer's Report, declare the results of the voting.

The results of voting will be declared and published, along with consolidated Scrutinizer's Report, on the website of the Company at www.foodsandinns.com and on the NSDL website at www.evoting.nsdl.com and the same shall also be simultaneously communicated to the BSE Limited and the National Stock Exchange of India Limited within two working days from the conclusion of the AGM.

11. The Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited at rnt.helpdesk@linkintime.co.in. The Members are requested to submit request letter mentioning the Folio No. and Name of the Shareholder along with the scanned copy of the Share Certificate (front

and back) and self-attested copy of PAN card for updation of email address.

12. The Members holding shares in dematerialized mode are requested to register/ update their email addresses with their Depository Participant(s).
13. We are pleased to provide the facility of live webcast of proceedings of the AGM. The Members who are entitled to participate in the AGM can view the proceeding of the AGM by logging on the website at <https://www.evoting.nsdl.com> using their secure login credentials.
14. The Members will be allowed to pose questions during the course of the Meeting. The queries shall be sent at least 10 working days in advance before the date of AGM to cs@foodsandinns.com.
15. Since the AGM will be held through VC/ OAVM, the route map is not annexed to the Notice.

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

The remote e-voting period begins on Friday, September 20, 2024 at 10:00 A.M. and ends on Monday, September 23, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 13, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 13, 2024.

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

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

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

NOTICE (Contd.)

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDEAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

NOTICE (Contd.)

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

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

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

4. Your User ID details are given below :

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

NOTICE (Contd.)

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.
- Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**
- How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**
1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
 3. Now you are ready for e-Voting as the Voting page opens.
 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 5. Upon confirmation, the message "Vote cast successfully" will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- GENERAL GUIDELINES FOR SHAREHOLDERS**
1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mail@raginichoksi.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

NOTICE (Contd.)

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsd.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsd.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Sanjeev Yadav at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@foodsandinns.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@foodsandinns.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@foodsandinns.com. The same will be replied by the company suitably.
6. If a shareholder wishes to speak at the AGM, please register as a speaker 7 days before the meeting date by sending an email to cs@foodsandinns.com.

NOTICE (Contd.)

EXPLANATORY STATEMENT**(Pursuant to section 102 of the Companies Act, 2013)**

As required by section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under items No. 4 of the accompanying notice.

Item No. 4

The Board of Directors of the Company had appointed Mr. Maneck Davar (DIN: 01990326) as an Additional Director of the Company w.e.f. September 30, 2019 and his appointment was confirmed as an Independent Director in the AGM conducted for the financial year 2019-20 for 1st term of five year. Now, by the recommendation of Nomination and Remuneration Committee he was re-appointed for his 2nd term by Board of Directors in their meeting held on August 12, 2024. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Maneck Davar shall hold office up to the date of the forthcoming Annual General meeting and is eligible to be re-appointed as an Independent Directors for a 2nd term upto Five years from the date of ensuing Annual General Meeting. The Company has received notice under section 160 of the Companies Act, 2013 from Mr. Maneck Davar signifying his candidature as an Independent Directors of the Company.

A brief profile of Mr. Maneck Davar, including nature of their expertise, is provided below. The Company has received a declaration of independence from Mr. Maneck Davar. In the opinion of the Board, Mr. Maneck Davar fulfils the conditions specified in the Companies Act, 2013 and the Equity Listing Agreement, for appointment as Independent Director of the Company.

The Company has received a declaration of independence from Mr. Maneck Davar. In the opinion of the Board, Mr. Maneck Davar fulfils the conditions specified in the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, for appointment as Independent Director of the Company.

Name	Mr. Maneck Davar
Date of Birth & Age	March 05, 1958, 66 years
Appointed on	September 30, 2019
Qualifications	BA Hons
Expertise/experience	Journalism, Publishing and Export Promotion
Shareholding	717

The Other Directorships / Committee Membership of Mr. Maneck Davar are as follows:

Name of the Company	Committee Membership	Board Membership
Kemp And Company Limited	Audit Committee and Nomination and Remuneration Committee	Member
Bajel Projects Limited	Audit Committee and Nomination and Remuneration Committee	Member
Spenta Publishers Private Limited	--	--
Spenta Management Private Limited	--	--
Spenta Digital Media Private Limited	--	--
Spenta Multimedia Private Limited	--	--
Mumbai Boat Show Private Limited	--	--
Smart Manager Media Private Limited	--	--

Your directors recommend the passing of the resolution as a Special Resolution.

None of the Directors or the Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in this Resolution except Mr. Maneck Davar.

**By order of the Board of Directors
For FOODS AND INNS LIMITED**

Place: Mumbai
Date: August 12, 2024

Ameya T. Masurkar
Company secretary and Compliance Officer
A60907

DIRECTORS' REPORT

Dear Members,

The Directors present their report on the financial performance, business and operations of the Company for the year ended 31st March, 2024.

1. FINANCIAL RESULTS

The highlights of the financial performance for the year gone by and its comparison with previous year are given below:

	Standalone		Consolidated	
	FY 2023-24	FY 2022-23	FY 2023-24	FY 2022-23
	(₹ in Lakhs)			
Total Income	1,00,505.43	98,404.61	1,02,683.01	1,00,151.62
Profit Before Depreciation, Cost of Finance and Tax (PBDIT) inclusive of other Income	12,598.26	10,015.88	12,704.82	10,153.37
Finance Cost	4,547.69	2,727.43	4,611.62	2,766.37
Depreciation	1,629.39	1,394.32	1,640.06	1,403.42
Profit before share of profit/(loss) from Associate/ Joint venture and exceptional items	6,421.18	5,894.13	6,453.14	5,983.58
Share of profit/(loss) from Associate/ Joint venture	-	-	(12.54)	(55.17)
Profit before exceptional items and tax	6,421.18	5,894.13	6,440.60	5,928.41
Exceptional items net(Loss)/ gain	-	532.32	-	532.32
Tax Expenses	2,750.68	1,702.73	2,768.55	1,719.77
Net Profit for the year	3,670.50	4,723.72	3,672.05	4,740.96
Other Comprehensive Income/ (Loss) (OCI) (Net of taxes)	1.29	(17.71)	1.04	(19.45)
Appropriations				
Transfer to General Reserves	-	-	-	-
Balance carried to Balance sheet	3,671.79	4,706.01	3,673.09	4,721.51

2. RESULTS OF OPERATIONS

As per the Standalone Financials the turnover of the Company is ₹ 997.31 Crores for the Financial year ended on 31st March, 2024 as compared to ₹ 977.34 Crores for the Financial year ended on 31st March, 2023. The Company made a profit before tax of ₹ 64.21 Crores during the Financial year ended 31st March, 2024 against the profit before tax of ₹ 64.26 Crores during the Financial year ended on 31st March, 2023.

As per the Consolidated Financials for Financial year ended on 31st March, 2024 the turnover of the Company is ₹ 1,026.83 Crores as compared to ₹ 1,001.51 Crores for the Financial year ended on 31st March, 2023. The Company made a profit before tax of ₹ 64.40 Crores during the Financial year ended 31st March, 2024 against the profit before tax of ₹ 64.21 Crores during the Financial year ended on 31st March, 2023.

The Company's exports during the year was ₹ 345.27 Crores (₹ 382.20 Crores) and domestic sale was ₹ 612.24

Crores (₹ 592.70 Crores). This translates into a ratio of 36.06% and 63.94% (39.20% to 60.80% during the Financial year ended on 31st March, 2023.) between exports and domestic sales.

3. DIVIDEND

Your Directors are pleased to recommend a Dividend of ₹ 0.30/- per equity share of face value of ₹ 1/- each (30%) for the financial year ended 31st March, 2024 as against ₹ 0.50 per equity share of face value of ₹ 1/- each (50%) for the previous financial year ended 31st March, 2023. The Dividend, subject to the approval of the Members at the 52nd Annual General Meeting to be held on 24th September, 2024 will be paid on or after 1st October, 2024 to those Members whose names appear in the Register of Members of the Company.

The Dividend recommendation is in accordance with the Dividend Distribution Policy ("the Policy") of the Company.

DIRECTORS' REPORT (Contd.)

The policy is available on the website of the Company.

4. EMPLOYEE STOCK OPTION SCHEME

Pursuant to the approval of the Members at the 49th Annual General Meeting held on Wednesday, 29th September, 2021, the Board of directors of the Company approved the 'Foods and Inns Employee Stock Option Plan 2021' ("ESOP 2021"/ "Plan") as per the Regulations of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014. Further, the scheme was aligned by Nomination and Remuneration committee as per Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (SEBI SBEB & SE Regulations). The alignment in the plan is to comply with the provisions of the Regulations of SEBI SBEB & SE Regulations, 2021 and does not require shareholders resolution as per Regulation 7(2) of SEBI SBEB & SE Regulations, 2021.

During the Financial year 2021-22, the Nomination and Remuneration Committee of the Board in their meeting held on 03rd February, 2022 granted 14,66,760 stock options (1st Tranche) to the eligible Employees as per the ESOP 2021 of the Company at an exercise price of ₹ 54 per share. The options granted under the Plan shall be exercised not earlier than minimum period of 1 (one) year and not later than maximum period of 4 (four) years from the date of vesting.

During the Financial year 2023-24, the Nomination and Remuneration Committee of the Board in their meeting held on 07th August, 2023 granted 1,73,000 stock options (2nd Tranche) to the eligible Employees as per the ESOP 2021 of the Company at an exercise price of ₹ 81 per share. The options granted under the Plan shall be exercised not earlier than minimum period of 1 (one) year and not later than maximum period of 4 (four) years from the date of vesting.

During the F.Y. 2023-24 under review, the Company has allotted ESOP shares under 1st tranche as follows:

- i) 1,58,753 Equity Shares under "ESOP 2021"/ "Plan" at an exercise price of ₹ 54 per share which is amounting to ₹ 85,72,662/- on 31st March, 2023.
- ii) 1,04,900 Equity Shares under "ESOP 2021"/ "Plan" at an exercise price of ₹ 54 per share which is amounting to ₹ 56,64,600/- on 01st November, 2023.

Applicable disclosures relating to Employees Stock

Options as at 31st March, 2024, pursuant to SEBI (Share Based Employee Benefits) Regulations, 2014, as amended from time to time, the details are placed on the website of the Company at <https://www.foodsandinns.com/Investor/Investor/ESOP/ESOP> for financial year ended March 31, 2022.pdf. The ESOP-2021 Scheme of the Company is in compliance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (SEBI SBEB & SE Regulations).

Secretarial Auditors' certificate to the effect that the ESOP – 2021 Scheme of the Company has been implemented in accordance with the SEBI Guidelines and as per the resolution passed by the members of the Company has been obtained by the Company.

5. TRANSFER TO RESERVES

The Company has not transferred any amounts to General Reserve during the year.

6. FIXED DEPOSITS

The Board of directors of the Company in their meeting dated 08th August, 2022 has approved the fixed deposit scheme for acceptance of Fixed Deposits from public and shareholders of the Company, and approval of the members taken by the Company within the limits prescribed in the Companies Act, 2013 and Companies (Acceptance of Deposits) Rule, 2014 and the overall borrowing limits of the Company, as approved by the Members, from time to time. However no fixed deposits were accepted from public and shareholders during the year.

7. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION DURING THE FINANCIAL YEAR AND BETWEEN END OF THE FINANCIAL YEAR AND DATE OF REPORT

There are material changes and commitments affecting the financial position of the Company which have occurred during the Financial year 2023-24 and after 31st March, 2024 till date of this report which are as under:

During the Financial Year 2023-24:

- i) Mrs. Randeep Kaur Puri has resigned from the post of Company Secretary and Compliance Officer of the Company w.e.f. 06th April, 2023.

DIRECTORS' REPORT (Contd.)

- ii) The Company has issued and allotted 25,00,000 Equity shares upon Conversion of Warrants on a preferential basis having face value ₹ 1 at a price of ₹ 95 per equity Share on 30th May, 2023.
- iii) The Company has allotted 1,58,753 Equity Shares under "ESOP 2021"/ "Plan" at an exercise price of ₹ 54 per share which is amounting to ₹ 85,72,662/- on 31st May, 2023.
- iv) Mrs. Pallavi Dhupelia, Director of the Company has resigned from the Directorship w.e.f. 13th June, 2023
- v) Mr. Ameya T. Masurkar Appointed as Company Secretary & Compliance Officer of the Company w.e.f. 13th June, 2023.
- vi) Appointment of Mr. A. V. Seshadrinathan as Independent Director of the Company w.e.f. 07th August, 2023
- vii) Appointment of Ms. Karishma Bhalla as Independent Director of the Company w.e.f. 07th August, 2023
- viii) Completion of Tenure (2nd term) of Mr. V. K. Beswal as Independent Director of the Company w.e.f. 11th September, 2023
- ix) Completion of Tenure (2nd term) of Mrs. Kamlini C. Maniar as Independent Director of the Company w.e.f. 11th September, 2023
- x) The Company has allotted 1,04,900 Equity Shares under "ESOP 2021"/ "Plan" at an exercise price of ₹ 54 per share which is amounting to ₹ 56,64,600/- on 01st November, 2023.
- xi) Appointment of Mr. Sanjay Naik as Independent Director of the Company w.e.f. 09th November, 2023
- xii) The Company has issued and allotted 30,61,740 Equity shares upon Conversion of Warrants on a preferential basis having face value ₹ 1 at a price of ₹ 95 per equity Share on 18th January, 2024.
- xiii) Approval Received from Stock Exchange (BSE and NSE) on 01st February, 2024 for Re-classification of "Promoter Shareholding" to "Public Shareholding" of Mrs. Pallavi Dhupelia and Mr. Ameya Dhupelia pursuant to request received by above-mentioned shareholders on 24th July, 2023.

After end Financial Year 2023-24 and date of Report:

- i) The Company has issued and allotted 15,03,760 Equity shares upon Conversion of Warrants on a preferential basis having face value ₹ 1 at a price of ₹ 95 per equity Share on 01st April, 2024.

- ii) The Company has allotted 2,30,260 Equity Shares under "ESOP 2021"/ "Plan" at an exercise price of ₹ 54 per share which is amounting to ₹ 1,24,34,040/- on 05th April, 2024.
- iii) The Company has issued and allotted 6,01,550 Equity shares upon Conversion of Warrants on a preferential basis having face value ₹ 1 at a price of ₹ 95 per equity Share on 13th May, 2024.
- iv) The Company has issued and allotted 1,38,94,699 Equity shares upon Conversion of Warrants on a preferential basis having face value ₹ 1 at a price of ₹ 95 per equity Share on 18th June, 2024.

8. CORPORATE SOCIAL RESPONSIBILITY

The Company has always considered Corporate Social Responsibility (CSR) as a voluntary activity and a part of its long term vision of creating value for all its stakeholders. Our Company believes that giving back to society is not a mandate but something which is integral to its beliefs. Accordingly, CSR is an integral part of the Company's business and is even promoted at the Board level.

The Company has contributed towards promoting sports, health-care and education.

Further details on the prescribed CSR spend under section 135 of the Companies Act, 2013 and the amount committed and distributed during the year under review are provided in the Annual Report on CSR activities annexed as Annexure-1 to this report.

9. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO.

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under the Act, is annexed as Annexure-2 to this report.

10. SUBSIDIARY AND ASSOCIATE COMPANIES

Statement containing the salient features of the financial statements of subsidiaries in the prescribed Form AOC-1 is annexed as Annexure-3.

11. CONSOLIDATED FINANCIAL STATEMENTS

In compliance with the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements)

DIRECTORS' REPORT (Contd.)

Regulations, 2015 (the listing Regulations), consolidated financial statements of the Company and its subsidiary has been prepared for the year under report. The Audited Consolidated financial statements along with the auditors' report thereon forms part of this Annual report.

12. CORPORATE GOVERNANCE

Corporate Governance is about maximizing shareholders value legally, ethically and sustainably. We believe sound corporate governance is critical to enhance and retain investor trust. Our Board exercises its fiduciary responsibilities in the widest sense of term. Our Corporate governance report forms part of this Annual report.

13. DIRECTORS AND KEY MANAGERIAL PERSONNEL

All Independent Directors have given declarations that they meet the criteria of Independence as laid down under Section 149 (7) of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

In accordance with the provisions of the Act, Mr. Raymond Simkins retires by rotation and is eligible for re-appointment.

Further, the details of Directors include remuneration, independence, performance, Committees and Directors meeting, are given in the Corporate Governance Report, which is integral part of this Annual and Board's Report.

14. DIRECTORS RESPONSIBILITY STATEMENT

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

- In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- we have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial year ended 31st March, 2024 and of the profit of the Company for that year.
- we have taken proper and sufficient care for the maintenance of adequate accounting records

in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

- we have prepared the Annual Accounts on a going concern basis.
- we have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively.
- we have devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

15. INSURANCE

The assets of the Company are adequately insured against the loss of fire and other risks which are considered necessary by the management.

16. BOARD EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirement as prescribed by Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulation, 2015.

The Board and Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meeting like preparedness on the issue to be discussed, meaningful and constructive contribution and inputs in meetings.

The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

In a separate meeting of Independent Directors, performance of non-Independent directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of directors.

17. NUMBER OF MEETINGS OF THE BOARD

The Board has met Seven times during the financial year, the details of which are given in the Corporate Governance report.

DIRECTORS' REPORT (Contd.)

18. INDEPENDENT DIRECTORS MEETING

The Independent Directors met once during the year under review, without the attendance of the Non – Independent Directors and members of the Management. The Independent Directors reviewed the performance of the Non-Independent directors and the Board as a whole and the performance of the Chairman of the Company, taking into account the views of the Directors and assessed the quality, quantity and timeline of the flow of information between the Company Management and the Board which is necessary for the Board to effectively and reasonably perform their duties.

19. COMMITTEES OF THE BOARD

Currently, the Board has Seven Committees, the audit committee, the nomination and remuneration committee, the stakeholder's relationship committee, the corporate social responsibility committee and the risk management committee, Executive Committee and Securities Allotment Committee. A detailed note on the composition of the Board and its committees is provided in the Corporate Governance report section of this Annual Report.

20. POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION AND OTHER DETAILS

The Company's policy on director's appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the Corporate Governance Report, which forms part of the Director's Report.

21. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

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

22. RELATED PARTY TRANSACTIONS

There are no materially significant related party transactions made by the Company during the year. Related Party Transactions Policy is posted on the website of the Company and is available at <https://www.foodsandinns.com/pdf/policies/related-party-transaction-policy.pdf>. The details of all the transactions with the related parties are disclosed in the Notes forming part of financial statements annexed to the financial statements for the year 2023-24.

All the Related Party Transactions entered into by the Company are in ordinary course of business and on an

arm's length basis for which requisite approvals from the Audit Committee and the Board of Directors were obtained.

23. PARTICULARS OF EMPLOYEES

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 are given below:

- i. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Sr. No.	Name of the director	(₹ in Lakhs)	Ratio (times)
A)	Median Employee Remuneration	2.91	
B)	Non-Executive Directors Remuneration		
1.	Mr. Bhupendra Dalal	87.64	30.12
2.	Mr. Raymond Simkins	8.50	2.92
3.	Mr. Hormazdiyar Vakil	10.00	3.44
4.	Mr. Maneck Davar	9.10	3.13
5.	Mr. A. V. Seshadrinathan w.e.f. 07 th August, 2023	1.45	0.50
6.	Ms. Karishma Bhalla w.e.f. 07 th August, 2023	1.15	0.40
7.	Mr. Sanjay Naik w.e.f. 09 th November, 2023	0.50	0.17
8.	Mrs. Pallavi Dhupelia Upto 13 th June, 2023	0.00	--
9.	Mr. V.K. Beswal Upto 11 th September, 2023	8.50	2.92
10.	Mrs. Kamlini Maniar Upto 11 th September, 2023	8.20	2.82

- ii. The percentage increase/ (decrease) in remuneration of each director, Chief Executive Officer, Company Secretary, if any, in the financial year:
 Chief Executive Officer: 4.73%,
 Chief Financial Officer: 31.95%,
 Company Secretary: N.A.
- iii. The percentage decrease in the median remuneration of employees in the financial year 2023-24: 13.65%
- iv. There were 546 permanent employees on the payroll of the Company as on 31st March, 2024.
- v. Average percentage increase already made in the salaries of employees other than the managerial

DIRECTORS' REPORT (Contd.)

personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The Average Increase in the remuneration of all employees was 12.18% in FY 2023-24.

The average increase in the remuneration of both, the managerial and non-managerial personnel was determined based on the overall performance of the Company. Further the remuneration of the managerial personnel is based on the remuneration policy as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors.

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

24. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

During the year, no significant or material orders were passed by any regulators against the Company other than that disclosed separately in the notes of the financial statements.

25. EXTRACT OF ANNUAL RETURN- FORM NO MGT-9

The Annual Return pursuant to the provision of Section 92 of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, will be available on the website of the Company at www.foodsandinns.com

26. AUDITORS

26.1 STATUTORY AUDITORS

The Company's Auditors M/s G. M. Kapadia & Co, Chartered Accountants, were appointed as statutory auditors of the Company from the conclusion of the Forty Fifth Annual General Meeting of the Company held on 13th September, 2017 till the conclusion of the Fiftieth Annual General Meeting held in the year 2022. They have confirmed their eligibility under section 141 of the Act, and the rules framed thereunder for reappointment as Auditors of the Company as required under SEBI regulations, the Auditors have also confirmed that they hold a valid certificate issued by the peer review Board of the Institute of Chartered Accountants of India.

Pursuant to the recommendation of the Audit Committee, the Board of Directors of the Company has re-appointed M/s G. M. Kapadia & Co. Chartered Accountants, (Firm Registration No 104767W) issued by the Institute of Chartered Accountants of India) as the Statutory Auditors of the Company for the Second term of 5 consecutive years and to hold office as such from 50th AGM until the conclusion of 55th Annual General Meeting of the Company.

There are no observations (including any qualification, reservation, adverse remark or disclaimer) of the Auditors in their Audit Report that may call for any explanation from the Directors.

26.2. SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Ragini Chokshi & Co, Practicing Company Secretaries, to undertake the Secretarial Audit of the Company.

The Secretarial Audit Report along with the secretarial compliance report is annexed as Annexure-4 to this report and does not contain any qualifications.

26.3 INTERNAL AUDITORS

The Company has appointed firms of chartered accountants as its internal auditors at the locations of the factories situated at Chittoor, Vankal, Bulsar, Nashik, Gonde and Corporate Office to evaluate the efficacy and adequacy of internal control systems, compliances with operating systems, accounting procedures and policies. The Internal Auditors submitted their reports from time to time.

During the Financial year 2023-24 the Company has appointed M/s Nayan Parikh and Co., Chartered accountants having Firm Registration number 107023W as internal auditor of the Company w.e.f. 31st January, 2024.

27. DISCLOSURE ON SEXUAL HARASSMENT OF WOMAN AT WORKPLACE

The Company has set up an Internal Complaints Committee for providing a redressal mechanism pertaining to sexual harassment of woman employees at workplace. There was no case of sexual harassment reported during the year under review.

DIRECTORS' REPORT (Contd.)

28. UNCLAIMED DIVIDEND

The Company / RTA has been periodically intimating the concerned shareholders, requesting them to encase their dividend before it becomes due for transfer to the IEPF.

Unclaimed dividend amounting to ₹ 92,595/- for FY 2015-16 was transferred to the IEPF on 22nd December, 2023.

29. INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to the provisions of section 125 of the companies Act, 2013, read with IEPF authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the rules'), all unpaid and unclaimed dividends are required to be transferred by the Company to IEPF established by the Government of India after the completion of seven years. Further, according to the said Rules, the shares on which dividend remain unpaid or unclaimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of the IEPF authority. Accordingly, the Company has transferred the corresponding shares to the demat account of the IEPF Authority as per the requirements of the IEPF rules for the dividend remained unpaid or unclaimed upto the financial year 2015-16.

30. THE DETAILS OF THE DIFFERENCE BETWEEN THE AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE-TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING A LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF.

As on the date of this Report, there was no one time settlement done hence there was no requirement to obtain valuation report. Therefore the need of valuation does not arise.

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

As on the date of this Report, Company has no proceedings pending cases under the Insolvency and Bankruptcy Code, 2016.

32. GREEN INITIATIVES

In the line with the 'Green initiative', the Company has affected electronic delivery of the Annual Report 2023-24 are sent to all members whose email addresses are registered with the Company/ Depository Participant(s). Your Company would encourage other Members also to register themselves for receiving Annual Report in electronic form.

33. ACKNOWLEDGEMENT

We thank our customers, vendors, investors, bankers for their continued support during the year. We place on record our appreciation of the contribution made by our employees at all levels. Our consistent growth was made possible by their hard work, cooperation and support.

**On behalf of the Board of
Foods and Inns Limited**

BHUPENDRA DALAL

Chairman
(DIN: 00061492)

Place: Mumbai
Date: 12th August, 2024

DIRECTORS' REPORT (Contd.)

Annexure to Directors' Report- 1

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. A brief outline of the Company CSR Policy including overview of projects or programs proposed to be undertaken and a reference to the web link to the CSR Policy and projects	CSR policy is committed to operate and grow its business in a socially responsible way. The Company vision is aimed at demonstrating care for the community through its focus on health & wellness and environmental sustainability. The projects undertaken will be within the broad framework of Schedule VII of the Companies Act, 2013.
2. Composition of the CSR Committee	Mr. Hormaziyaar Vakil (Chairperson) Mr. Milan Dalal Mr. Bhupendra Dalal Mr. Moley Saha During the year under review, the committee met on 14 th March, 2024
3. Average net profit of the Company for the last three financial years	₹ 3,002 Lakhs
4. Prescribed CSR Expenditure (two percent of the amount mentioned in item 3 above)	₹ 60.07 Lakhs
5. Details of CSR spent during the financial year:	
a. Total amount to be spent for the financial year	₹ 43.04 Lakhs
b. Amount unspent, if any	₹ 17.03 Lakhs
c. Manner in which the amount spent during the financial year	Given in CSR spent table

Details of Amount Spent on CSR Activities during the Financial Year 2023-24

(₹ in Lakhs)

CSR Project / activity / identified	Sector	Location of the project / program	Amount Outlay	Amount spent on the projects or programs	Cumulative expenditure up to the reporting period	Amount spent, direct / implementing agency
The Childrens Hospital Mumbai Towards CSR	Promoting health care	Mumbai, MH	0.50	0.50	0.50	Foods and Inns Limited
Renovation at NPS Government Collage for Woman, Chittoor	Promoting Education	Chittoor, AP	0.30	0.30	0.30	Foods and Inns Limited
Omkar Andh Apang Samajik Sanstha	Promoting health care	Mumbai, MH	10.00	10.00	10.00	Foods and Inns Limited
Marathon organization Planning expense	Promotion of Marathon Sports	Sinnar, MH	2.24	2.24	2.24	Foods and Inns Limited
Jan Jagrati Sevarth Sansa	Promoting health care	Mathura, UP	30.00	30.00	30.00	Foods and Inns Limited
TOTAL			43.04	43.04	43.04	



DIRECTORS' REPORT (Contd.)

6. In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its board report.

- Company has failed to spend ₹ 17.03 Lakhs due to as the Company finding difficulty to appoint suitable Implementing Agency for CSR Expenditure and for that the Company is searching appropriate projects to spend CSR Amount CSR activities.

7. The CSR Committee hereby confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and policy of the Company.'

Our CSR activities are guided by the vision and objectives as provided in our CSR Policy.

Place: Mumbai
Date: 12th August, 2024

Bhupendra Dalal
Chairman
(DIN: 00061492)

Hormazdiyaar Vakil
Chairperson, CSR Committee
(DIN: 00060835)

DIRECTORS' REPORT (Contd.)

Annexure to Directors' Report- 2

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO REQUIRED UNDER THE COMPANIES (ACCOUNTS) RULES, 2014**A. CONSERVATION OF ENERGY****(i) Steps taken for conservation of energy**

Energy conservation dictates how efficiently a company can conduct its operations. Due to our sustainability initiatives the Company has and will continue to undertake various energy efficient practices that have reduced the growth in carbon di-oxide (CO₂) emissions and strengthened the Company's commitment towards becoming an environment friendly organization.

MAJOR ENERGY CONSERVATION INITIATIVES TAKEN DURING THE FY 2023-24

- Optimal utilization of plant and equipment's
- Conversion of lighting systems from conventional to LED lights
- Implementation of energy efficient plant via installation of solar panels
- Reprocesses fruit waste to create a compost use in making a green and sustainable paper back (i.e. instead of using trees)

(ii) Steps taken by the Company for utilizing alternate source of energy

The Company has planned on converting all its boilers to biomass fuel and also to generate methane gas from the effluent treatment plant. Trials are being conducted for conversion of skin and seed waste to fuel for online feeding to the boilers.

We continue to invest in solar power and expect to have it installed across all our units within the next 3 years.

B. TECHNOLOGY ABSORPTION AND RESEARCH AND DEVELOPMENT (R&D)**(i) The Company aims to focus on new product development, safety, hygiene, quality and most of all customer needs. The Company already has world class certified plants allowing us uninterrupted supply to the worlds FMCH majors.****(ii) Major R&D and technology absorption takes place in the following areas:**

- Innovate and environmentally friendly packaging material
- Conversion of fruit and vegetable waste into edible oils, butters and pectins
- New product development focused on health and immunity
- Proprietary technology in optimizing fruit and vegetable processing
- Leveraging and building proprietary agricultural technology (AgTech)

Benefits derived include but are not limited to, cost reduction, better product quality, customer relationship management, traceability and new products

(iii) The Company is using state of the art technology in its Greenfield expansion at Vankal, Gujarat which is likely to commence operation in the current financial year, including the Tetra Recart Technology which will be the 10th of its kind globally.**C. FOREIGN EXCHANGE EARNINGS AND OUT GO**

The Company has a well-diversified business across the both export and domestic market. The Company has a stronghold sales channel and market share in Europe (including the UK), Japan, Middle East and China. The Company is aggressively focusing on maximizing its revenue from Africa, Australia, USA and other different markets.

TOTAL FOREIGN EXCHANGE USED AND EARNED:

Total foreign exchange earnings and outgo for the financial period is as follows: (₹ in Lakhs)

a. Total Foreign Exchange earnings	:	FOB value of exports ₹ 33,212.04 (Previous year ₹ 35,841.96)
b. Total Foreign Exchange outgo	:	₹ 2,108.71 (Previous year ₹ 2,770.80)

DIRECTORS' REPORT (Contd.)

Annexure to Directors' Report- 3

FORM AOC-1

(Pursuant to first proviso to sub section (3) of section 129 read with rule 5 of Companies (Accounts) rule, 2014)

Statements containing salient features of the financial statements of subsidiaries/ associate company/ joint ventures

PART "A": Subsidiaries

(₹ in Lakhs)

Sr. No.	Name of the Subsidiary	Kusum Spices (Upto 21 st March, 2024)	FNI Spices Private Limited w.e.f. 22 nd March, 2024 (Previously known as "Kusum Spices")	Udhyaan Agroproduct and Trading Private Limited (w.e.f. 27 th July, 2023)
1.	Reporting period for the subsidiary concerned, if different from the holding company reporting period	N.A.	N.A.	N.A.
2.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	N.A.	N.A.	N.A.
3.	Share Capital	N.A.	10.00	12.00
4.	Other Equity	N.A.	(0.26)	6.59
5.	Total Assets	2,193.31	2,249.32	38.37
6.	Total Liabilities	2,183.31	2,239.58	38.37
7.	Investments	NIL	NIL	NIL
8.	Turnover	2,241.58	64.84	NIL
9.	Profit/ (Loss) before taxation	28.90	(0.25)	(0.19)
10.	Provision for taxation	17.63	(0.01)	NIL
11.	Profit/ (Loss) after taxation	11.27	(0.24)	(0.19)
12.	Other Comprehensive Income / (Loss)	0.51	(0.02)	NIL
13.	Total Comprehensive Income / (Loss)	10.76	(0.26)	(0.19)
14.	Proposed Dividend	N.A.	N.A.	N.A.
15.	% of shareholding	99.99	99.99	100.00

Name of subsidiaries which have been sold during the year: NIL

PART "B": Associates and Joint Ventures:

(₹ in Lakhs)

Name of Associates/Joint Ventures	Tri Global Foods Private Limited	Beyond Mango Private Limited
1. Latest audited Balance Sheet Date	31 st March, 2024	31 st March, 2024
2. Shares of Associate/Joint Ventures held by the Company on the year end Number	31 st March, 2024	31 st March, 2024
Amount of Investment in Associates/Joint Venture	0.049	37.70
Extend of Holding %	0.49	377.00
	49.00	50.00
3. Description of how there is significant influence	Associates	Joint Venture (JV)
4. Reason why the associate/joint venture is not consolidated	N.A.	N.A.
5. Net worth attributable to Shareholding as per latest audited Balance Sheet	(628.09)	357.52
6. Profit / (Loss) for the year	(10.16)	(15.12)
i. Considered in Consolidation	(4.98)	(7.56)
ii. Not Considered in Consolidation	(5.18)	(7.56)

For and on behalf of the Board of Directors

Place: Mumbai
Date: 12th August, 2024

Bhupendra Dalal
Chairman
(DIN: 00061492)

DIRECTORS' REPORT (Contd.)

FORM NO MR-3

SECRETARIAL AUDIT REPORT

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

FOR THE PERIOD 01ST APRIL, 2023 TO 31ST MARCH, 2024

To,

The Members,

FOODS & INNS LIMITED

Udyog Bhavan, 2nd Floor
29 Walchand Hirachand Marg,
Ballard Estate, Mumbai 400038.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **FOODS & INNS LIMITED (CIN: L55200MH1967PLC013837)** (hereinafter called the Company) for the year ended on **31st March, 2024**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period **01st April, 2023 to 31st March, 2024** 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:

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (iii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (v) 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;
- (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015;
 - b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - e) The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021;
 - f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable during the period under review)**
 - g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not applicable during the period under review)**
 - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable during the period under review)**

DIRECTORS' REPORT (Contd.)

- i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. **(Not applicable during the period under review)**

We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

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

- (i) Secretarial Standards i.e., SS-1 and SS-2 issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing obligations and Disclosure Requirement) Regulation 2015 "SEBI (LODR)".

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

We further report that

The Board of Directors of the Company is duly constituted and the changes in the composition of the Board of Directors that took place during the period under review were carried out in the compliance with the provision of the Act.

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.

As per the minutes of the Board duly recorded and signed by Chairman, the decisions of the Board were with requisite majority.

We 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.

The Compliance by the Company of applicable Financial Laws like Direct & Indirect Tax Laws, Goods and Service Tax has not been reviewed in the audit since the same has been subject to the review by the statutory financial audit and other designated professionals.

We further report that during the audit period, the Company had no specific events or actions which might have a bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. except the following:

1. Cessation of Mrs. Randeep Kaur Puri as a compliance officer w.e.f. from 06th April, 2023.
2. Appointment of Mr. Ameya Masurkar as a company secretary compliance officer of the Company w.e.f. 13th June, 2023.
3. Re-classification of shares of Mrs. Pallavi Dhupelia and Mr. Ameya Dhupelia from "Promoters/Promoters group" to "Public" which is approved by the Board of Directors on its meeting held on 07th August, 2023.
4. Appointment of Ms. Karishma Bhalla as a Non-Executive Independent Director for the term of 5 years w.e.f. 07th August, 2023.
5. Appointment of Mr. Adityapuram Venkataram Seshadrinathan as a Non-Executive for the term of 5 years w.e.f. 07th August, 2023.
6. Completion of tenure of Mrs. Kamlini Chaitan Maniar as Non-Executive Independent Director of the Company w.e.f. 11th September, 2023.
7. Completion of tenure of Mr. Vinod Kumar Biswal as Non-Executive Independent Director of the Company w.e.f. 11th September, 2023.
8. The Company has issued, 1,04,900 Equity Shares Under ESOP Scheme at a Face value of ₹ 1 each to the employees who have exercised their stock options under the Employees Stock option 2021 which is approved by the Nomination Remuneration Committee of the Board of Directors at their meeting held on 01st November, 2023.
9. Appointment of Mr. Sanjay Dattatraya Naik as a Non-Executive Independent Director for the Term of 5 years w.e.f. 09th November, 2023.

DIRECTORS' REPORT (Contd.)

10. The Company has issued and allotted 30,61,740 Equity Shares to a Aeon Trading LLP against Share warrant which is exercised by Aeon Trading LLP on the price of ₹ 95 per Warrant.
11. The Company has issued and allotted 25,00,000 Equity Shares to a Aeon Trading LLP against the share warrant which is exercised by Aeon Trading LLP on the price of ₹ 95 per Warrant

**For Ragini Chokshi & Co
(Company Secretaries)**

Makarand Patwardhan

(Partner)

C.P. No. : 9031

Membership No. : 11872

PR NO. : 659/2020

UDIN: AO11872F00039066

Place: Mumbai

Date: 17th May, 2024

This report is to be read with our letter of even date which is annexed as Annexure 1 and forms an integral part of this report.



Foods & Inns

DIRECTORS' REPORT (Contd.)

'Annexure -1'

To,
The Members,
FOODS & INNS LIMITED
Udyog Bhavan, 2nd Floor
29 Walchand Hirachand Marg,
Ballard Estate, Mumbai 400038.

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial 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 account 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.

**For Ragini Chokshi & Co
(Company Secretaries)**

Makarand Patwardhan
(Partner)

C.P. No. : 9031

Membership No. : 11872

PR NO. : 659/2020

UDIN: AO11872F00039066

Place: Mumbai
Date: 17th May, 2024

CORPORATE GOVERNANCE REPORT

1. CORPORATE GOVERNANCE:

Corporate governance is the application of best management practices, compliance of laws, rules, regulations and adherence to standards to achieve the objects of the Company, enhance stakeholder value and discharge of social responsibility. The Corporate Governance Structure in the Company assigns responsibility and authority to the Board of Directors, its committee and the executive management and senior management employees.

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance is all about maintaining a valuable relationship and trust with all stakeholders. We consider stakeholders as partners in our success and we remain committed to maximizing stakeholders value, be it shareholders, employees, suppliers, investors, communities. This approach to value creation emanates from our belief that sound governance system, based on relationship and trust, is integral to creating enduring value for all.

We believe, Corporate Governance is not just a destination, but a journey to constantly improve sustainable value creation.

We are in compliance with the requirements of the revised guidelines on corporate governance stipulated under Regulation 27 of SEBI (LODR), Regulations 2015.

MEETINGS

Board Meetings held during the Financial year 2023-24:

Dates on which the Board Meetings were held	Total Strength of the Board	No of Directors present
12 th May, 2023	8	7
13 th June, 2023	8	6
07 th August, 2023	9	7
11 th September, 2023	7	6
09 th November, 2023	8	6
03 rd January, 2024	8	8
31 st January, 2024	8	8

2. BOARD OF DIRECTORS:

Composition of the Board as on 31st March, 2024:

Category	No. of Directors
Non-Executive & Independent Directors including Woman Director	5
Non-Executive & Non- Independent Directors	2
Executive Director	1
TOTAL	8

The Chairman of the Board of Directors is a Non-Executive Director. The Composition of the Board of Directors is in conformity with the SEBI Regulations.

Responsibilities of the Chairman

The Chairman is the leader of the Board. As Chairman, he is responsible for fostering and promoting the integrity of the Board while nurturing a culture where the Board works harmoniously for the long-term benefit of the Company and all its stakeholders. The Chairman presides over meetings of the Board and of the Shareholders of the Company. The Chairman takes a lead role in managing the Board and facilitating effective communication among directors.

Selection of new Directors

The Board is responsible for the selection of new directors. The Board delegates the screening and selection process to the Nomination and Remuneration Committee, which consists of independent directors. The Nomination and Remuneration Committee makes recommendations to the Board on the induction of new directors.

CORPORATE GOVERNANCE REPORT (Contd.)

Attendance of Directors at Board Meetings and Members Meeting (AGM & EGM)

Name of Director	Attendance at the Board Meetings held on							Attendance at AGM held on 11 th September, 2023	Deemed EGM held on 05 th February, 2024 (Postal Ballot)
	12 th May, 2023	13 th June, 2023	07 th August, 2023	11 th September, 2023	09 th Nov, 2023	03 rd January, 2024	31 st January, 2024		
Mr. Bhupendra Dalal	√	√	√	√	√	√	√	√	N.A.
Mr. Raymond Simkins	√	Leave of Absence	√	√	√	√	√	√	N.A.
Mr. Milan Dalal	√	√	√	√	√	√	√	√	N.A.
Mr. Hormazdiyar Vakil	√	√	√	Leave of Absence	√	√	√	√	N.A.
Mr. Maneck Davar	√	√	√	√	√	√	√	√	N.A.
Mr. A.V. Seshadrinathan w.e.f. 07 th August, 2023	--	--	Leave of Absence	√	√	√	√	√	N.A.
Ms. Karishma Bhalla w.e.f. 07 th August, 2023	--	--	Leave of Absence	√	Leave of Absence	√	√	√	N.A.
Mr. Sanjay Naik w.e.f. 09 th November, 2023	--	--	--	--	Leave of Absence	√	√	--	N.A.
Mrs. Pallavi Dhupelia\ Upto 13 th June, 2023	Leave of Absence	Leave of Absence	--	--	--	--	--	--	N.A.
Mr. V.K. Beswal Upto 11 th September, 2023	√	√	√	--	--	--	--	--	N.A.
Mrs. Kamlini Maniar Upto 11 th September, 2023	√	√	√	--	--	--	--	--	N.A.

Directorships and Membership on Committees:

The total number of Directorships held by the Directors and the position of Membership/ Chairmanship on Committees is given below. All the Directors are compliant with the provisions of the Companies Act, 2013 (hereinafter referred to as "the Act") and "SEBI Regulations" in this regard.

Director	Date of Appointment	No of other Directorship held (including F&I)	Committee Membership(s) (including F&I)	
			Member	Chairman
Mr. Bhupendra Dalal	30 th April, 2008	6	5	1
Mr. Raymond Simkins	09 th August, 1995	3	3	0
Mr. Milan Dalal	29 th April, 2006	19	17	2
Mr. Hormazdiyar Vakil	14 th August, 2018	3	3	0
Mr. Maneck Davar	30 th September, 2019	8	7	1
Mr. A. V. Seshadrinathan	07 th August, 2023	6	5	1
Ms. Karishma Bhalla	07 th August, 2023	3	3	0
Mr. Sanjay Naik	09 th November, 2023	1	1	0

Note: As per Regulation 26 (1)(b) of SEBI (LODR) Regulation, 2015; for the purpose of determination of limit, chairpersonship and membership of the audit committee and the Stakeholders' Relationship Committee alone shall be considered.

CORPORATE GOVERNANCE REPORT (Contd.)

Board Procedures

Agenda is circulated well in advance to the Board of Directors. The items in the Agenda are backed by comprehensive background information to enable the Board to take appropriate decisions. In addition to the information required under SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Board is also kept informed of major events/items and approvals taken wherever necessary. At the Board meetings, the Board is apprised of the overall performance of the Company.

3. COMMITTEES OF THE BOARD

With a view to have a more focused attention on business and for better governance and accountability, the Board has constituted the following mandatory committees viz. Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Risk Management Committee. The Minutes of the Committee Meetings are tabled at the Board Meetings.

Composition:

The Audit Committee consists as at 31st March, 2024 and details of the member's participation at the meetings of the committee are as under:

Name	Category	Attendance at the Audit Committee meeting held during F.Y. 2023-24				
		12 th May, 2023	13 th June, 2023	07 th August, 2023	09 th November, 2023	31 st January, 2024
Mr. V. K. Beswal (Chairman) Upto 07 th August, 2023	Independent Director	√	√	√	--	--
Mr. A. V. Seshadrinathan (Chairman) w.e.f 07 th August, 2023	Independent Director	--	--	--	√	√
Mrs. Kamlini Maniar (Member) Upto 07 th August, 2023	Independent, Non Executive	√	√	√	--	--
Mr. Bhupendra Dalal (Member)	Non-Independent Non-Executive	√	√	√	√	√
Mr. Hormazdiyar Vakil (Member)	Independent Director	√	√	√	√	√
Mr. Maneck Davar (Member) w.e.f. 07 th August, 2024	Independent Director	--	--	--	√	√

As prescribed under the Act, the Chairman of the Committee who is an Independent Director was present at the Annual General Meeting of the Company.

3(a). AUDIT COMMITTEE:**Terms of Reference:**

The Audit Committee provides direction to the audit and risk management function in the Company and monitors the quality of internal audit and management audit. The responsibilities of the Audit Committee include overseeing the financial reporting process to ensure proper disclosure of financial statements, fixing the audit fees and also approving the payment for any other services, reviewing the annual financial statements before submission to the Board, reviewing adequacy of internal control systems, structure and staffing of the internal audit function, reviewing findings of the internal investigations, etc.

To grant omnibus approval for related party transactions which are in the ordinary course of business and on arm length pricing basis and to review and approve such transactions subject to the approval of the board.

The terms of reference and powers of the Audit Committee are as per SEBI (LODR) Regulations 2015 and also as per the Companies Act, 2013. The Audit Committee was constituted on 30th January, 2010.

3(b). STAKEHOLDERS RELATIONSHIP COMMITTEE (SRC):

Terms of Reference

The terms of reference of the SRC cover the areas mentioned in Section 178 (5) of the Companies Act, 2013 and Regulation 20 read with Part D (B) of Schedule II to the Listing Regulations.

The terms of reference of the SRC, inter-alia are as follows:

- i) Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- ii) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- iii) Review of measures taken for effective exercise of voting rights by shareholders.
- iv) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

Composition

The Board of Directors formed a Stakeholders Relationship Committee, on 30th January, 2010 and the composition of the Stakeholders Relationship Committee as at 31st March, 2024 and details of the member's participation at the Meetings of the Committee are as under:

Director	Date of Appointment	Attendance at the SRC meeting held on 28 th March, 2024
Mr. Maneck Davar (Chairman)	Independent Director	√
Mr. Milan Dalal (Member)	Managing Director	√
Ms. Karishma Bhalla (Member)	Independent Director	√

3(c). NOMINATION & REMUNERATION COMMITTEE (NRC):

Terms of Reference:

The roles and functions of the Nomination and Remuneration Committee inter alia, include identifying and selection of candidates for appointment as Directors/ Independent Directors based on certain laid down criteria. Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions.

Composition:

The Nomination & Remuneration was constituted on 12th August, 2011 and the composition of the Nomination and Remuneration committee as at 31st March, 2024 and the details of the member's participation at the meetings of the Committee are as under:

Name	Category	Attendance at the Audit Committee meeting held during F.Y. 2023-24		
		31 st May, 2023	07 th August, 2023	01 st November, 2023
Mr. H. S. Vakil (Chairman)	Independent Director	√	√	√
Mr. Bhpendra Dalal (Member)	Non Independent Non Executive	√	√	√
Mr. V.K. Beswal (Member) Upto 07 th August, 2024	Independent Director	√	--	--
Mr. A. V. Seshadrinathan (Member) w.e.f. 07 th August, 2023	Independent Director	--	√	√

CORPORATE GOVERNANCE REPORT (Contd.)

Remuneration of Directors:

Details of remuneration paid to Executive Directors and sitting fees paid to Non-Executive Directors and Independent Directors during the financial year ended 31st March, 2024 are given as under:

							(₹ in Lakhs)
Sr. No.	Name of Director	Designation	Sitting Fee	Salary	Commission	Total	
1	Mr. Bhupendra Dalal	Non-Executive Director (Chairman)	3.10	--	21.25	24.35	
2	Mr. Raymond Simkins	Non-Executive Director	1.5	--	7.00	8.50	
3	Mr. Milan Dalal	Managing Director	--	120.00	--	120.00	
4	Mr. Hormazdiyar Vakil	Independent Director	3.00	--	7.00	10.00	
5	Mr. Maneck Davar	Independent Director	2.10	--	7.00	9.10	
6	Mr. A. V. Seshadrinathan w.e.f. 07 th August, 2023	Independent Director	1.45	--	--	1.45	
7	Ms. Karishma Bhalla w.e.f. 07 th August, 2023	Independent Director	1.15	--	--	1.15	
8	Mr. Sanjay Naik w.e.f. 09 th November, 2023	Independent Director	0.50	--	--	0.50	
9	Mrs. Pallavi Dhupelia Upto 13 th June, 2023	Non-Executive Director	--	--	7.00	7.00	
10	Mr. V.K. Beswal Upto 11 th September, 2023	Independent Director	1.50	--	7.00	8.50	
11	Mrs. Kamlini Maniar Upto 11 th September, 2023	Independent Director	1.20	--	7.00	8.20	

3(d). CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:**Terms of Reference:**

The terms of reference of the Corporate Social Responsibility Committee is to review the existing CSR Policy and to make it more comprehensive so as to indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.

To monitor the progress by the Company of the CSR activities undertaken.

Composition:

The Corporate Social Responsibility Committee was constituted on 14th August, 2014 and consists of the following Directors as at 31st March, 2024 and the details of the member's participation at the meetings of the Committee are as under

Director	Date of Appointment	Attendance at the CSR Committee meeting held on 14 th March, 2024
Mr. H. S. Vakil (Chairperson)	Independent Director	✓
Mr. Milan Dalal	Managing Director	✓
Mr. Bhupendra Dalal	Non Independent, Non-Executive	✓
Mr. Moloy Saha	Chief Executive Officer	✓

CORPORATE GOVERNANCE REPORT (Contd.)

3(e). RISK MANAGEMENT COMMITTEE:

Terms of Reference:

The Company has a robust risk management framework to identify, monitor and minimize risks as also identify business opportunities.

The objectives and scope of the Risk Management Committees broadly comprises:

- Oversight of risk management performed by the executive management.
- Reviewing risks and evaluates treatment.
- Defining framework for identification, assessment, monitoring and reporting of risks.

Composition:

The Risk Management Committee was constituted on 14th August, 2014 and consists of the following Directors as at 31st March, 2024 and during the year the committee did not have any meeting.

Name	Category
Mr. Bhupendra Dalal	Non-Independent, Non Executive
Mr. Milan Dalal	Managing Director
Mr. Maneck Davar	Independent, Non Executive

Note: As per Regulation 21(5) of SEBI (LODR) Regulation, 2015; constitution of Risk Management Committee is applicable to the top 1000 listed entities, determined on the basis of market capitalization as at the end of the immediate preceding financial year; and a 'high value debt listed entity', which is not applicable to the Company.

4. INDEPENDENT DIRECTORS MEETING:

During the year under review, the Independent Directors met on 28th March, 2024, inter alia, to discuss:

- Evaluation of the performance of the Non- Independent Directors and the Board of the Directors as whole;
- Evaluation of the performance of the Chairman of the Company, taking into account the views of the executive and Non-Executive Directors;
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

Name of Director	Category	Attendance at the Independent Committee meeting held on 28 th March, 2024
Mr. Hormazdiyar Vakil	Independent Director	√
Mr. Maneck Davar	Independent Director	√
Mr. A.V. Seshadrinathan	Independent Director	√
Ms. Karishma Bhalla	Independent Director	√
Mr. Sanjay Naik	Independent Director	√

5. GENERAL BODY MEETINGS:

- Details of location and time of holding the last three year's Annual General Meetings held during the financial year and the Special resolution passed thereat:

Financial Year	AGM/EGM	Location	Date	Time
2023-24	Postal Ballot	N.A.	05 th February, 2024	N.A.
2023-24	51 st AGM	video conferencing facility	11 th September, 2023	4:30 P.M.

CORPORATE GOVERNANCE REPORT (Contd.)

Financial Year	AGM/EGM	Location	Date	Time
2022-23	EGM	video conferencing facility	09 th December, 2022	10.00 A.M.
2022-23	50 th AGM	video conferencing facility	22 nd September, 2022	4:00 P.M.
2021-22	49 th AGM	video conferencing facility	28 th September, 2021	3:30 P.M.

The following Special Resolutions were passed by the requisite majority of members in the last three Annual General Meeting and Extra Ordinary General Meeting:

Postal Ballot Result Published on 05th February, 2024

- To consider appointment of Mr. Sanjay Naik (DIN: 10382124) as director of the Company.
- Enhance limits to give loans or invest funds of the Company specified under section 186 of the Companies Act, 2013.

51st Annual General Meeting held on 11th September, 2023

- Re-appointment of Mr. Bhupendra Dalal (DIN: 00061492) as a Director liable to retire by rotation.
- Re-appointment of Mr. Hormazdiyaar S. Vakil (DIN: 00060835) as an Independent Director of the Company for 2nd term.
- Approval of Appointment of Mr. A. V. Seshadrinathan (DIN:00854359) as an Independent Director.
- Approval of Appointment of Ms. Karishma Bhalla (DIN: 08729754) as an Independent Director
- Reclassification of persons forming part of the Promoter / Promoter Group from 'Promoter & Promoter Group Category' to 'Public Category'.
- To approve Commission against guarantee to Mr. Bhupendra Dalal.

Extra Ordinary General Meeting held on 09th December, 2022

- Issuance of Equity Warrants of the Company to certain identified persons / entity on Preferential Basis

50th Annual General Meeting held on 22nd September, 2022

- Re-appointment of Mr. Raymond Simkins (DIN: 01573312) as a Director liable to retire by rotation.
- Borrowing Limits of the Company
- Acceptance of Fixed Deposit

49th Annual General Meeting held on 28th September, 2021

- Commission to Non-Executive Directors
- Approval of 'Foods and Inns Employee Stock Option Plan 2021' ("ESOP 2021"/ "Plan")

6. CODE OF CONDUCT

The code of conduct for the Directors and the Employees of the Company has been laid down by the Board and it is internally circulated and necessary declaration has been obtained.

7. DISCLOSURES

a) Related Party Transactions

All transactions entered into with related parties as defined under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with the related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure has been made in the notes to the financial statements.

CORPORATE GOVERNANCE REPORT (Contd.)

b) **Strictures and Penalties**

No strictures or penalties have been imposed on the Company by the Stock exchange or by the Securities and Exchange Board of India (SEBI) or by any statutory authority on any matters related to capital markets during the last three years.

c) **Whistle Blower Policy/ Vigil Mechanism:**

The Company has adopted Whistle Blower Policy/ Vigil Mechanism through which its Stakeholders, Directors and Employees can report their genuine concerns about unethical behavior and actual or suspected fraud or violation of the Company's Code of Business Conduct and Ethics. The said Policy provides for adequate safeguards against victimization and also direct access to the Audit Committee. The details of establishment of such mechanism are disclosed on the website of the Company at www.foodsandinns.com.

d) **Mandatory requirements:**

The Company confirm that it has complied with all mandatory requirement prescribed in the Listing Regulations, for the financial year 2023-24. The Company has obtained a certificate on Corporate Governance from M/s Ragini Chokshi and Co., Practicing Company Secretaries certifying compliance with the Paragraph E of Schedule V to the Listing Regulations.

This certificate is enclosed to the Annual Report.

e) **CEO / CFO Certification**

The CEO and CFO has issued certificate pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, certifying that the financial statements do not contain any untrue statement and these statements represents a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

f) **Disclosures in relation to the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013:**

During the financial year 2023-24, there was no any complaint received under the Sexual Harassment of women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;

- number of complaints filed during the financial year – NIL
- number of complaints disposed of during the financial year – NIL
- number of complaints pending as on end of the financial year – NIL

8. **MEANS OF COMMUNICATION**

The Company publishes its quarterly, half yearly, financial results in national and regional newspapers. The Company also sends the financial results to the Stock Exchange immediately after its approval by the Board. The Company has not sent half yearly report to the shareholders. No presentations were made to the Institutional Investors or analysts during the year under review.

GENERAL SHAREHOLDER'S INFORMATION

Annual General Meeting scheduled to be held:

Date: Tuesday, September 24, 2024

Time: 4:30 P.M. through video conferencing facility

1. Book Closure:

Monday 16th September, 2024 to Tuesday 24th September, 2024 (Both days inclusive).

2. Dividend Payment Date:

The Company has declared 30% dividend i.e. ₹ 0.30 per shares on paid-up equity share capital of the Company for the financial year ended 31st March, 2024 (if declared by the shareholders at the ensuing Annual General Meeting) subject to tax deduction at source will be paid on or after 1st October, 2024 to those Members whose names appear in the Register of Members of the Company as on the Book Closure date.

3. **FINANCIAL CALENDAR (TENTATIVE):**

Financial Reporting for the Financial Year 2024-25	Tentative month of reporting
Un-audited Financial Results for the quarter ending 30 th June, 2024.	August, 2024
Un-audited Financial Results for the half year ending 30 th September, 2024.	November, 2024
Un-audited Financial Results for the quarter ending 31 st December 2024.	February, 2025
Audited Financial Results for the year ending 31 st March, 2025.	May, 2025

CORPORATE GOVERNANCE REPORT (Contd.)

4. LISTING OF EQUITY SHARES ON STOCK EXCHANGE:

Equity Shares of the Company are listed on Bombay Stock Exchange Limited (BSE) and National Stock Exchange (NSE). An annual listing fee for the financial year 2023-24 has been paid to both, Bombay Stock Exchange Limited (BSE) and National Stock Exchange (NSE). The Company has also paid the annual listing fee for the financial year 2024-25 has been paid to both, Bombay Stock Exchange Limited (BSE) and National Stock Exchange (NSE).

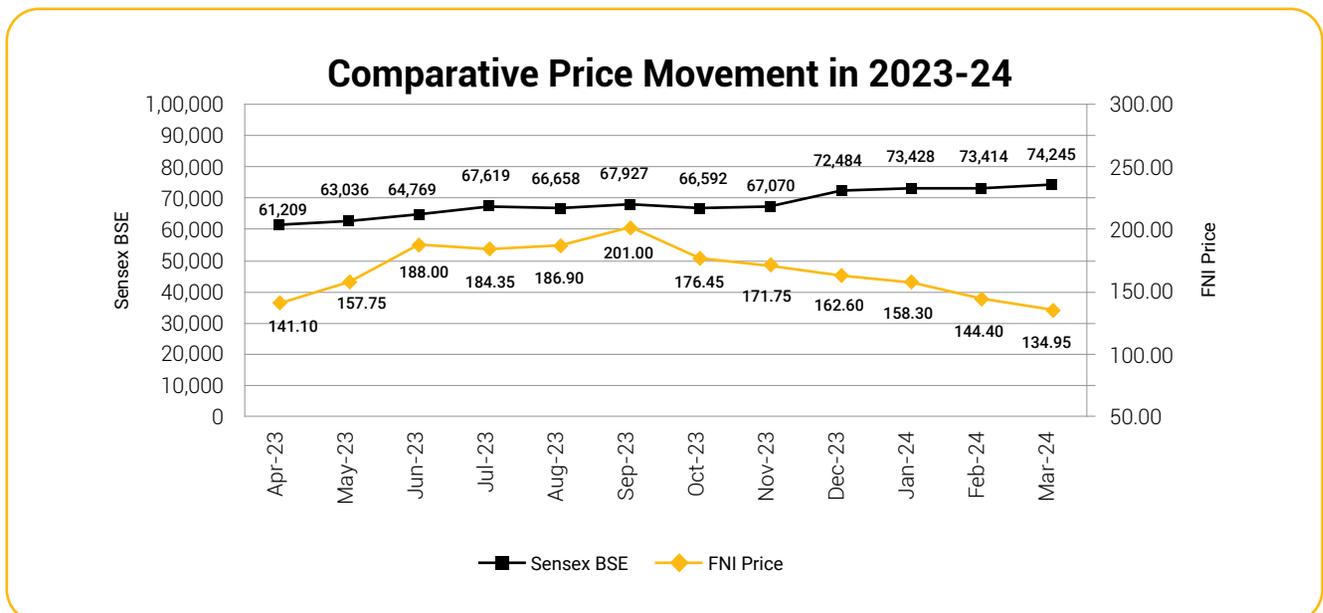
5. STOCK CODE:

1. Bombay Stock Exchange Limited, Mumbai (BSE): 507552
2. National Stock Exchange (NSE): FOODSIN
3. ISIN : INE976E01023
4. CIN: L55200MH1967PLC013837

6. STOCK PRICE DATA:

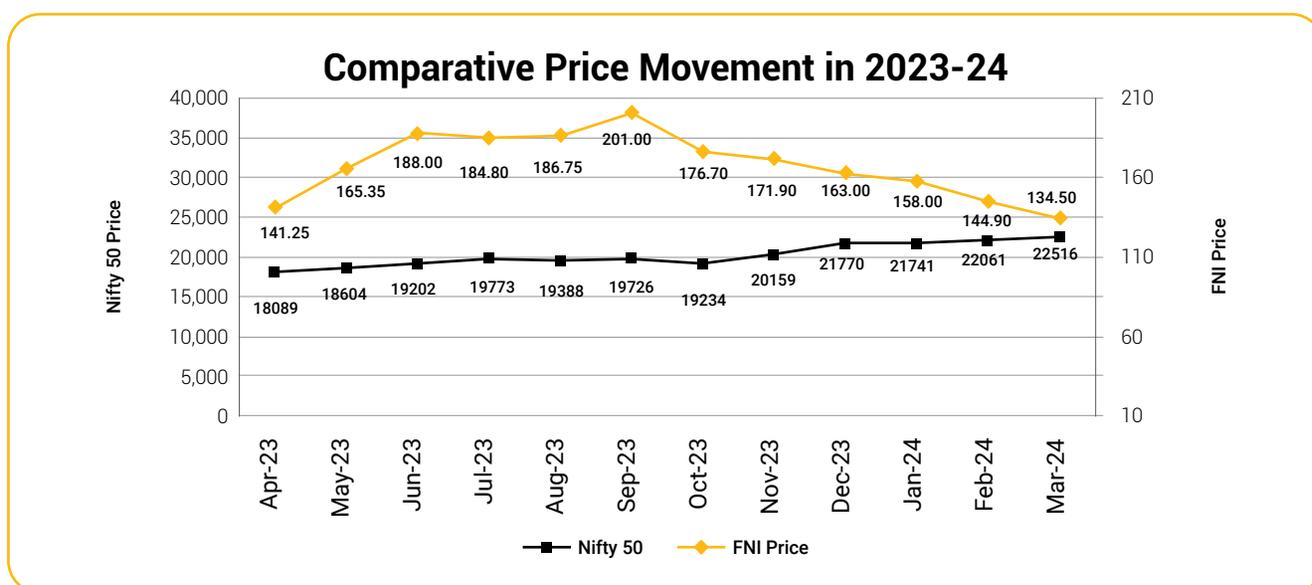
Month wise high and low price of the Company's Shares at Bombay Stock Exchange Limited (BSE) and National Stock Exchange (NSE) from April, 2023 to March, 2024

Month	Bombay Stock Exchange Limited (BSE)		National Stock Exchange (NSE)	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April 2023	141.10	136.90	141.25	136.75
May 2023	157.75	152.00	165.35	151.95
June 2023	188.00	181.60	188.00	181.30
July 2023	184.35	176.10	184.80	176.00
August 2023	186.90	179.30	186.75	179.10
September 2023	201.00	192.85	201.00	192.85
October 2023	176.45	171.30	176.70	171.10
November 2023	171.75	168.60	171.90	168.40
December 2023	162.60	159.55	163.00	159.10
January 2024	158.30	151.55	158.00	151.50
February 2024	144.40	140.95	144.90	140.70
March 2024	134.95	129.20	134.50	129.20



CORPORATE GOVERNANCE REPORT (Contd.)

Month	High Price	Low Price	BSE SENSEX High	BSE SENSEX Low
Apr-23	141.10	136.90	61,209	58,793
May-23	157.75	152.00	63,036	61,002
Jun-23	188.00	181.60	64,769	62,359
Jul-23	184.35	176.10	67,619	64,836
Aug-23	186.90	179.30	66,658	64,724
Sep-23	201.00	192.85	67,927	64,818
Oct-23	176.45	171.30	66,592	63,093
Nov-23	171.75	168.60	67,070	63,550
Dec-23	162.60	159.55	72,484	67,149
Jan-24	158.30	151.55	73,428	70,002
Feb-24	144.40	140.95	73,414	70,810
Mar-24	134.95	129.20	74,245	71,674



Month	High Price	Low Price	Nifty 50 High	Nifty 50 Low
Apr-23	141.25	136.75	18,089	17,885
May-23	165.35	151.95	18,604	18,484
Jun-23	188.00	181.30	19,202	19,025
Jul-23	184.80	176.00	19,773	19,598
Aug-23	186.75	179.10	19,388	19,224
Sep-23	201.00	192.85	19,726	19,551
Oct-23	176.70	171.10	19,234	19,056
Nov-23	171.90	168.40	20,159	20,016
Dec-23	163.00	159.10	21,770	21,677
Jan-24	158.00	151.50	21,741	21,449
Feb-24	144.90	140.70	22,061	21,861
Mar-24	134.50	129.20	22,516	22,164

CORPORATE GOVERNANCE REPORT (Contd.)

7. PLANT LOCATIONS:**State – Maharashtra**

- (i) Gonde – S.No. 340, At Post Gonde, Tal. Sinnar, Dist Nashik - 422606 Maharashtra
- (ii) Sinnar – Plot No. A-1, MIDC, Indl. Estate Malegaon, Tal. Sinnar, Nashik – 422113 Maharashtra
- (iii) Supa - Parner MIDC, Supa, Ahmednagar – 414301 Maharashtra

State – Gujarat

- (i) Vankal – Survey No-422, Navi Nagari, Dulsad Road, Vankal, Valsad - 396007 Gujarat
- (ii) Valsad – N H No-8, Vavfalia, Village Abrama, Valsad - 396001 Gujarat

State – Andhra Pradesh

- (i) Chittoor - Gollmadugu Village, Pallur, Vellor Road, Chittoor - 517132 Andhra Pradesh

8. COMPLIANCE OFFICER:

- Mrs. Randeep Kaur Puri has resigned from the post of Company Secretary and Compliance Officer of the Company on 6th April, 2023.
- Mr. Ameya T. Masurkar Appointed as Company Secretary & Compliance Officer of the Company w.e.f. 13th June, 2023.

3rd floor, Hamilton House, J. N. Heredia Marg, Ballard Estate, Mumbai - 400038.

Ph: 022- 22613102, email:cs@foodsandinns.com

9. ADDRESS FOR CORRESPONDENCE:**Shareholders can correspond to:**

Secretarial Department: 3rd floor, Hamilton House, J. N. Heredia Marg, Ballard Estate, Mumbai - 400038.
Ph: 022- 22613102, email:cs@foodsandinns.com

13. DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2024

Range in	Shareholder	% of Total	Total Shares	% of Total
1 to 500	16,815	76.6339	20,39,681	3.5933
501 to 1,000	1,921	8.7549	15,73,626	2.7722
1,001 to 2,000	1,372	6.2528	21,01,942	3.7030
2,001 to 3,000	616	2.8075	16,63,207	2.9301
3,001 to 4,000	209	0.9525	7,56,343	1.3324
4,001 to 5,000	249	1.1348	11,72,584	2.0657
5,001 to 10,000	392	1.7865	29,14,461	5.1344
10,001 and above	368	1.6771	4,45,41,809	78.4689
TOTAL	21,942	100.0000	5,67,63,653	100.0000

Link Intime India Private Limited: C-101, 247 Park, L.B.S. Marg, Vikhroli (W), Mumbai 400 083, Tel: 022-49186000, email: rnt.helpdesk@linkintime.co.in

Shareholders holding shares in electronic mode should address their Correspondence to their respective Depository Participants. The Company also has designated email id: writetous@foodsandinns.com or cs@foodsandinns.com where shareholders can correspond with the Company.

10. SHARE TRANSFER SYSTEM

Shares sent for transfer in physical form to R&T Agents, are registered and returned within a period of 30 days from the date of receipt, if the documents are in order. The Share Transfer Committee (Executive Committee) meets generally on a fortnightly basis to consider the transfer proposals. All requests for dematerialization of shares are processed by R&T Agent within 15 days.

11. DEMATERIALIZATION OF SHARES

Trading in Equity Shares of the Company is permitted only in dematerialized form with effect from 29th January, 2001 as per notification issued by the Securities & Exchange Board of India (SEBI). As on 31st March, 2024, out of total Equity Share Capital 5,67,63,653 Equity Shares 5,29,34,927 Equity Shares representing 93.26% of the total Equity Shares are held in dematerialized form with NSDL and CDSL. Transfer cum demat facility is available to all Shareholders of the Company, who request for such facility.

12. CREDIT RATINGS

During the financial year 2023-24 CRISIL Ratings Limited has reviewed its rating for Long Term Bank facilities as CRISIL BBB/Stable, Short Term Bank facilities as CRISIL A3+.

The details of Credit Ratings reviewed during the year by CRISIL Ratings Limited are uploaded on website of the Company at www.foodsandinns.com

CORPORATE GOVERNANCE REPORT (Contd.)

14. SHAREHOLDING PATTERN AS ON 31ST MARCH, 2024

Cat. Code	Category of Shareholder	Total No. of Shares held	% Share Holding
A.	Shareholding of Promoter and Promoter Group		
(a)	Individuals / Hindu Undivided Family	68,56,790	12.080
(b)	Central Govt. / State Govt.	0	0
(c)	Bodies Corporate	48,27,050	8.503
(d)	Financial Institutions / Banks	0	0
(e)	Any other	0	0
	Sub Total – A(1)	1,16,83,840	20.583
	Foreign		
(a)	Non Resident Individuals / Foreign Individuals	0	0
(b)	Bodies Corporate	0	0
(c)	Institutions	0	0
(d)	Any other	0	0
	Total Shareholding of Promoter Group	1,16,83,840	20.583
B.	Public Shareholding		
1	Institutions (Domestic)		
(a)	Mutual Fund	0	0.000
(b)	Venture Capital Funds	0	0.000
(c)	Alternate Investment Funds	0	0.000
(d)	Banks	0	0.000
(e)	Insurance Companies	0	0.000
(f)	Provident Funds/ Pension Funds	0	0.000
(g)	Asset Reconstruction Companies	0	0.000
(h)	Sovereign Wealth Funds	0	0.000
(i)	NBFCs registered with RBI	3,24,027	0.571
(j)	Other Financial Institutions	0	0.000
(k)	Any Other (Specify)	0	0.000
2	Institutions (Foreign)		
(a)	Foreign Direct Investment	0	0.000
(b)	Foreign Venture Capital Investors	0	0.000
(c)	Sovereign Wealth Funds	0	0.000
(d)	Foreign Portfolio Investors Category I	75,064	0.132
(e)	Foreign Portfolio Investors Category II	92,983	0.164
(f)	Overseas Depositories(holding DRs)	0	0.000
(g)	Any Other (Specify)	0	0.000
3	Central Government/ State Government(s)		
(a)	Central Government / President of India	0	0.000
(b)	State Government / Governor	0	0.000
(c)	Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter	0	0.000
4	Non-Institutions		
(a)	Associate companies / Subsidiaries	0	0.000
(b)	Directors and their relatives	9,717	0.017
(c)	Key Managerial Personnel	1,73,081	0.305
(d)	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	0	0.000

CORPORATE GOVERNANCE REPORT (Contd.)

Cat. Code	Category of Shareholder	Total No. of Shares held	% Share Holding
(e)	Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'	0	0.000
(f)	Investor Education and Protection Fund (IEPF)	7,15,919	1.261
(g) i.	Resident Individual holding nominal share capital up to ₹ 2 Lakhs.	1,81,33,505	31.946
(h) ii.	Resident individual holding nominal share capital in excess of ₹ 2 Lakhs.	82,85,610	14.597
(i)	Non Resident Indians (NRIs)	10,82,562	1.907
(j)	Foreign Nationals	64,26,660	11.322
(k)	Foreign Companies	0	0.000
(l)	Bodies Corporate	49,14,582	8.658
(m)	Any Other (Specify)	48,46,103	8.537
	Total Public Shareholding	4,50,79,813	79.417
C.	Shares held by Custodians and against which Depository receipts have been issued-	0	0.000
	Grand Total	5,67,63,653	100.000

Declaration regarding affirmation and Compliance of Code of Business Conduct and Ethics

As provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct for the year ended 31st March, 2024

On behalf of the Board

Bhupendra Dalal

Chairman

(DIN: 00061492)

Mumbai, 12th August, 2024



CORPORATE GOVERNANCE REPORT (Contd.)

CEO/ CFO Certification

We, the undersigned, in our respective capacity as Chief Executive Officer and Chief Financial Officer of Foods and Inns Limited, to the best of our knowledge and belief certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2024 and that to the best of our knowledge and belief, we state that:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) We further state that to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2024 which are fraudulent, illegal or in violation of the Company's Code of Conduct.
- (c) We accept the responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit committee:
 - (i) there has not been any significant changes in internal control over financial reporting during the year;
 - (ii) there has not been any significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) there has not been any instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Mumbai, 12th August, 2024

Moloy Saha
Chief Executive Officer

Anand Krishnan
Chief Financial Officer

CORPORATE GOVERNANCE REPORT (Contd.)

To,
The Members of
FOODS AND INNS LIMITED
Udyog Bhavan, 2nd Floor 29,
Walchand Hirachand Marg,
Ballard Estate, Mumbai 400038.

We have examined the compliance of the conditions of Corporate Governance of **FOODS AND INNS LIMITED** ('the Company') for the financial year ended 31st March, 2024, as stipulated in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the SEBI Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination, as carried out in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Company Secretaries of India (the "ICSI"), was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Paragraphs C and D of Schedule V to the SEBI Listing Regulations for the year ended 31st March, 2024.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Ragini Chokshi & Co
(Company Secretaries)

Makarand Patwardhan
(Partner)
C.P. No. : 9031
Membership No. : 11872
PR NO. : 659/2020
UDIN: AO11872F000393121

Place: Mumbai
Date: 17th May, 2024

CORPORATE GOVERNANCE REPORT (Contd.)

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
FOODS AND INNS LIMITED
Udyog Bhavan, 2nd Floor 29,
Walchand Hirachand Marg,
Ballard Estate, Mumbai 400038.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **FOODS AND INNS LIMITED** having **CIN: L55200MH1967PLC013837** and having registered office at Udyog Bhavan, 2nd Floor 29 Walchand Hirachand Marg, Ballard Estate Mumbai 400038 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal (www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers.

We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1.	Raymond Simkins	01573312	09 th August, 1995
2.	Maneck Eruch Davar	01990326	30 th September, 2019
3.	Hormazdiyaar Shiavax Vakil	00060835	14 th August, 2018
4.	Milan Bhupendra Dalal	00062453	29 th April, 2006
5.	Bhupendra Champaklal Dalal	00061492	30 th April, 2008
6.	Sanjay Dattatraya Naik	10382124	09 th November, 2023
7.	Adityapuram Venkatraman Seshadrinathan	00854359	07 th August, 2023
8.	Karishma Bhalla	08729754	07 th August, 2023

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company.

Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Ragini Chokshi & Co
(Company Secretaries)

Makarand Patwardhan
(Partner)

C.P. No. : 9031

Membership No. : 11872

PR NO. : 659/2020

UDIN: AO11872F000393066

Date: 17th May, 2024
Place: Mumbai

Financial Statements

STANDALONE FINANCIAL STATEMENTS: 92 - 166

CONSOLIDATED FINANCIAL STATEMENTS: 167 - 237



INDEPENDENT AUDITOR'S REPORT

To the Members of Foods and Inns Limited

REPORT ON AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Opinion

We have audited the accompanying standalone financial statements of Foods and Inns Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Cash Flow Statement for the year ended, and a summary of Material Accounting Policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the 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, 2024, its profit (including total comprehensive income), its changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of standalone financial statements in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics issued by ICAI. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the

standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance Report but does not include the standalone financial statements, consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this report.

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

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

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring

INDEPENDENT AUDITOR'S REPORT (Contd.)

the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (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 Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of

INDEPENDENT AUDITOR'S REPORT (Contd.)

India in terms of section 143 (11) of the Act, we give in the "Annexure A", a statement on the matters specified in the paragraphs 3 and 4 of the Order.

2. As required by section 143(3) of the Act, we report that:

- (i) 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;
- (ii) 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 except for the matters stated in the paragraph 2(ix)(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014;
- (iii) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account;
- (iv) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under section 133 of the Act, read with relevant rules issued thereunder and relevant provisions of the Act;
- (v) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of section 164(2) of the Act;
- (vi) The observation relating to the maintenance of accounts and other matters connected therewith, are as stated in paragraph (ii) above;
- (vii) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial control with reference to standalone financial statements;
- (viii) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the

remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act;

- (ix) 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:
 - a) The Company has disclosed the impact of pending litigations as at March 31, 2024 on its financial position in its standalone financial statements - Refer Note 41 to the standalone financial statements;
 - b) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - c) There has been no delay in transferring amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;
 - d) (i) As stated in Note no. 52(x) to the standalone financial statements, the management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the 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 or entity, including foreign entity ("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;
 - (ii) As stated in Note no. 52(xi) to the standalone financial statements The Management has represented, that, to the

INDEPENDENT AUDITOR'S REPORT (Contd.)

best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("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;

- (iii) Based on the audit procedures performed by us that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement; and
- e) The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Companies Act as applicable to the extent it applies to payment of dividend;

As stated in Note no. 18.3 to the standalone financial statements the Board of director's of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend proposed is in accordance

with section 123 of the Act as applicable to the extent it applies to declaration of dividend;

- f) Based on our examination which included test checks, the Company, in respect of financial year commencing on 1 April, 2023, has used accounting software for maintaining its books of account 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 except that, audit trail feature was not enabled at database level for accounting software SAP S/4 HANA to log any direct data changes, as described in note 50 to the standalone financial statements. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with in respect of the accounting software where such feature is enabled.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

For G.M. Kapadia & Co.

Chartered Accountants
Firm Registration No. 104767W

Satya Ranjan Dhall

Partner

Membership No. 214046

UDIN: 24214046BKFZQD2867

Place: Mumbai

Date : May 17, 2024

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 1 under "Report on Other Legal and Regulatory Requirements" of our report on even date to the members of the Company on standalone financial statements for the year ended March 31, 2024:

- (i) (a) (A) The Company has maintained proper records of Property, Plant and Equipment, capital work in progress and right of use assets showing particulars of assets including quantitative details and situation;
- (B) The Company has maintained proper records showing full particulars of Intangible Assets;
- (b) The Company has a program of verification of property, plant and equipment, so to cover all the items once every 3 years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, Property, Plant and Equipment which were due for verification during the year are physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification;
- (c) Based on the examination of the registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title deeds of all the immovable properties of land and buildings other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company disclosed in the financial statements included in property, plant and equipment and capital work in progress, are held in the name of the Company as at the balance sheet date. Immovable properties of land and buildings whose title deeds have been pledged as security for loans, guarantees, etc., are held in the name of the Company based on the confirmations directly received by us from lenders / custodians;
- (d) The Company has not revalued any of its Property, Plant and Equipment (including Right of Use assets) and intangible assets during the year;
- (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder;

- (ii) (a) Inventories have been physically verified during the year by the management. In our opinion, the coverage and procedure of verification is appropriate and the frequency of verification is reasonable. There were no discrepancies of 10% or more in aggregate for each class of inventory noticed on physical verification as compared to the book of accounts;
- (b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the quarterly returns and stock statements filed by the Company with such banks or financial institutions are in agreement with the unaudited books of account of the Company, of the respective quarters;
- (iii) (a) During the year the Company has provided loans or advances in the nature of loans, or stood guarantee to any other entity and details of which are given below:

	(₹ in lakhs)	
Particulars	Loans	Guarantees
A. Aggregate amount granted / provided during the year: -		
Subsidiaries	1,131.28	328.29
Associates	12.21	-
Joint Venture	468.50	-
Others	1,300.00	-
B. Balance outstanding as at balance sheet date in respect of above cases:*		
Subsidiaries	1,131.28	328.29
Associates	-	-
Joint Venture	785.64	-
Others	1,300.00	-

*The amounts reported are at gross amounts, without considering provisions made.

The Company has not provided any security to any entity during the year;

- (b) The Company has provided the terms and conditions of the grant of all the above-mentioned loans and advances in the nature of loans and guarantees during the year and based on explanation provided to us, are not prejudicial to the Company's interest;

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT (Contd.)

- (c) In respect of loans granted or advances in the nature of loans provided by the Company, the schedule of repayment of principal and payment of interest has not been stipulated. In the absence of such schedule, the question of regularity of the repayments of principal amounts and payment of interest does not arise. Hence the question of reporting as per clause (iii) (d) as to whether there is any over due and reasonable steps have been taken by the Company for recovery of principal and interest, does not arise;
- (d) As stated in above clause (iii) (c) that in the absence of such schedule, we are unable to comment on the regularity of the repayments of principal amounts and payment of interest. Hence the question of reporting, as to whether there is any over due and reasonable steps have been taken by the Company for recovery of principal and interest, does not arise;
- (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 the same parties;
- (f) The Company has granted loans or advances in nature of loans to its associate, joint venture and other parties which are repayable on demand, details of which are given below:

Particulars	₹ in lakhs
Aggregate of loans and advances in nature of loans	3,216.92
Percentage of loans and advances in nature of loans to the total loans	98.39%

- (iv) Based on the audit procedures applied by us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made, and guarantees provided during the year under audit;
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits. Accordingly, reporting under paragraph 3(v) of the Order is not applicable to the Company. We have been informed by the management 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 any other tribunal in this regard;

- (vi) According to the information and explanations given to us, pursuant to the Companies (Cost Records and Audit) Rules, 2014 read with section 148(1) of the Act, the Central government has not prescribed maintenance of cost records in respect of any of the Company's product. Accordingly, paragraph 3 (vi) of the order is not applicable to the Company;
- (vii) (a) The Company has generally been regular in depositing with appropriate authorities undisputed statutory dues such as provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, goods and service tax, cess and other applicable statutory dues. According to information and explanations given to us, no undisputed statutory dues payable were in arrears as at March 31, 2024, for a period of more than six months from the date they became payable;
- (b) The details of statutory dues referred to in sub-clause (a) which have not been deposited with the concerned authorities as on March 31, 2024, on account of dispute are given below:

Sr No	Name of the Statute	Nature of the Dues	Amount involved (₹ in lakhs)	Period to which the amount relates	Forum where dispute is pending
1.	The Income Tax Act, 1961	Income Tax	171.69	2013-14 to 2014-15, 2016-17	Commissioner of Income tax (Appeals)
2.	The Finance Act, 1994	Service tax	2.43	2004-05 to 2007-08	Commissioner of Central Excise (Appeals)

- (viii) There are no transactions which are not recorded in the books of account and have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961;
- (ix) (a) In our opinion, the Company has not defaulted in the repayment of loans or other borrowings, or in the payment of interest thereon to any lender during the year;
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or any other lender;

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT (Contd.)

- (c) To the best of our knowledge and belief, in our opinion, term loans availed by the Company were, applied by the Company during the year for the purposes for which the loans were obtained;
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company;
- (e) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary, associate or joint venture. Accordingly, reporting under paragraph 3(ix)(e) of the Order is not applicable to the Company;
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiary, joint venture or associate company. Accordingly, reporting under paragraph 3(ix)(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. Accordingly, reporting under paragraph 3(x)(a) of the Order is not applicable to the Company;
- (b) The Company has complied with the requirements of Section 42 and 62 of the Companies Act, 2013, and the funds raised have been, prima facie, applied by the Company during the year for the purposes for which the funds were raised. The Company has not made any preferential allotment or private placement of (fully or partly or optionally) convertible debentures during the year;
- (xi) (a) To the best of our knowledge and belief and according to the information and explanations given to us, no material fraud by the Company or on the Company has been noticed or reported during the year;
- (b) To the best of our knowledge, no report under section 143(12) of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report;
- (c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year. Accordingly, reporting under paragraph 3(xii) of the Order is not applicable to the Company;
- (xii) In our opinion and according to information and explanation given to us, the Company is not a Nidhi Company. Accordingly, reporting under paragraph 3(xii) of the Order is not applicable to the Company;
- (xiii) In our opinion, the Company is in compliance with section 177 and 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc., as required by the applicable accounting standards;
- (xiv) (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business;
- (b) We have considered the internal audit reports of the company issued till date, for the period under audit, in determining the nature, timing and extent of our audit procedures;
- (xv) According to information and explanations given to us, in our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with them and hence provisions of section 192 of the Act are not applicable to the Company;
- (xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under paragraph 3(xvi)(a), (b) and (c) of the Order is not applicable;
- (d) The Group does not have any CIC as part of the Group as per definition of Group contained in the Core Investment Companies (Reserve Bank) Directions, 2016 and hence the reporting under paragraph 3(xvi) (d) of the Order is not applicable;
- (xvii) The Company has not incurred cash losses in the financial year and in the immediately preceding financial year;
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under paragraph 3(xviii) of the Order is not applicable to the Company;

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT (Contd.)

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due; and

(xx) In respect of other than ongoing projects, the Company has not transferred the unspent Corporate Social Responsibility (CSR) amount as at the Balance Sheet date out of the amounts that was required to be spent during the year, to a Fund specified in Schedule VII to the Companies Act, 2013 till the date of our report. However, the time period for such transfer i.e. six months from the expiry of the financial year as permitted under the second proviso to section 135(5) of the Act, has not elapsed till the date of our report.

For G.M. Kapadia & Co.

Chartered Accountants
Firm Registration No. 104767W

Satya Ranjan Dhall

Partner

Place: Mumbai
Date : May 17, 2024

Membership No. 214046
UDIN: 24214046BKFZQD2867



ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 2(vi) under "Report on Other Legal and Regulatory Requirements" of our report on even date to the members of the Company on standalone financial statements for the year ended March 31, 2024

Opinion

We have audited the internal financial controls with reference to financial statements of the Company as of March 31, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2024 based on the internal controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal controls stated in the Guidance Note issued by ICAI.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal controls with reference to standalone 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 ('Guidance Note') issued by the ICAI. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the

audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone 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 standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls with reference to Standalone Financial Statements

A company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to standalone 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 standalone financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT (Contd.)

material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls with reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone 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 controls with reference to standalone financial

statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For G.M. Kapadia & Co.

Chartered Accountants
Firm Registration No. 104767W

Satya Ranjan Dhall

Partner

Place: Mumbai
Date : May 17, 2024

Membership No. 214046
UDIN: 24214046BKFZQD2867

STANDALONE BALANCE SHEET

AS AT MARCH 31, 2024

(₹ in Lakhs)

Particulars	Note No.	As at March 31,	
		2024	2023
ASSETS			
Non-current Assets			
(a) Property, Plant and Equipment	3a	22,802.67	15,476.78
(b) Right of Use Asset	3a	145.76	472.88
(c) Capital work-in-progress	3b	3,923.57	6,130.79
(d) Intangible Assets	4	1,282.11	1,291.71
(e) Financial Assets			
(i) Investments	5	690.75	1,165.90
(ii) Loans	6	14.49	11.90
(iii) Others	7	963.47	899.75
(f) Other Non-current assets	8	752.96	775.44
Total Non-Current Assets		30,575.78	26,225.15
Current Assets			
(a) Inventories	9	36,984.71	32,401.21
(b) Financial Assets			
(i) Investments	10	828.76	768.43
(ii) Trade Receivables	11	17,424.80	14,913.91
(iii) Cash and Cash Equivalents	12	1,469.89	1,197.05
(iv) Bank balance other than (iii)above	13	2,319.64	501.23
(v) Loans	14	3,254.96	713.97
(vi) Other Financial Assets	15	675.86	435.42
(c) Current Tax Assets (Net)	16	1,010.20	850.78
(d) Other Current Assets	17	7,307.08	2,576.27
Total Current Assets		71,275.90	54,358.27
Total Assets		1,01,851.68	80,583.42
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	18	567.64	509.38
(b) Other Equity	19	39,440.52	30,863.67
Equity attributable to owners of the Company		40,008.16	31,373.05
Liabilities			
Non-current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	20	7,920.70	5,517.25
(ii) Lease Liability		71.02	159.44
(b) Provisions	21	81.73	79.07
(c) Deferred Tax Liabilities (Net)	22	1,332.52	155.15
Total Non-Current Liabilities		9,405.97	5,910.91
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	23	38,375.29	28,213.59
(ii) Lease Liability		88.42	352.11
(iii) Trade Payables			
- Micro and Small Enterprises	24	173.03	328.93
- Other than Micro and Small Enterprises	24	8,826.26	11,553.45
(iv) Other Financial Liabilities	25	1,663.40	2,125.37
(b) Other Current liabilities	26	2,176.87	406.37
(c) Provisions	27	156.19	141.69
(d) Current Tax Liabilities (Net)	28	978.09	177.95
Total Current Liabilities		52,437.55	43,299.46
Total Liabilities		61,843.52	49,210.37
Total Equity and Liabilities		1,01,851.68	80,583.42

Material Accounting Policies

2

See accompanying notes forming part of the financial statements

As per our report of even date attached

For G. M. Kapadia & Co.

Chartered Accountants

Firm Registration No.104767W

For and on behalf of the Board of Directors

Satya Ranjan Dhall

Partner

Membership No. 214046

Bhupendra Dalal

Chairman

(DIN : 00061492)

Milan Dalal

Managing Director

(DIN : 00062453)

Moloy Saha

Chief Executive Officer

Anand Krishnan

Chief Financial Officer

Ameya Masurkar

Company Secretary

Date : May 17, 2024

Place : Mumbai

Date : May 17, 2024

Place : Mumbai

STANDALONE STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2024

(₹ in Lakhs)

Sr. Particulars No.	Note No.	Year ended March 31,	
		2024	2023
INCOME			
I	29	99,731.33	98,117.29
II	30	774.10	287.32
III		1,00,505.43	98,404.61
IV EXPENSES			
		74,022.49	77,781.93
	31	(4,596.61)	(9,035.98)
	32	3,969.43	3,858.99
	33	4,547.69	2,727.43
	34	1,629.39	1,394.32
	35	14,511.86	15,783.79
		94,084.25	92,510.48
V		6,421.18	5,894.13
VI	36	-	532.32
VII		6,421.18	6,426.45
VIII Tax Expense			
	37	2,155.00	1,825.00
	37	595.68	(122.27)
		2,750.68	1,702.73
IX		3,670.50	4,723.72
X Other Comprehensive Income/ (Loss)			
Items that will not be reclassified subsequently to profit or (loss):			
		(15.90)	(27.30)
		12.56	1.64
		4.63	7.95
		1.29	(17.71)
		3,671.79	4,706.01
	38		
		6.82	9.27
		6.16	8.41

Material Accounting Policies

2

See accompanying notes forming part of the financial statements

As per our report of even date attached

For G. M. Kapadia & Co.

Chartered Accountants

Firm Registration No.104767W

For and on behalf of the Board of Directors

Satya Ranjan Dhall

Partner

Membership No. 214046

Bhupendra Dalal

Chairman

(DIN : 00061492)

Milan Dalal

Managing Director

(DIN : 00062453)

Moloy Saha

Chief Executive Officer

Anand Krishnan

Chief Financial Officer

Ameya Masurkar

Company Secretary

Date : May 17, 2024

Place : Mumbai

Date : May 17, 2024

Place : Mumbai

STANDALONE CASH FLOW STATEMENT

FOR THE YEAR ENDED MARCH 31, 2024

(₹ in Lakhs)

Particulars	Year ended March 31,	
	2024	2023
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit Before Tax	6,421.17	6,426.45
Adjustments for :		
Depreciation/ Amortization	1,629.39	1,394.32
Finance Costs	4,547.69	2,727.43
Unrealized (Gain)/Loss on Foreign Currency Fluctuation (Net)	(4.60)	26.24
Share Based Payments to Employees	265.98	377.98
Impairment / (Reversal of Impairment) of financial assets (Net)	(154.46)	532.98
Impairment of Receivable / Advances	-	94.03
Bad Debts Written off and Provision for impairment of Trade Receivable	308.10	-
Balances Written off (Net)	516.41	-
Dividend Income	(0.21)	(0.10)
Interest Received on Deposits and Others	(223.91)	(127.77)
Mark to Market Loss/(Gain) on Financial Assets	(516.24)	297.15
Balance / Provision Write Back (Net)	(1.68)	(1.23)
Provision for Gratuity	36.87	52.16
(Reversal) / Provision For Sales Return	1.13	6.29
Provision for Bonus	87.94	82.04
Provision for Leave Encashment	58.03	77.12
Loss / (Profit) on Disposal of Property, Plant and Equipment	(0.43)	22.47
Net Gain on fair valuation of Mutual Fund	(54.39)	(1.88)
Share of profit from partnership firm	(10.76)	(37.73)
Loss on Sale of License	22.50	24.17
Profit on Sale of Investments	(1.45)	(0.42)
Profit on sale of TDR (Exceptional Item)	-	(532.32)
Operating Profit Before Working Capital Changes	12,927.08	11,439.38
Adjustments for :		
Increase in Trade Receivables	(3,377.43)	(5,709.42)
Increase in Inventories	(4,583.50)	(12,044.35)
Decrease/(Increase) in Financial Assets	9.23	(16.98)
Decrease in Trade payables	(2,834.78)	(950.85)
(Decrease) / Increase in Other Financial Liabilities	(5.85)	539.76
Increase / (Decrease) in Other Liabilities and Provisions	1,587.78	(692.01)
(Increase) / Decrease in Other Assets	(4,745.12)	332.10
Cash Generated From Operations	(1,022.58)	(7,102.37)
Income Tax paid (Net of Refund)	(927.96)	(1,278.82)
Net Cash flow (used in) Operating Activities (A)	(1,950.54)	(8,381.19)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Interest Received	199.31	99.32
Dividend Received	0.21	0.10
Acquisition of Tangible and Intangible assets	(6,132.80)	(6,428.70)
Proceed from disposal of Property, Plant and Equipment	4.52	7.50
Sale of Current Investments	24.92	2.30
Purchase of Current and Non Current Investments	(662.22)	(1,016.03)
Proceeds from Capital Subsidy	337.85	211.16
Proceeds from sale of TDR	-	532.32
(Introduction)/Drawings from Partnership Firm	-	(200.45)
Intercompany Deposit (Net)	(1,401.02)	-
Proceeds from Fixed Deposits	448.14	437.07
Invested in Fixed Deposits / Margin Money	(2,191.00)	(588.10)
Net Cash flow used in Investing Activities (B)	(9,372.08)	(6,943.51)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Issue of Equity Shares	2.64	6.00
Security Premium received	139.74	510.85
Proceeds from issue of warrants convertible into equity shares	1,000.00	6,145.10
Proceeds from Issue of Equity shares (On Conversion of Warrants)	3,698.55	-
Equity Share Application Money Pending Allotment	124.39	-

STANDALONE CASH FLOW STATEMENT
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(₹ in Lakhs)

Particulars	Year ended March 31,	
	2024	2023
Finance Costs Paid	(5,316.94)	(2,414.00)
Dividend Paid	(265.95)	(125.24)
Payments for Lease	(352.11)	(339.03)
Proceeds from Non-current Borrowings	10,388.64	3,094.73
Repayment of Non-current Borrowings	(7,526.60)	(1,711.51)
Increase in Current Borrowings (Net)	3,779.98	8,465.74
Net Cash flow from Financing Activities (C)	5,672.34	13,632.64
Net decrease in Cash and Cash Equivalents (A+B+C)	(5,650.29)	(1,692.06)
Cash and Cash Equivalents at the beginning of the year	(6,876.80)	(5,184.74)
Cash and Cash Equivalents at the end of the year	(12,527.09)	(6,876.80)
Cash and Cash Equivalents comprises of :		
Balances with Banks	1,459.92	1,179.47
Cheques in hand	0.50	-
Cash on hand	9.47	17.58
Bank Overdraft	(13,996.98)	(8,073.85)
Closing Balance of Cash and Cash Equivalents	(12,527.09)	(6,876.80)

Notes:1. Disclosure to evaluate changes in Liabilities arising from financial activities:

(₹ in Lakhs)

Particulars	As at March 31, 2023	Movement during the year	As at March 31, 2024
Net Debt	26,178.61		
Proceeds from Borrowings		14,168.62	
Repayment of Loan		(7,526.60)	
Interest expenses		4,547.69	
Interest Paid		(4,991.38)	
Net Debt			32,376.94

(₹ in Lakhs)

Particulars	As at March 31, 2022	Movement during the year	As at March 31, 2023
Net Debt	16,016.21		
Proceeds from Borrowings		11,560.48	
Repayment of Loan		(1,711.51)	
Interest expenses		2,727.43	
Interest Paid		(2,414.00)	
Net Debt			26,178.61

2. Cash Flow Statement has been prepared under the indirect method as set out in Ind AS 7 specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

3. Figures in brackets represent outflows / deductions.

As per our report of even date attached

For G. M. Kapadia & Co.

Chartered Accountants

Firm Registration No.104767W

For and on behalf of the Board of Directors

Satya Ranjan Dhali

Partner

Membership No. 214046

Bhupendra Dalal

Chairman

(DIN : 00061492)

Milan Dalal

Managing Director

(DIN : 00062453)

Moloy Saha

Chief Executive Officer

Anand Krishnan

Chief Financial Officer

Ameya Masurkar

Company Secretary

Date : May 17, 2024

Place : Mumbai

Date : May 17, 2024

Place : Mumbai

STANDALONE STATEMENT OF CHANGES IN EQUITY

FOR YEAR ENDED MARCH 31, 2024

A. Equity Share Capital

(₹ in Lakhs)

Particulars	Note No.	Amount
Balance as at April 1, 2022		503.38
Add: Changes in Equity Share Capital during the year		6.00
Balance as at April 1, 2023		509.38
Add: Changes in Equity Share Capital during the year	18	58.26
Balance as at March 31, 2024		567.64

B. Other Equity

(₹ in Lakhs)

Particulars	Note No.	Reserves and Surplus					Equity Instruments Through Other Comprehensive Income	Share Application Money Pending Allotment	Money Received Against Share Warrants	Total
		General Reserve	Securities Premium	Share Options Outstanding Account	Capital Reserve	Retained Earnings				
Balance as at April 1, 2022		2,232.26	2,159.58	26.88	308.37	14,523.01	(0.52)	-	-	19,249.58
Profit for the year		-	-	-	-	4,723.72	-	-	-	4,723.72
Other Comprehensive Loss for the year (Net)		-	-	-	-	(19.35)	1.64	-	-	(17.71)
Dividends		-	-	-	-	(125.85)	-	-	-	(125.85)
Transfer from/ to Share Options Outstanding Account		1.18	-	(1.18)	-	-	-	-	-	-
Premium on issue of equity shares against conversion of warrants net of transaction cost (Refer Note 18.2(ii) and Note 19)		-	510.85	-	-	-	-	-	-	510.85
Amount Received on issue of Warrants convertible into equity shares (Refer Note 18.2(ii))		-	-	-	-	-	-	6,145.10	-	6,145.10
Share Based Payments to Employees (net) (Refer Note 49)		-	-	377.98	-	-	-	-	-	377.98
Balance as at April 1, 2023	19	2,233.44	2,670.43	403.68	308.37	19,101.53	1.12	-	6,145.10	30,863.67
Profit for the year		-	-	-	-	3,670.50	-	-	-	3,670.50
Other Comprehensive Income / (Loss) for the year		-	-	-	-	(11.27)	12.56	-	-	1.29
Dividends		-	-	-	-	(267.99)	-	-	-	(267.99)
Share Based Payments to Employees (net) (Refer Note 49)		-	-	265.98	-	-	-	-	-	265.98
Transfer from/ to Share Options Outstanding Account		4.71	-	(4.71)	-	-	-	-	-	-
Received during the year		-	-	-	-	-	-	266.76	-	266.76
Issue of Ordinary Shares on conversion of Warrants		-	5,228.04	-	-	-	-	-	(5,283.65)	(55.61)
Issue of Ordinary Shares on Exercise of Options		-	270.48	(130.74)	-	-	-	(142.37)	-	(2.63)
Amount Received on issue of Warrants convertible into equity shares (Refer Note 18.2(ii))		-	-	-	-	-	-	-	4,698.55	4,698.55
Balance as at March 31, 2024	19	2,238.15	8,168.95	534.21	308.37	22,492.77	13.68	124.39	5,560.00	39,440.52

As per our report of even date attached

For G. M. Kapadia & Co.

Chartered Accountants
Firm Registration No.104767W

For and on behalf of the Board of Directors

Satya Ranjan Dhall

Partner
Membership No. 214046

Bhupendra Dalal

Chairman
(DIN : 00061492)

Milan Dalal

Managing Director
(DIN : 00062453)

Moloy Saha

Chief Executive Officer

Anand Krishnan

Chief Financial Officer

Ameya Masurkar

Company Secretary

Date : May 17, 2024

Place : Mumbai

Date : May 17, 2024

Place : Mumbai

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2024

1. CORPORATE INFORMATION

Foods and Inns Limited (hereinafter referred as "FNI" or "the Company") is domiciled and incorporated in India and its shares are publicly traded on the BSE Limited as well as on NSE Limited in India. The Company is engaged in business of processing and marketing fruit pulps, concentrates and spray dried fruit and vegetable powders both into domestic and international markets.

2. MATERIAL ACCOUNTING POLICIES

This note provides a list of the material accounting policies adopted in the presentation of these standalone financial statements.

2.1 Basis of Preparation

i. Compliance with Ind AS

The standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards ("Ind AS") as per the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under Section 133 of the Companies Act 2013 (the "Act") and other relevant provisions of the Act. In accordance with proviso to Rule 4A of The Companies (Accounts) Rules, 2014, the terms used in these financial statements are in accordance with the definition and other requirements specified in the applicable Accounting Standards.

ii. Authorization of standalone financial statements

The authorization of standalone financial statements (hereinafter referred as "Financial Statements") of the Company for the year ended March 31, 2024 were authorised for issue by the Board of Directors at their meeting held on May 17, 2024.

iii. Accrual Basis of Accounting

These standalone financial statements have been prepared on an accrual basis under the historical cost convention or amortization cost basis except for the following assets and liabilities, which have been measured at fair value:

- Certain financial assets and liabilities (including derivative instruments) that are measured at fair value.
- Defined benefits plans-plan assets measured at fair value.

2.2 Functional and presentation currency

These standalone financial statements are presented in Indian Rupees (INR), which is also the Company's

functional currency and all amounts disclosed in the standalone financial statements and notes have been rounded off to the nearest Lakhs (INR '00,000) upto two decimals, except when otherwise indicated.

2.3 Current versus non-current classification

The Company presents its assets and liabilities in the Balance Sheet based on current or non-current classification.

An asset is treated as current if it is:

- expected to be realised or intended to be sold or consumed in normal operating cycle;
- held primarily for the purpose of trading;
- expected to be realised within twelve months after the reporting period; or
- the 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 treated as 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 the 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 on net basis.

All assets and liabilities have been classified as current or non-current as per Company's normal operating cycle. Based on the nature of operations, the Company has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

2.4 Property, Plant and Equipment

Recognition and Measurement

Property, Plant and Equipment is recognised when 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.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

Property, Plant and Equipment stated at cost less accumulated depreciation and accumulated impairment losses, if any. The initial cost of an asset comprises its purchase price, non-refundable purchase taxes and any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management, the initial estimate of any decommissioning obligation, if any, and, for assets that necessarily take a substantial period of time to get ready for their intended use, finance costs. The purchase price is the aggregate amount paid and the fair value of any other consideration given to acquire the asset.

If significant parts of an item of Property, Plant and Equipment have different useful lives, then those are accounted as separate items (major components) of Property, Plant and Equipment. The carrying amount of any component accounted as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to Statement of Profit or Loss during the reporting period in which they are incurred.

Store and spares which meets the definition of Property, Plant and Equipment and satisfy the recognition criteria as per Ind AS 16 are capitalised as Property, Plant and Equipment.

Freehold land is carried at historical cost less impairment loss, if any.

Derecognition

The carrying amount of an item of Property, Plant and Equipment is de-recognised upon disposal or when no future economic benefit is expected to arise from its continued use. Any gain or loss arising on the de-recognition of an item of Property, Plant and Equipment is determined as the difference between the net disposal proceeds and the carrying amount of the item and is recognised in Statement of Profit or Loss. Gain or loss arising from de-recognition of an intangible are recognized in Statement of Profit or Loss when asset is derecognized.

2.5. Capital Work-in-progress

Property, plant and equipment which are not ready for intended use on the date of Balance Sheet are disclosed as capital work-in-progress. It is carried at cost, less any recognised impairment loss. Such properties are classified and capitalised to the appropriate categories of Property, Plant and Equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

2.6 Depreciation

Depreciation on Property, Plant and Equipment is provided on the Straight-Line Method in accordance with requirements prescribed under Schedule II to the Act. The Company has assessed the estimated useful lives of its Property, Plant and Equipment and has adopted the useful lives and residual value as prescribed.

Freehold land is not depreciated.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, and changes, if any, are accounted prospectively.

Depreciation is calculated on a straight line basis over the estimated useful life of the assets as follows:

Asset Category	Useful life (Number of Years)
Buildings	30
Plant and Machinery	15
Furniture and Fixtures	10
Office Equipments	05
Vehicles	08
Computers	03

Items of Property, Plant and Equipment costing up to ₹ 5,000 are fully depreciated in the year of purchase or capitalisation.

Depreciation for assets purchased or sold during the period is charged on a pro-rata basis.

The Company depreciates significant components of the main asset (which have different useful lives as compared to the main asset) based on the individual useful life of those components. Useful life for such components of Property, Plant and Equipment is assessed based on the historical experience and internal technical inputs.

2.7 Investments in Subsidiary, Associates and Joint ventures

The Company's investments in its subsidiaries, associates and joint ventures are accounted at cost and reviewed for impairment at each reporting date in accordance with the policy described in note 2.9 below.

2.8 Intangible Assets

Recognition and Measurement

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are stated at acquisition cost, net of accumulated amortisation and accumulated impairment losses, if any.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

Amortisation

Intangible assets with finite useful lives are amortised on straight line basis over their economic useful life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The estimated useful life and amortisation method are reviewed at the end of each reporting period, and any changes, if any, are accounted prospectively.

Derecognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in statement of profit and loss when the asset is derecognised.

Goodwill

Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, which in our case are the operating segments.

2.9 Impairment of assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible, intangible assets and investment in subsidiary, associate and joint-venture to determine whether there is any indication that those assets may be impaired and also whether there is any indication of reversal of impairment loss recognized in previous periods. If any such indication exists, the recoverable amount is estimated, and impairment loss, if any, is recognised and the carrying amount is reduced to its recoverable amount. Recoverable amount is the higher of the value in use or fair value less cost to sell, of the asset or cash generating unit, as the case may be. Recoverable amount is determined

for individual assets, unless asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs.

In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

An impairment loss is recognised immediately in the Statement of Profit or Loss. When impairment subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but upto the amount that would have been determined, had no impairment loss been recognized for that asset or cash generating unit. A reversal of an impairment loss is recognised immediately in the Statement of Profit or Loss.

2.10 Inventories

Inventories are valued as follows:

Raw materials, components and stores and spares:

At lower of cost and net realisable value. Cost of inventory comprises all costs of purchases, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition and is determined on a moving weighted average cost basis. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

Work-in-progress:

At lower of cost and net realisable value. Cost for this purpose includes material, labour and appropriate allocation of overheads including depreciation. Cost is determined on a weighted average basis.

Finished goods:

At lower of cost and net realisable value. Cost for this purpose includes material, labour, and appropriate allocation of overheads. Cost is determined on a weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

completion and estimated costs necessary to make the sale. Provision for obsolescence is determined based on management's assessment and is charged to the Standalone Statement of Profit and Loss.

2.11 Financial Instruments

Financial assets and Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Initial Recognition Financial Assets and Financial Liabilities:

Financial assets and Financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at Fair Value through Profit or Loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised in the Statement of Profit or Loss. Since, trade receivables do not contain significant financing component they are measured at transaction price.

Classification and Subsequent Measurement: Financial Assets

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income (FVTOCI) or fair value through profit or loss (FVTPL) on the basis of following:

- the entity's business model for managing the financial assets; and
- the contractual cash flow characteristics of the financial assets.

Amortised Cost:

A financial asset shall be classified and measured at amortised cost, if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

FVTOCI:

A financial asset is classified and measured at FVTOCI if both of the following conditions are met:

- It is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- The contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses and interest revenue which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

FVTPL:

A financial asset shall be classified and measured at FVTPL unless it is measured at amortised cost or at FVTOCI.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method less provision/or impairment.

Classification and Subsequent Measurement: Financial liabilities:

The Company's financial liabilities include trade and other payables, loans and borrowing including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Financial Liabilities at FVTPL:

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL.

Gains or Losses on liabilities held for trading are recognised in the Statement of Profit or Loss.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

Write-off:

The gross carrying amount of a financial asset is written off when there are no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. The Company individually makes an assessment with respect to the timing and amount of write-off based on whether there is a reasonable expectation of recovery. The Company expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

2.12 Other Financial Liabilities

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

2.13 Impairment of financial assets

The Company recognises loss allowance using expected credit loss model for financial assets which are carried at amortised cost. Expected credit losses are weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive, discounted at original effective rate of interest.

For Trade Receivables, the Company uses the simplified approach permitted by Ind AS 109 Financial Instruments which requires expected life time losses to be recognized from initial recognition of receivables.

2.14 Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains

substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

On derecognition of a financial asset other than in its entirety (e.g. when the Company retains an option to repurchase part of a transferred asset), the Company allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

2.15 Financial liabilities and equity instruments

• Classification as debt or equity:

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

• Equity instruments:

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

Equity instruments issued by a Company are recognised at the proceeds received.

2.16 Derecognition of financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled or expired. The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different.

2.17 Offsetting financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counter party.

2.18 Cash and Cash Equivalent

Cash and Cash Equivalent in the Balance Sheet Comprises of cash at bank and on hand and short-term deposit with an original deposit of three months or less, which are subject to an insignificant risk of change in value.

For the purpose of presentation in the Statement of Cash Flows, cash and cash equivalents include cash on hand, cash at banks, other short-term deposits as defined above, bank overdraft, and short term highly liquid investments that are readily convertible into cash and which are subject to an insignificant risk of changes in value.

2.19 Employee Stock Option Plan (ESOP)

Equity settled share-based payments to employees and other providing similar services are measured at fair value of the equity instruments at grant date.

The fair value determined at the grant date of the equity-settled share-based payment is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity.

At the end of each reporting period, the Company revises its estimates of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any is, recognised in Statement of Profit and Loss such that the cumulative expenses reflects the revised estimate, with a corresponding adjustment to the shared option outstanding account.

No expense is recognised for options that do not ultimately vest because non market performance and/or service conditions have not been met.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

2.20 Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2.21 Provisions, Contingent Liabilities and Contingent Assets

Provisions

Provision is recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of obligation. Provision is not recognised for future operating losses.

Provisions are made at the management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. If the effect of the time value of money is material, the amount of provision is discounted using an appropriate pre-tax rate that reflects current market assessments of the time value of money and, 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.

Contingent Liability

A Contingent liability is disclosed in case of a present obligation arising from past events, when it is either not probable that an outflow of resources will be required to settle the obligation, or a reliable estimate of the amount cannot be made. A Contingent Liability is also disclosed when there is a possible obligation arising from past events, unless the probability of outflow of resources are remote.

Contingent Asset

Contingent Assets are not recognised but where an inflow of economic benefits is probable, contingent assets

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

are disclosed in the financial statements. Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

2.22 Revenue Recognition

i. Revenue from contracts with customers

The Company derives revenues primarily from sale of products and services. Revenue from sale of goods is recognised net of returns and discounts.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract.

To recognise revenues, the Company applies the following five step approach

- a. Identify the contract with a customer;
- b. Identify the performance obligations in the contract;
- c. Determine the transaction price;
- d. Allocate the transaction price to the performance obligations in the contract; and
- e. Recognise revenues when a performance obligation is satisfied.

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties.

ii. Trade Receivables

A receivable represents the company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

2.23 Recognition of Dividend Income and Interest Income

i. Interest income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable. The effective interest rate is the rate that exactly discounts estimated

future cash receipts through the expected life of the financial asset to the gross carrying amount of that financial asset.

ii. Dividends

Dividend income from investments is recognised when the Company's right to receive dividend is established, it is probable that the economic benefits associated with the dividend will flow to the Company and the amount of the dividend can be measured reliably which is generally when shareholders approve the dividend.

2.24 Foreign Currency Transactions

On initial recognition, transactions in foreign currencies are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary items that are measured at historical cost denominated in a foreign currency are translated using the exchange rate as at the date of initial transaction. Exchange differences on monetary items are recognised in the Statement of Profit or Loss account in the period in which they arise.

2.25 Employee Benefits

Short-term employee benefits:

Employee benefits such as salaries, wages, short term Compensated Absences, expected cost of bonus and ex-gratia falling due wholly within twelve months of rendering the service are classified as short-term employee benefits and are recognised as an expense at the undiscounted amount in the Statement of Profit or Loss of the year in which the related service is rendered.

Long-term employee benefits:

- **Defined Contribution Plan:
Provident and Family Pension Fund**

The eligible employees of the Company are entitled to receive post-employment benefits in respect of provident and family pension fund, in which both employees and the Company make monthly contributions at a specified percentage of the employees' eligible salary. The contributions are made to the Provident Fund Account under the Employees' Provident Fund and Misc. Provisions Act, 1952. Provident Fund and Family Pension Fund are classified as Defined Contribution Plans as the Company has no further obligations beyond making

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

the contribution. The Company's contributions to Defined Contribution Plan are charged to the Statement of Profit or Loss as incurred.

Superannuation fund

The superannuation fund benefits are administered by a Trust formed for this purpose through the Group scheme of Life Insurance Corporation of India. The Company's contribution to superannuation fund are charged to the Statement of Profit or Loss as paid.

- **Defined Benefit Plan:**

Gratuity

In accordance with applicable Indian laws, the Company provides for gratuity, a defined benefit retirement plan ("Gratuity Plan") covering all employees. The Gratuity Plan provides a lump sum payment to vested employees, at retirement or death while in employment or termination of employment, an amount based on the respective employee's last drawn salary and the years of employment with the Company. Vesting occurs upon completion of five years of service. Liability with regard to Gratuity Plan is accrued based on actuarial valuation at the Balance Sheet date, carried out by an independent actuary. The Company makes contribution to the Group Gratuity Scheme with SBI Life Insurance Company Limited based on an independent actuarial valuation made at the year-end.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in Other Comprehensive Income. They are included in retained earnings in the Statement of Changes in Equity and in the Balance Sheet.

2.26 Compensated Absences

The liabilities for leave are not expected to be settled wholly within twelve months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The Company provides for the encashment of absence or absence with pay based on policy of the Company in this regard. The employees are entitled to accumulate such absences subject to certain limits, for the future encashment or absence. The Company records an obligation for Compensated

Absences in the period in which the employee renders the services that increases this entitlement. The Company measures the expected cost of Compensated Absences as the additional amount that the Company expects to pay as a result of the unused entitlement that has accumulated at the Balance Sheet date on the basis of an independent actuarial valuation.

2.27 Taxes on Income

Current Tax

Tax on income for the current period is determined on the basis on estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments /appeals.

Current income tax relating to items recognised directly in equity is recognised in equity and not in the Statement of Profit or Loss.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred Tax

Deferred tax is provided using the Balance Sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside the Statement of Profit or Loss is recognised outside the Statement of Profit or Loss. Deferred tax items are recognised in correlation to the underlying transaction either in Other Comprehensive Income or directly in equity.

The break-up of the major components of the deferred tax assets and liabilities as at Balance Sheet date has been arrived at after setting off deferred tax assets and liabilities where the Company have a legally enforceable right to set-off assets against liabilities and where such assets and liabilities relate to taxes on income levied by the same governing taxation laws.

Minimum Alternate Tax

Minimum Alternate Tax ("MAT") credit is recognised as an asset only when and to the extent there is convincing evidence that the relevant members of the Company will pay normal income tax during the specified period. Such asset is reviewed at each reporting period end and the adjusted based on circumstances then prevailing.

MAT Credits are in the form of unused tax credits that are carried forward by the Company for a specified period of time, hence it is grouped with Deferred Tax Asset.

2.28 Leases

As a lessee

The Company, as a lessee, recognizes a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset.

The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Company has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any re-measurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate.

Short-term leases and leases of low-value assets

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term ending within 12 months and The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

As a lessor

A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership of an underlying asset. Lease income from operating leases where the Company is a lessor are recognized on either a straight-line basis or another systematic basis. The Company shall apply another systematic basis if that basis is more representative of the pattern in which benefit from the use of the underlying asset is diminished. The Company present underlying assets subject to operating leases in its balance sheet according to the nature of the underlying asset.

2.29 Earnings Per Share

The basic earnings per share are computed by dividing the net profit attributable to the equity shareholders for the year by the weighted average number of equity shares outstanding during the reporting period. Diluted earnings per share is computed by dividing the net profit attributable to the equity shareholders, adjusted for after income tax effect of interest and other financing costs associated with dilutive potential equity shares for the year by the weighted average number of equity and dilutive equity equivalent shares outstanding during the year, except where the results would be anti-dilutive.

2.30 Share issue expenses

The Company incurs various costs in issuing or acquiring its own equity instruments. The transaction costs of an equity transaction are accounted for as a deduction from equity to the extent they are incremental costs directly attributable to the equity transaction that otherwise would have been avoided. The costs of an equity transaction that is abandoned are recognised as an expense in the statement of profit and loss.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

2.31 Research and Development

Revenue expenditure on research and development is charged to Statement of Profit or Loss in the year in which it is incurred. Capital expenditure on research and development is considered as an addition to Property, Plant and Equipment / Intangible Assets.

2.32 Government Grants and Subsidies:

Government grants are not recognised until there is reasonable assurance that the Company will comply with the conditions attached to them and that the grants will be received.

Government grants are recognised in the Statement of Profit and Loss on a systematic basis over the years in which the Company recognises as expenses the related costs for which the grants are intended to compensate or when performance obligations are met.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Company with no future related costs are recognised in Statement of Profit and Loss in the period in which they become receivable.

Government Grant relating to asset is reduced from the carrying value of the relevant assets. Such grant is then gets recognized in the Statement of Profit and Loss over the useful life of the depreciable asset by way of a reduced depreciation charge.

Government grants in the nature of export incentives are accounted for in the period of export of goods if the entitlements can be estimated with reasonable accuracy and conditions precedent to claim are reasonably expected to be fulfilled.

2.33 Use of Judgements, Estimates and assumptions

The preparation of the financial statements requires the management to make judgements, estimates and assumptions in the application of accounting policies and that have the most significant effect on reported amounts of assets, liabilities, incomes and expenses, and accompanying disclosures, and the disclosure of contingent liabilities. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised

in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The assumptions concerning the future and other major sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below:

Income taxes

Significant judgements are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions as also to determine the amount of deferred tax that can be recognised, based upon the likely timing and the level of future taxable profits. Also, Refer Note 37.

Property, Plant and Equipment/Intangible Assets

Property, Plant and Equipment/ Other Intangible Assets are depreciated / amortised over their estimated useful lives, after taking into account estimated residual value. The useful lives and residual values are based on the Company's historical experience with similar assets and taking into account anticipated technological changes or commercial obsolescence. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation / amortisation to be recorded during any reporting period. The depreciation / amortisation for future periods is revised, if there are significant changes from previous estimates and accordingly, the unamortised / depreciable amount is charged over the remaining useful life of the assets.

Employee Benefit Plans

The cost of the defined benefit gratuity plan and other-post employment benefits and the present value of gratuity obligations and Compensated Absences are determined based on actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, attrition and mortality rates. Due to the complexities involved in the valuation and its long-term nature, these liabilities are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

Impairment of Financial Assets

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

The Company reviews its carrying value of investments carried at amortised cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

Recoverability of Trade Receivables

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

Fair Value measurements 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 (Net Assets Value in case of units of Mutual Funds), their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Impairment of Assets

The Company has used certain judgements and estimates to work out future projections and discount rates to compute value in use of cash generating unit and to access impairment. In case of certain assets independent external valuation has been carried out to compute recoverable values of these assets.

Provisions

Provisions and liabilities are recognised in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

Financial Guarantee Contract

The Company on case-to-case basis elects to account for financial guarantee contracts as financial instruments or as an insurance contract, as specified in Ind AS 109 on Financial Instruments and Ind AS 104 on Insurance Contracts. The Company has regarded its financial guarantee contracts as insurance contracts on contract-by-contract basis. At the end of each reporting period the Company performs liability adequacy test, (i.e., it assesses the likelihood of a pay-out based on current undiscounted estimates of future cash flows) on financial guarantee contracts regarded as insurance contracts, and the deficiency is recognized in the Statement of Profit and Loss.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

3A. PROPERTY, PLANT & EQUIPMENT AND RIGHT OF USE ASSETS

(₹ in Lakhs)

Particulars	Land	Buildings	Plant and Machinery	Furniture and Fixtures	Office Equipments	Vehicles	Computers	Total	Right of Use Assets
Gross Block									
Gross Block									
As at March 31, 2022	503.29	6,600.66	9,832.86	111.58	101.56	401.03	57.61	17,608.59	1,097.47
Additions	2.36	1,647.90	3,722.16	19.97	29.89	50.98	8.15	5,481.41	-
Disposals / Adjustments *	-	-	35.30	0.25	6.79	5.00	1.94	49.28	-
As at March 31, 2023	505.65	8,248.56	13,519.72	131.30	124.66	447.01	63.82	23,040.72	1,097.47
Additions	-	5,592.40	2,847.29	28.70	22.35	93.98	23.25	8,607.97	10.18
Disposals / Adjustments *	-	-	13.87	-	-	8.51	-	22.38	-
As at March 31, 2024	505.65	13,840.96	16,353.14	160.00	147.01	532.48	87.07	31,626.31	1,107.65
Accumulated Depreciation									
Up to March 31, 2022	-	1,283.24	4,931.88	42.34	55.93	199.36	40.55	6,553.27	273.48
Charge for the year	-	244.28	706.63	10.71	15.16	45.81	7.43	1,030.02	351.11
Withdrawal for Disposal / Adjustments	-	12.37	-	0.23	4.85	0.21	1.70	19.35	-
Up to March 31, 2023	-	1,515.15	5,638.51	52.82	66.24	244.96	46.28	7,563.94	624.59
Charge for the year	-	302.36	876.79	12.13	18.21	56.89	11.61	1,277.99	337.30
Withdrawal for Disposal / Adjustments	-	-	10.79	-	-	7.50	-	18.29	-
Up to March 31, 2024	-	1,817.51	6,504.51	64.95	84.45	294.35	57.89	8,823.64	961.89
Net Block									
Balance as at March 31, 2023	505.65	6,733.41	7,881.21	78.48	58.42	202.05	17.54	15,476.78	472.88
Balance as at March 31, 2024	505.65	12,023.45	9,848.63	95.05	62.56	238.13	29.18	22,802.67	145.76

*Disposals / Adjustments refers to Sale and discard of assets and Capital Subsidy received in the previous year adjusted against Plant and Machinery and Buildings.

Refer note 20 for information on Property, Plant and Equipment pledged as security of the group.

Refer note 41 for disclosure of contractual commitments for acquisition of Property, Plant and Equipment.

Refer note 39 for disclosure for Right of Use of assets which relates to Plant and Machinery and Office premises.

3B. CAPITAL WORK-IN-PROGRESS (CWIP)

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Opening Balance	6,130.79	5,543.01
Additions	3,255.33	5,522.92
Transfer to Property, Plant and Equipment	(5,462.55)	(4,935.14)
Closing Balance	3,923.57	6,130.79

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(i) Ageing Schedule as at March 31, 2024

(₹ in Lakhs)

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	3,299.29	264.88	93.67	265.73	3,923.57
Projects temporarily suspended	-	-	-	-	-

(ii) Ageing Schedule as at March 31, 2023

(₹ in Lakhs)

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	2,575.26	2,942.85	593.67	19.01	6,130.79
Projects temporarily suspended	-	-	-	-	-

4. INTANGIBLE ASSETS

(₹ in Lakhs)

Particulars	Software	Trademark & Copyrights	Goodwill	Total
Gross Block				
As at March 31, 2022	138.32	0.10	1,210.00	1,348.42
Additions	2.71	-	-	2.71
Disposals / Adjustments	-	-	-	-
As at March 31, 2023	141.03	0.10	1,210.00	1,351.13
Additions	4.50	-	-	4.50
Disposals / Adjustments	-	-	-	-
As at March 31, 2024	145.53	0.10	1,210.00	1,355.63
Accumulated Depreciation				
Up to March 31, 2022	46.18	0.05	-	46.23
Charge for the year	13.17	0.02	-	13.19
Withdrawal for Disposal / Adjustments	-	-	-	-
Up to March 31, 2023	59.35	0.07	-	59.42
Charge for the year	14.08	0.02	-	14.10
Withdrawal for Disposal / Adjustments	-	-	-	-
Up to March 31, 2024	73.43	0.09	-	73.52
Net Block				
Balance as at March 31, 2023	81.68	0.03	1,210.00	1,291.71
Balance as at March 31, 2024	72.10	0.01	1,210.00	1,282.11

Range of remaining period of amortisation as at March 31, 2024 of Intangible assets is as below :

(₹ in Lakhs)

Intangible Assets	Less than 1 year	2-5 years	More than 5 years	Residual Value	Total
Software	14.79	49.05	0.98	7.28	72.10
Trademark & Copyrights	-	-	-	0.01	0.01

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

Range of remaining period of amortisation as at March 31, 2023 of Intangible assets is as below :

(₹ in Lakhs)

Intangible Assets	Less than 1 year	2-5 years	More than 5 years	Residual Value	Total
Software	13.18	52.72	8.73	7.05	81.68
Trademark & Copyrights	0.02	-	-	0.01	0.03

5. INVESTMENTS : NON-CURRENT

(₹ in Lakhs)

	As at March 31,	
	2024	2023
Quoted		
Investments In Equity Shares (Fully Paid up) (Measured at FVTOCI)		
66 (As at March 31, 2023: 66 shares) Equity Shares of Hindustan Unilever Limited of face value of ₹ 1 each	1.49	1.68
2,000 (As at March 31, 2023: 2,000 shares) Equity Shares of FDC Limited of face value of ₹ 1 each	8.50	5.13
9,400 (As at March 31, 2023: 9,400 shares) Equity Shares of Bank of Maharashtra Limited of face value of ₹ 10 each	5.86	2.33
1,656 (As at March 31, 2023: 1,656 shares) Equity Shares of Union Bank Ltd of face value of ₹ 10 each	2.54	1.10
Unquoted		
Investments In Equity Instruments (Fully Paid up) (Measured at Cost)		
Subsidiaries		
Nil (As at March 31, 2023: Nil) Equity Shares of FNI Asia PTE Limited of face value of US\$ 1 par each	0.49	0.49
Less : Impairment in value of Investments	(0.49)	(0.49)
12,000 (As at March 31, 2023: Nil) Equity Shares of Udhyaan Agroproduct and Trading Private Limited (Formerly known as Pharmpak Private Limited) of face value of ₹ 10 each	269.87	-
99,990 (As at March 31, 2023: Nil) Equity Shares of FNI Spices Private Limited (Formerly known as Kusum Spices - Partnership Firm) of face value of ₹ 10 each	25.00	-
Joint Venture		
37,70,000 (As at March 31, 2023: 37,70,000) Equity Shares of Beyond Mango Private Limited of face value of ₹ 10 each	377.00	377.00
Associates		
4,900 (As at March 31, 2023: 4,900 shares) Equity Shares of Greentop Fresh and Frozen Foods Private Limited (Formerly known as Tri Global Foods Private Limited) of face value of ₹ 10 each	0.49	0.49

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

	(₹ in Lakhs)	
	As at March 31,	
	2024	2023
Investments in Partnership Firm (measured at cost)		
Investment in the nature of Subsidiary		
Kusum Spices Capital Account	-	778.17
Investment in Equity Instruments of other companies (Fully Paid up) (Measured at FVTOCI)		
1,00,000 (As at March 31, 2023: 1,00,000 shares) Equity Shares of CIFCO Finance Limited of face value of ₹ 10 each	-	-
2,000 (As at March 31, 2023: 2,000 shares) Equity Shares of Western Foods Limited of face value of ₹ 10 each	-	-
6 (As at March 31, 2023: 6 shares) Equity Shares of Dravya Finance Limited of face value of ₹ 10 each	-	-
Total	690.75	1,165.90
Aggregate amount of Quoted Investments and Market Value thereof	18.39	10.24
Aggregate amount of Unquoted Investments	672.36	1,155.66
Aggregate value of Investments measured at FVTOCI	18.39	10.24
Aggregate amount of impairment in value of Investments	0.49	0.49

6. LOANS : NON-CURRENT

Particulars	(₹ in Lakhs)	
	As at March 31,	
	2024	2023
Loan to staff		
Unsecured, considered good	14.49	11.90
Total	14.49	11.90

No amount is due from any of the directors or officers of the Company, severally or jointly with any other person; or from firms where such director is a partner or from private companies where such director is a member.

7. OTHER NON-CURRENT FINANCIAL ASSETS

Particulars	(₹ in Lakhs)	
	As at March 31,	
	2024	2023
Security Deposits		
Unsecured, considered good	763.76	626.54
Term Deposits* (Originally Maturity for more than Twelve months)	199.71	273.21
Total	963.47	899.75

*Out of the above, Term Deposit of ₹ 30.77 Lakhs (As at March 31, 2023 ₹ 29.43 Lakhs) is pledged as collateral in respect of secured loan taken from banks (Refer Note 23.4)

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

8. OTHER NON-CURRENT ASSETS

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Capital Advances	738.76	751.00
Prepayments	14.20	24.44
Total	752.96	775.44

No amount is due from any of the directors or officers of the Company, severally or jointly with any other person; or from firms where such director is a partner or from private companies where such director is a member.

9. INVENTORIES

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Raw Materials	230.77	419.94
Packing materials	7,054.99	6,878.93
Work-in-progress	1,503.79	1,321.98
Finished goods	28,148.56	23,699.23
Add: Goods-in-transit	46.60	81.13
	28,195.16	23,780.36
Total	36,984.71	32,401.21

The inventories have been pledged as security for borrowings (Refer note 23.1 and 23.2).

10. INVESTMENTS : CURRENT

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Quoted		
Investments In Equity Shares (Measured at FVTOCI)		
NIL (As at March 31, 2023: 1,600 shares) Equity Shares of Parag Milk Foods Limited of face value of ₹ 10 each	-	1.16
26 (As at March 31, 2023: 26 shares) Equity Shares of Tasty Bite Eatables Limited of face value of ₹ 10 each	3.22	2.09
150 (As at March 31, 2023: 150 shares) Equity Shares of Varun Beverages Limited of face value of ₹ 10 each	4.20	2.08
9 (As at March 31, 2023: 9 shares) Equity Shares of Hindustan Unilever Limited of face value of ₹ 1 each	0.20	0.23
Unquoted		
Investments in Mutual Funds (Measured at FVTPL)		
NIL units (As at March 31, 2023: 99,852.211 units) Union Medium duration Fund Regular, Growth	-	10.90
59,845.949 units (As at March 31, 2023: 59,845.949 units) SBI short term Debt fund Regular, Growth	17.39	16.24

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
1,49,982.501 units (As at March 31, 2023, NIL units) Union Business Cycle Fund - Regular Growth	15.16	-
56,31,712.895 units (As at March 31, 2023: 56,31,712.895 units) SBI Corporate Bond and Regular Growth	788.59	735.73
Total	828.76	768.43
Aggregate value of Quoted Investments and market value, thereof	7.62	5.56
Aggregate value of Investments measured at FVTPL	821.14	762.87
Aggregate value of Investments measured at FVTOCI	7.62	5.56

11. TRADE RECEIVABLES

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Secured, Considered Good	-	-
Unsecured, Considered Good	17,424.80	14,913.91
Trade receivables which have significant increase in credit risk	-	-
Unsecured, Credit impaired	316.04	463.88
	17,740.84	15,377.79
Less: Allowance for credit impaired receivables	(316.04)	(463.88)
Total	17,424.80	14,913.91

The receivables have been pledged as security for borrowings (Refer Note 23.1 and 23.2)

No amount is due from any of the directors or officers of the Company, severally or jointly with any other person; or from firms where such director is a partner or from private companies where such director is a member except ₹ Nil (As at March 31, 2023, ₹ 226.03 Lakhs) due from associate company.

Trade Receivable ageing as at March 31, 2024

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months to 1 year	1 to 2 Years	2 to 3 Years	More than 3 years	
(i) Undisputed - considered good	16,460.43	964.37	-	-	-	17,424.80
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed - credit impaired	-	50.53	86.36	36.62	142.53	316.04
(iv) Disputed - considered good	-	-	-	-	-	-
(v) Disputed - credit impaired	-	-	-	-	-	-
Total	16,460.43	1,014.90	86.36	36.62	142.53	17,740.84

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

Trade Receivable ageing as at March 31, 2023

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months to 1 year	1 to 2 Years	2 to 3 Years	More than 3 years	
(i) Undisputed - considered good	14,751.85	81.56	80.50	-	-	14,913.91
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed - credit impaired	-	-	187.05	78.39	198.44	463.89
(iv) Disputed - considered good	-	-	-	-	-	-
(v) Disputed - credit impaired	-	-	-	-	-	-
Total	14,751.85	81.56	267.55	78.39	198.44	15,377.80

Trade Receivable from Related Parties

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Related Parties (Refer Note 44)	135.35	279.81
Less : Allowance for credit impaired receivables	-	(215.81)
	135.35	64.00

12. CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Balances with Banks		
Current Accounts	1,459.92	1,179.47
Cheques on hand	0.50	-
Cash on hand	9.47	17.58
Total	1,469.89	1,197.05

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

13. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Unclaimed Dividend Accounts #	10.54	8.49
Margin money with banks *(original maturity for more than three months but less than twelve months)	2,161.89	314.17
Term Deposit (original maturity for more than three months but less than twelve months)	12.15	178.43
Earmarked Balances with Banks #	135.06	0.14
Total	2,319.64	501.23

*Marked as lien in favour of bank

#Earmarked Balances

14. LOANS : CURRENT

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Inter-Corporate Deposit*		
Unsecured, Considered good		
- Related Parties	1,919.62	532.67
- Others	1,297.30	151.95
Loans to Staff		
Unsecured, Considered good	38.04	29.35
Total	3,254.96	713.97

No amount is due from any of the directors or officers of the Company, severally or jointly with any other person; or from firms where such director is a partner or from private companies where such director is a member.

* The Company has given unsecured Inter-Corporate Deposit carrying interest at the rate of 8% to 12% per annum for general corporate purpose.

15. OTHER FINANCIAL ASSETS

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Security Deposits	12.93	10.50
Derivative Assets	219.09	-
Accrued Interest on Fixed Deposits/ICD	438.54	413.94
Advance to Related Parties	41.34	39.97
Less: Provision for Impairment	(36.04)	(36.04)
	5.30	3.93
Advance to others	-	7.05
Total	675.86	435.42

No amount is due from any of the directors or officers of the Company, severally or jointly with any other person; or from firms where such director is a partner or from private companies where such director is a member.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

16. CURRENT TAX ASSETS (NET)

Particulars	(₹ in Lakhs)	
	As at March 31,	
	2024	2023
Advance Taxes (net of provision)	1,010.20	850.78
Total	1,010.20	850.78

17. OTHER CURRENT ASSETS

Particulars	(₹ in Lakhs)	
	As at March 31,	
	2024	2023
Advances other than capital advances		
Unsecured and considered good		
Advances to Suppliers	6,957.99	1,863.34
Advances to Employees	18.98	19.44
Advances to Other Parties	0.38	37.03
Others		
Export Benefits Receivable	30.97	146.78
Balance with Statutory Authorities	171.44	402.39
Prepayments	127.32	107.29
Total	7,307.08	2,576.27

No amount is due from any of the directors or officers of the Company, severally or jointly with any other person; or from firms where such director is a partner or from private companies where such director is a member except ₹ Nil (As at March 31, 2023 ₹ 36.62 Lakhs) as Loan to Key Managerial Person.

18. EQUITY SHARE CAPITAL

Particulars	(₹ in Lakhs)	
	As at March 31,	
	2024	2023
Authorised Share Capital		
16,00,00,000 (As at March 31, 2023: 16,00,00,000) Equity shares of ₹ 1/- par value	1,600.00	1,600.00
3,00,000 (As at March 31, 2023: 3,00,000) Redeemable Preference shares of ₹ 100/- par value*	300.00	300.00
Total Authorised Share Capital	1,900.00	1,900.00
Issued, Subscribed and Paid up Share Capital		
5,67,63,653 (As at March 31, 2023: 5,09,38,260) Equity shares of ₹ 1/- par value	567.64	509.38
Total Issued, Subscribed and Paid up Share Capital	567.64	509.38

*Preference Shares included within the authorised share capital are for disclosure purposes and have not yet been issued.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

18.1 Reconciliation of the number of shares outstanding :

Particulars	As at March 31,			
	2024		2023	
	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs
Equity Shares at the beginning	5,09,38,260	509.38	5,03,38,260	503.38
Add : Shares issued against conversion of warrants (refer note 18.2(ii))	55,61,740	55.62	6,00,000	6.00
Add : ESOP shares issued during the year	2,63,653	2.64	-	-
Equity Shares at the end	5,67,63,653	567.64	5,09,38,260	509.38

18.2 Rights, preferences and restrictions :

- i. The Company has only one class of shares referred to as Equity Shares having par value of ₹ 1 Each holder of Equity Shares is entitled to one vote per share.
- ii. Preferential Issue
Pursuant to the approval of the shareholders, the Company had issued 2,21,61,749 warrants of ₹ 95 on December 17, 2022 to be converted into fully paid equity shares of the Company in the ratio of 1:1 within 18 months from the date of the allotment at the option of the warrant holders. The warrant holders have paid 30% of the issue price on allotment and balance 70% is required to be paid on or before exercising the option As on March 31, 2024, the Company, upon receipt of balance 70% of the issue price (i.e. ₹ 66.50 per warrant) for 61,61,740 warrants. has allotted equal number of fully paid-up equity shares against conversion of said warrants exercised by the warrant holders.
- iii. In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the shareholders.

18.3 Dividend

The Board of Directors in their meeting held on May 17, 2024, have proposed a final dividend of ₹ 0.30 per equity share (Previous year ₹ 0.50 per Equity Share) for the financial year ended March 31, 2024. The proposal is subject to the approval of the shareholders at the Annual General meeting to be held on September, 2024.

18.4 Details of shares held by shareholders holding more than 5% of the aggregate equity shares in the Company :

Name of the Shareholder	As at March 31,			
	2024		2023	
	No. of Shares	% held	No. of Shares	% held
1. Mr. Raymond Simkins	64,26,660	11.32	64,26,660	12.62
2. AEON Trading LLP	61,61,740	10.86	6,00,000	1.18
3. Western Press Private Limited	34,13,500	6.01	34,51,000	6.77
4. Mrs. Pallavi Dhupelia	31,37,436	5.53	83,16,309	16.33
5. Hi Tech Chemicals Limited	30,22,430	5.32	-	-

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

18.5 Disclosure of Shareholding of Promoters as at March 31, 2024 is as follows:

Category	Promoter Name	Shares held by promoters				% Change during the year
		As at March 31,				
		2024		2023		
		No. of shares	% of total share	No. of shares	% of total share	
Promoter	Pallavi Dhupelia*	-	-	83,16,309	16.33	(16.33)
Promoter Group	Rekha Dalal	22,51,500	3.97	22,51,500	4.42	(0.45)
Promoter Group	Satyen Dalal	5,02,790	0.89	5,02,790	0.99	(0.10)
Promoter	Milan Dalal	17,02,250	3.00	17,02,250	3.34	(0.34)
Promoter Group	Veena Dalal	10,52,250	1.85	10,52,250	2.07	(0.22)
Promoter Group	Asim Dalal	6,90,500	1.22	6,90,500	1.36	(0.14)
Promoter Group	Aditi Dalal	4,78,500	0.84	4,78,500	0.94	(0.10)
Promoter Group	Devdut Dalal	1,26,000	0.22	1,26,000	0.25	(0.03)
Promoter Group	Avanti Dalal	10,000	0.02	10,000	0.02	-
Promoter Group	Gaurika Dalal	42,000	0.07	4,500	0.01	0.06
Promoter Group	Ameya Dhupelia*	-	-	4,470	0.01	(0.01)
Promoter Group	Bhupendra Champaklal Dalal	1,000	-	1,000	0.00	-
Promoter Group	Western Press Private Limited	34,13,500	6.01	34,51,000	6.77	(0.76)
Promoter Group	Cifco Limited	6,50,550	1.15	6,50,550	1.28	(0.13)
Promoter Group	Satyajyoti Holdings Private Limited	2,88,000	0.51	2,88,000	0.57	(0.06)
Promoter Group	MPIL Corporation Limited	4,75,000	0.84	2,46,360	0.48	0.36
	Total	1,16,83,840	20.59	1,97,75,979	38.84	(18.25)

*Promotor Group upto February 1, 2024

Disclosure of Shareholding of Promoters as at March 31, 2023 is as follows:

Category	Promoter Name	Shares held by promoters				% Change during the year
		As at March 31,				
		2023		2022		
		No. of shares	% of total share	No. of shares	% of total share	
Promoter	Pallavi Dhupelia	83,16,309	16.33	1,00,00,450	19.87	(3.54)
Promoter Group	Rekha Dalal	22,51,500	4.42	22,51,500	4.47	(0.05)
Promoter Group	Satyen Dalal	5,02,790	0.99	18,02,790	3.58	(2.59)
Promoter	Milan Dalal	17,02,250	3.34	17,02,250	3.38	(0.04)
Promoter Group	Veena Dalal	10,52,250	2.07	10,52,250	2.09	(0.02)
Promoter Group	Asim Dalal	6,90,500	1.36	6,90,500	1.37	(0.01)
Promoter Group	Aditi Dalal	4,78,500	0.94	4,78,500	0.95	(0.01)
Promoter Group	Devdut Dalal	1,26,000	0.25	1,26,000	0.25	-
Promoter Group	Avanti Dalal	10,000	0.02	10,000	0.02	-
Promoter Group	Gaurika Dalal	4,500	0.01	4,500	0.01	-
Promoter Group	Ameya Dhupelia	4,470	0.01	4,470	0.01	-
Promoter Group	Bhupendra Champaklal Dalal	1,000	0.00	1,000	0.00	-
Promoter Group	Western Press Private Limited	34,51,000	6.77	34,51,000	6.86	(0.09)
Promoter Group	Cifco Limited	6,50,550	1.28	6,50,550	1.29	(0.01)
Promoter Group	Satyajyoti Holdings Private Limited	2,88,000	0.57	2,88,000	0.57	-
Promoter Group	MPIL Corporation Limited	2,46,360	0.48	2,46,360	0.49	(0.01)
	Total	1,97,75,979	38.84	2,27,60,120	45.21	(6.37)

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

19. OTHER EQUITY

Particulars	(₹ in Lakhs)	
	As at March 31,	
	2024	2023
Capital Reserves	308.37	308.37
Securities Premium (Refer Note 18.2 (ii))	8,168.95	2,670.43
General Reserve	2,238.15	2,233.44
Share Options Outstanding Account (Refer Note 49)	534.21	403.68
Retained Earnings	22,492.77	19,101.53
Equity Instruments through Other Comprehensive Income	13.68	1.12
Money Received Against Share Warrants (Refer Note 18.2 (ii))	5,560.00	6,145.10
Share application money pending allotment	124.39	-
Total	39,440.52	30,863.67

Description of the nature and purpose of Other Equity

Capital Reserve: Capital reserve represents capital surplus and not normally available for distribution as dividend. Capital Reserve amount represents amount transferred on forfeiture of equity shares during FY 1987-88 and also on accounts of merger of Company's wholly own subsidiary Finns Frozen Foods (India) Limited.

Securities Premium: Securities Premium is used to record the premium received on issue of shares. The Transaction cost incurred towards issue of preferential allotment of warrant convertible into Equity shares (Share Issue Expenses) has been reduced from the proceeds of Securities Premium received during the previous year. In case of equity-settled share based payment transactions, the difference between fair value on grant date and nominal value of share is accounted as securities premium. It is utilized in accordance with the provisions of the Companies Act, 2013.

General Reserve: The General Reserve comprises of transfer of profits from retained earnings for appropriation purposes. The reserve can be distributed/utilized by the Company in accordance with the Companies Act, 2013.

Share Options Outstanding Account : The Share options outstanding account is used to record the fair value of equity-settled share based payment transactions with employees. The amounts recorded in share options outstanding account are transferred to securities premium upon exercise of stock options and transferred to general reserve on account of stock options not exercised by employees.

Retained Earnings: Retained Earnings are the profits that the Company has earned till date and is net of amount transferred to other reserves such as general reserves etc., amount distributed as dividends and adjustments on account of transition to Ind AS.

Equity instrument through other comprehensive income : The fair value change of the equity instruments measured at fair value through other comprehensive income is recognized in Equity instruments through Other Comprehensive Income.

Money Received Against Share Warrants: Application money received from warrant holders comprises of the convertible warrants into equity shares, allotted to warrant holders upon receipt of 30% of the consideration amount pursuant to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Share Application money pending allotment : The share application money pending allotment pertains to the funds received from employees of the Company for the issuance of Equity Shares under ESOP Scheme . These funds will be transferred to the share capital and securities premium accounts upon the completion of the allotment process.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

20. BORROWINGS : NON-CURRENT

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Secured		
Term Loans		
From Banks	3,414.24	2,443.07
From Financial Institutions	5,724.51	3,867.58
Vehicle Loans		
From Banks	34.88	-
From Financial Institutions	26.17	27.11
	9,199.80	6,337.76
Less : Disclosed under Borrowings-Current (Refer Note 23)		
Current maturities of non-current borrowings	1,279.10	820.51
Total	7,920.70	5,517.25

Nature of Security and Terms of Repayment of Long-term Borrowings (including of those Current maturities shown in Note 23)

(₹ in Lakhs)

Nature of Security	As at March 31,	
	2024	2023
TERM LOANS		
From Banks:		
a. Term Loan availed from State Bank of India ₹ 2,400.00 Lakhs @ 9.45 % p.a. repayable in 72 equated monthly installments commencing from March, 2022 Primary Security: Exclusive First Charge on movable and immovable assets of the Company along with Land at Valsad situated at Valsad both present and future procured/to be procured out of this term loan	1,038.28	1,731.80
b. Term Loan availed from HDFC Bank ₹ 325.00 Lakhs @ 9.46 % p.a. repayable in 60 equated monthly installments commencing from March, 2022 Primary Security: Exclusive First Charge on the assets created out of Term Loan at Gonde both present and future procured/to be procured out of this term loan	212.87	269.79
c. Term Loan availed from HDFC Bank ₹ 390.00 Lakhs @ 9.46 % p.a. repayable in 48 equated monthly installments commencing from February, 2022 Primary Security: Exclusive First Charge on the assets created out of Term Loan at Gonde both present and future procured/to be procured out of this term loan	246.82	319.23
d. Term Loan availed from HDFC Bank ₹ 187.50 Lakhs @ 9.46 % p.a. repayable in 48 equated monthly installments commencing from February, 2022 Primary Security: Exclusive First Charge on the assets created out of Term Loan at Gonde both present and future procured/to be procured out of this term loan	81.17	122.25
e. Term Loan availed from Bank of Maharashtra ₹ 500.00 Lakhs @ 9.60 % p.a. repayable in 57 equated monthly installments commencing from May, 2024 Primary Security: Exclusive First Charge on the assets created out of Term Loan at Vankal both present and future procured/to be procured out of this term loan	504.08	-

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(₹ in Lakhs)

Nature of Security	As at March 31,	
	2024	2023
f. Term Loan availed from State Bank of India ₹ 1,457.00 Lakhs @ 9.40 % p.a. repayable in 60 equated monthly installments commencing from October, 2023	1,331.03	-
Primary Security:		
Exclusive First Charge on movable and immovable assets of the Company alongwith Land at Vankal situated at Valsad both present and future procured/to be procured out of this term loan		
From Financial Institutions:		
a. Term Loan availed from Mahindra and Mahindra Financial Services Limited of ₹ 750.00 Lakhs @ 11.15 % p.a. repayable in 51 equated monthly instalments commencing from February, 2022	414.54	575.99
Primary Security:		
Exclusive First Charge on the asset of the Company procured out of this Term Loan		
b. Term Loan availed from Mahindra and Mahindra Financial Services Limited of ₹ 750.00 Lakhs @ 11.15 % p.a. repayable in 51 equated monthly instalments commencing from February, 2022	417.36	582.06
Primary Security:		
Exclusive First Charge on the asset of the Company procured out of this Term Loan		
c. Term Loan availed from Siemens Financial Services Private Limited of ₹ 2,233.47 Lakhs @ 11.25% p.a. repayable in 84 equated monthly instalments commencing from October, 2022	1,890.16	2,155.87
Primary Security:		
Exclusive First Charge on the asset of the Company procured out of this Term Loan		
d. Working Capital Term Loan availed from Mahindra and Mahindra Financial Services Limited of ₹ 500.00 Lakhs @ 10.75% p.a. repayable in 48 equated monthly instalments commencing from March, 2023	383.73	489.84
Primary Security:		
Exclusive First Charge on the asset of the Company procured out of this Term Loan		
e. Working Capital Term Loan availed from Mahindra and Mahindra Financial Services Limited of ₹ 212.00 Lakhs @ 10.95% p.a. repayable in 61 equated monthly instalments commencing from March, 2023	185.11	53.25
Primary Security:		
Exclusive First Charge on the asset of the Company procured out of this Term Loan		
f. Term Loan availed from Bajaj Finance Limited of ₹ 2,500.00 Lakhs @ 9.45% p.a. repayable in 59 equated monthly instalments commencing from December, 2023	2,433.60	-
Primary Security:		
Exclusive First Charge on the asset of the Company procured out of this Term Loan		
VEHICLE LOANS		
From Banks:		
a. Vehicle Loan availed from HDFC Bank Limited of ₹ 24.00 Lakhs @ 8.72% p.a. repayable in 60 equated monthly instalments commencing from July, 2023 is secured against the specified car	21.02	-
b. Vehicle Loan availed from HDFC Bank Limited of ₹ 16.08 Lakhs @ 8.87% p.a. repayable in 60 equated monthly instalments commencing from June, 2023 is secured against the specified car	13.87	-

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

Nature of Security	(₹ in Lakhs)	
	As at March 31,	
	2024	2023
From Financial Institutions:		
a. Vehicle Loan availed from Kotak Mahindra Prime Limited of ₹ 13.71 Lakhs @ 9.93% p.a. repayable in 59 equated monthly instalments commencing from September, 2019 is secured against the specified car	1.15	4.38
b. Vehicle Loan availed from Kotak Mahindra Prime Limited of ₹ 18.00 Lakhs @ 8.09% p.a. repayable in 36 equated monthly instalments commencing from April, 2022 is secured against the specified car	6.46	12.42
c. Vehicle Loan availed from Kotak Mahindra Prime Limited of ₹ 20.01 Lakhs @ 8.90% p.a. repayable in 60 equated monthly instalments commencing from November, 2023 is secured against the specified car	18.55	-
Total	9,199.80	6,316.88
Add: Loans fully repaid in current year	-	20.88
Total	9,199.80	6,337.76

Assets pledged as security

Particulars	(₹ in Lakhs)	
	As at March 31,	
	2024	2023
Current		
Receivables	17,424.80	14,913.91
Inventories	36,984.71	32,401.21
Total (A)	54,409.51	47,315.12
Non-current		
Land	505.65	505.65
Buildings	12,023.45	6,733.41
Plant and Machinery	9,848.63	7,881.21
Furniture and Fixtures	95.05	78.48
Office Equipments	62.56	58.42
Vehicles	238.13	202.05
Computers	29.18	17.54
Fixed Deposits with Bank	30.77	29.03
Total (B)	22,833.42	15,505.79
Total (A+B)	77,242.93	62,820.91

Details of long-term borrowings guaranteed by some of the directors:

Particulars	(₹ in Lakhs)	
	As at March 31,	
	2024	2023
Term loans from banks		
Principal	3,414.24	2,443.07
Term loans from Financial Institutions		
Principal	5,724.51	3,867.58
Interest	758.92	592.78

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

21. PROVISIONS : NON-CURRENT

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Provision for employee benefits		
Compensated Absences (unfunded)	81.73	79.07
Total	81.73	79.07

22. DEFERRED TAX LIABILITIES (NET)

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Deferred tax Liabilities		
Property, Plant and Equipment	1,372.60	1,112.87
Total Deferred tax Liabilities	1,372.60	1,112.87
Less:		
Deferred tax Assets		
Other temporary difference / unutilized tax assets	40.08	371.41
MAT Credit Entitlement	-	586.31
Total Deferred tax Assets	40.08	957.72
Total	1,332.52	155.15

Components and Reconciliation of Deferred Tax Assets/(Liabilities)

(₹ in Lakhs)

Particulars	As At March 31, 2024	Others	Recognized in Profit or Loss / OCI	As At April 01, 2023
Other temporary difference/unutilized tax assets	40.08	-	(331.32)	371.41
MAT Credit Entitlement utilization	-	(586.31)	-	586.31
Property, plant & Equipments	(1,372.60)	-	(259.73)	(1,112.87)
Total	(1,332.52)	(586.31)	(591.05)	(155.15)

Components and Reconciliation of Deferred Tax Assets/(Liabilities)

(₹ in Lakhs)

Particulars	As At March 31, 2023	Others	Recognised in Profit or Loss / OCI	As At April 01, 2022
Other temporary difference/unutilized tax assets	371.41	-	163.45	207.96
MAT Credit Entitlement utilization	586.31	(1,243.22)	-	1,829.53
Property, plant & Equipments	(1,112.87)	-	(33.23)	(1,079.64)
Total	(155.15)	(1,243.22)	130.22	957.85

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

23. BORROWINGS : CURRENT

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Secured		
Loans Repayable on demand		
From Banks		
Open Cash Credit (Refer Note 23.1 and 23.4)	8,135.25	2,413.94
Packing Credit / Foreign Bills purchased (Refer Note 23.2 and 23.4)	13,907.18	10,911.94
Overdraft Facilities (Refer Note 23.3)	13,996.98	8,073.85
Short Term Working Capital Loan (Refer Note 23.5)	-	5,000.00
From Financial Institutions	1,005.55	993.35
Unsecured		
Deposit - Inter Corporate	51.23	-
Current maturities of Long-term debt (Refer Note 20)	1,279.10	820.51
Total	38,375.29	28,213.59

23.1 Secured by way of hypothecation of inventory and book debts and charge on all the Property, Plant and Equipments excluding the assets financed out of the Term Loan (Refer note 3, 9 and 11).

23.2 Secured by way of hypothecation of inventory and book debts, lodgement of confirmed contracts and irrevocable letters of credit and ECGC Packing Credit Guarantee cover, charge on Property, Plant and Equipments excluding the assets financed out of the Term Loan.

23.3 For Supplies to customers Secured by way of hypothecation of stocks of Finished Goods for customers and its receivables.

23.4 Secured by way of collateral against pledge of Fixed Deposit of ₹ 30.77 Lakhs (As at March 31, 2023, ₹ 29.43 Lakhs) which includes Interest Receivable of ₹ 2.91 Lakhs (As at March 31, 2023, ₹ 1.57 Lakhs) (Refer Note 7).

23.5 Secured by way of collateral against pledge of Property, Plant and Equipments (Refer Note 3).

23.6 Details of short-term borrowings guaranteed by directors:

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Loans Repayable on demand		
From Banks		
Principal	22,042.43	13,325.88
Interest	1,789.18	910.71
From Financial Institutions		
Principal	1,005.55	993.35
Interest	101.77	19.27

23.7 Details of Current maturities of non-current borrowings

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Term Loans (Refer Note 20)		
Secured		
From Banks	113.10	104.95
From Financial Institutions	1,147.82	696.06
Other Loans (Refer Note 20)		
Secured		
From Banks	7.16	-
From Financial Institutions	11.02	19.50
Total	1,279.10	820.51

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

24. TRADE PAYABLES

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Total outstanding dues of micro enterprise and small enterprises	173.03	328.93
Total outstanding dues of creditors other than micro enterprises and small enterprises	8,826.26	11,553.45
Total	8,999.29	11,882.38

Trade Payables ageing as at March 31, 2024

(₹ in Lakhs)

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	
(i) MSME	127.16	45.87	-	-	-	173.03
(ii) Others	3,114.08	5,426.76	72.01	30.09	183.32	8,826.26
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-	-
Total	3,241.24	5,472.63	72.01	30.09	183.32	8,999.29

Trade Payables ageing as at March 31, 2023

(₹ in Lakhs)

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	
(i) MSME	66.69	262.24	-	-	-	328.93
(ii) Others	9,081.51	2,253.78	32.50	6.63	179.03	11,553.45
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-	-
Total	9,148.20	2,516.02	32.50	6.63	179.03	11,882.38

25. OTHER FINANCIAL LIABILITIES : CURRENT

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Security Deposit from related party	18.00	18.00
Interest accrued but not due	77.93	521.62
Payable for acquisition of Property, Plant and Equipment	481.46	198.78
Unclaimed dividends *	10.59	8.55
Derivative Liabilities	-	297.15
Liabilities for expenses	1,075.42	1,081.27
Total	1,663.40	2,125.37

*There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund as at March 31, 2024 (Earmarked Balance)

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

26. OTHER CURRENT LIABILITIES

Particulars	(₹ in Lakhs)	
	As at March 31,	
	2024	2023
Advance from customers	1,889.11	239.24
Statutory liabilities	181.82	113.95
Gratuity Payable (funded) (Refer Note 40)	105.94	53.18
Total	2,176.87	406.37

27. PROVISIONS : CURRENT

Particulars	(₹ in Lakhs)	
	As at March 31,	
	2024	2023
Provision for employee benefits		
Compensated Absences (unfunded)	11.12	10.00
Provision for Bonus (unfunded)	87.94	75.69
Provision for Sales Return		
Opening Balance	56.00	49.71
Add: Provided during the year	1.13	6.29
Closing Balance	57.13	56.00
Total	156.19	141.69

28. CURRENT TAX LIABILITIES

Particulars	(₹ in Lakhs)	
	As at March 31,	
	2024	2023
Provision for taxation (net of advance taxes)	978.09	177.95
Total	978.09	177.95

29. REVENUE FROM OPERATIONS

Particulars	(₹ in Lakhs)	
	Year ended March 31,	
	2024	2023
Sale of products	95,750.40	97,489.65
Other Operating Revenue		
Production Linked Incentives (PLIS)	2,540.00	-
RODTEP Income	328.75	382.43
Processing Charges	73.54	30.54
Claims and Rebates	880.70	-
Sale of Scrap / Wastages	157.94	214.67
Total	99,731.33	98,117.29

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

Revenue from contracts with customers

I. Revenue from contracts with customers disaggregated based on geography

(₹ in Lakhs)

Particulars	Year ended March 31,	
	2024	2023
Domestic	65,204.79	59,897.33
Export	34,526.54	38,219.96
Total	99,731.33	98,117.29

II. Reconciliation of gross revenue with the revenue from contracts with customers

(₹ in Lakhs)

Particulars	Year ended March 31,	
	2024	2023
Gross Revenue	99,731.33	98,117.29
Less : Discounts and incentives	-	-
Net Revenue recognized from Contracts with Customers	99,731.33	98,117.29

III. Revenue recognized from Contract liability (Advances from Customers)

(₹ in Lakhs)

Particulars	Year ended March 31,	
	2024	2023
Closing Contract liability	1,889.11	239.24

30. OTHER INCOME

(₹ in Lakhs)

Particulars	Year ended March 31,	
	2024	2023
Interest Income earned on financial assets (measured at Amortized Cost)		
Interest on employee loan	1.79	3.08
Interest on Fixed and Other Deposits	223.91	127.77
Income earned on financial assets (measured at Fair Value through Other Comprehensive Income)		
Dividend Income	0.21	0.10
Other Non-Operating Income		
Insurance Claims	31.74	10.61
Share of Profit from investment in Partnership firm	10.76	37.73
Rent Received	72.12	41.26
Balances / Provisions written back (Net)	1.68	1.23
Miscellaneous Income	21.94	63.06
Other Gains		
Net Gain on foreign exchange fluctuation	353.68	-
Net Gain on fair valuation of Mutual Fund	54.39	1.88
Net Gain on disposal of Investments	1.45	0.42
Net Gain on disposal of Property Plant and Equipments	0.43	0.18
Total	774.10	287.32

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

31. CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS

(₹ in Lakhs)

Particulars	Year ended March 31,	
	2024	2023
Work-in-progress		
Closing Stock	1,503.79	1,321.98
Less: Opening Stock	1,321.98	846.28
	(181.81)	(475.70)
Finished Goods		
Closing Stock	28,195.16	23,780.36
Less: Opening Stock	23,780.36	15,220.08
	(4,414.80)	(8,560.28)
Total	(4,596.61)	(9,035.98)

32. EMPLOYEE BENEFITS EXPENSE

(₹ in Lakhs)

Particulars	Year ended March 31,	
	2024	2023
Salaries, Wages and Bonus	3,137.65	2,640.90
Compensated Absences	58.03	412.73
Contribution to Provident and Other Funds	219.28	195.96
Gratuity	36.87	52.16
Share Based Payments to Employees (Refer Note 49)	265.98	377.98
Staff Welfare Expenses	251.62	179.26
Total	3,969.43	3,858.99

33. FINANCE COSTS

(₹ in Lakhs)

Particulars	Year ended March 31,	
	2024	2023
Interest and finance charges on financial liabilities		
On Cash Credit Facilities /Buyers Credit	3,185.84	1,760.17
On Borrowings	441.88	199.94
On Others	816.05	654.36
Other Borrowing Costs		
Guarantee Commission	56.11	-
Interest on Lease Liability	25.98	55.69
Brokerage on Fund Arrangements	21.83	57.27
Total	4,547.69	2,727.43

34. DEPRECIATION AND AMORTIZATION EXPENSE

(₹ in Lakhs)

Particulars	Year ended March 31,	
	2024	2023
Depreciation of Property, Plant and Equipment	1,277.99	1,030.02
Depreciation on Right of Use Assets	337.30	351.11
Amortization of Intangible Assets	14.10	13.19
Total	1,629.39	1,394.32

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

35. OTHER EXPENSES

Particulars	Year ended March 31,	
	2024	2023
Fruit Ripening Charges (Refer Note 35.1)	4,063.60	3,492.98
Water Charges	140.25	74.67
Testing Fees	30.95	22.07
Consumption of stores and spare parts	942.18	891.16
Power and Fuel	1,269.29	1,056.18
Rent	137.99	126.42
Repair and Maintenance		
Repairs to Buildings	106.19	116.32
Repairs to Machinery	383.26	298.88
Repairs Others	143.43	113.08
Insurance	150.52	128.02
Rates and Taxes	183.88	209.87
Freight and Forwarding (Net)	3,640.26	4,772.12
Warehousing Charges	330.02	350.58
Bank Charges	279.30	233.73
Legal and Professional Charges / Fees	618.97	1,078.22
Other Gains and Losses :		
Net loss on foreign exchange fluctuation	-	635.46
Remuneration to Auditors (Refer Note 47)	12.11	14.53
Advertisement and Sales Promotion	479.77	639.36
Membership and Subscription	53.00	48.31
Travelling and Motor Car Expenses	413.88	283.40
Loss on disposal of Property, Plant and Equipments	-	22.65
Security Charges	128.64	92.51
Interest on delayed payment under MSMED Act and Others	14.50	19.93
Balances Written off (Net)	746.32	94.03
(Reversal of Provision)/ Provision for Impairment of Financial Assets	(302.32)	532.98
Loss on Sale of License	22.50	24.17
Corporate Social Responsibility (CSR) Expenditure (Refer Note 46)	60.07	7.30
Miscellaneous Expenses	463.30	404.86
Total	14,511.86	15,783.79

35.1 Expenses incurred on Fruit Ripening Charges during the year are included in the Statement of Profit and Loss as under:

Particulars	Year ended March 31,	
	2024	2023
Hiring Charges	190.95	145.68
Miscellaneous Expenses	65.89	51.10
Fruit Ripening Shed and Other Contractual Charges	2,614.60	2,283.58
Processing Charges	1,119.75	970.05
Travelling Expenses	70.56	40.89
Rent	1.85	1.68
Total	4,063.60	3,492.98

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

36. EXCEPTIONAL ITEMS

Particulars	(₹ in Lakhs)	
	Year ended March 31,	
	2024	2023
Profit on Sale of TDR	-	594.69
Expenses on sale of TDR	-	(62.37)
Total	-	532.32

37. DISCLOSURE PURSUANT TO IND AS 12 ON "INCOME TAXES"

A. Components of Tax Expenses/(Income)

Particulars	(₹ in Lakhs)	
	As at March 31,	
	2024	2023
Current Tax	2,155.00	1,825.00
Deferred Tax (Net)	591.05	(130.22)
Income Tax Expense reported in the statement of Profit or Loss	2,746.05	1,694.78

B. A Reconciliation between the statutory Income Tax rate applicable to the Company and the effective Income tax rate is as Follows.

Particulars	(₹ in Lakhs)	
	As at March 31,	
	2024	2023
Profit Before Tax	6,421.18	6,426.45
Corporate Tax rate as per Income Tax Act, 1961	34.94%	29.12%
Tax on Accounting Profit	2,243.56	1,871.38
Add:		
Expenses disallowed	1,019.50	785.30
Incremental Deferred Tax assets or liabilities on account of other temporary differences	591.05	(130.22)
Income Exempt from Tax	(3.76)	(166.00)
Expenses allowed	(1,104.31)	(665.68)
Tax expenses recognized during the year	2,746.05	1,694.78

38. EARNINGS PER SHARE (EPS)

Particulars	As at March 31,	
	2024	2023
	Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹ in Lakhs)	3,670.50
Weighted Average number of Equity Shares used as denominator for calculating Basic EPS	5,38,30,588	5,09,38,260
Add: Weighted Average Potential Equity Shares	57,70,727	52,37,965
Total Weighted Average number of Equity Shares used as denominator for calculating Diluted EPS	5,96,01,315	5,61,76,225

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

Particulars	As at March 31,	
	2024	2023
Face Value per Equity Share (₹)	1	1
Basic Earnings per Share (₹)	6.82	9.27
Diluted Earnings per Share (₹)	6.16	8.41

On February 3, 2022, pursuant to approval by the shareholders in the AGM, the Board has been authorized to introduce, offer, issue and provide share-based incentives to eligible employees of the Company "Foods & Inns Limited - Employee Stock Option Plan 2021" ("ESOP 2021"/ "Plan") for grants of 14,66,760 Options equivalent to same number of equity shares of the Company. The vested ESOPs shall be excisable not earlier than a minimum period of 1 (one) year and not later than a maximum period of 4 (four) years from the date of the grant. As of the date of this report, employees have exercised a total of 263,653 options. The balance of the unexercised options to be converted into equity are potentially dilutive in nature and have been considered in the diluted earnings per share computation above.

Pursuant to the approval by the Board of Directors at its meeting held on November 14, 2022 and approval by the members of the Company at their Extra-Ordinary General Meeting held on December 09, 2022 ('EGM'), the Company has allotted 2,21,61,749 warrants, each convertible into one equity share, on preferential basis at an issue price of ₹ 95/- each, upon receipt of 30% of the issue price (i.e. ₹ 28.50 per warrant) as warrant subscription money. Balance 70% of the issue price (i.e. ₹ 66.50 per warrant) is payable within 18 months from the allotment date, at the time of exercising the option to apply for fully paid-up equity share of ₹ 1/- each (Face Value) of the Company, against each warrant held by the warrant holder. The Company, till date, has allotted 61,61,740.00 fully paid up equity shares against conversion of equal no. of warrants by the concerned warrant holder(s). The balance of the warrants unexercised to be converted into equity are potentially dilutive in nature and have been considered in the diluted earnings per share computation above.

39. DISCLOSURE AS PER IND AS 116 ON "LEASES":

As Lessee :

Operating Lease

The Company's significant leasing arrangements in terms of Ind AS 116 on lease are in respect of Leases for Plant & Machinery Vehicles and office premises.

- a) The following are the changes in the carrying value of lease liability during the year.

Particulars	Year ended March 31,	
	2024	2023
Opening Balance	511.55	850.58
Finance cost accrued during the year	25.98	55.69
Movement during the year	-	-
Payment of lease liabilities	378.09	394.72
Closing Balance	159.44	511.55
Current portion of Lease liability	88.42	352.11
Non-Current portion of Lease liability	71.02	159.44
Total	159.44	511.55

- b) Rental expense recorded for short-term leases was ₹ 470.03 Lakhs for the year ended March 31, 2024 (₹ 380.18 Lakhs for the year ended March 31, 2023).
- c) The maturity analysis of lease liabilities are disclosed in Note 42 D. The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

**NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)**

- d) The period of these leasing arrangements, range between three to five years and some of them are renewable by mutual consent.
- e) Future lease payments which will start from April 1, 2024 is ₹ 330.00 Lakhs (₹ Nil from April 1, 2023)

As Lessor

Operating Lease

Rental income recognized on assets given on operating lease is for the year ended March 31, 2024 was ₹ 72.12 Lakhs and (₹ 41.26 Lakhs for the year ended March 31, 2023).

40. EMPLOYEE BENEFITS

The Company has classified various employee benefits as under:

A. Defined Contribution Plans

The Company contributes to following funds which are considered as defined contribution plans:

Provident Fund

Superannuation Fund

State Defined Contribution Plans

Employers' Contribution to Employees' State Insurance

Employers' Contribution to Employees' Pension Scheme 1995

The Provident Fund and the State Defined Contribution Plans are operated by the Regional Provident Fund Commissioner and the Superannuation Fund is administered by the LIC of India as applicable for all eligible employees. Under the schemes, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit schemes to fund the benefits. These funds are recognized by the Income Tax Authorities.

B. Defined Benefit Plans

Gratuity

Compensated Absences

Valuations in respect of above have been carried out by independent actuary, as at the balance sheet date, based on the following assumptions:

Particulars	Valuation as at	
	March 31, 2024	March 31, 2023
i. Discount Rate (per annum)	7.21%	7.49%
ii. Rate of increase in Compensation levels (per annum)	5.00%	5.00%
iii. Expected Rate of Return on Assets (per annum)	7.21%	7.49%
iv. Attrition Rate (per annum)	2.00%	2.00%
v. Retirement Age	60 years	60 years

vi. The expected rate of return on plan assets is determined after considering several applicable factors such as the composition of the plan assets, investment strategy, market scenario, etc. In order to protect the capital and optimise returns within acceptable risk parameters, the plan assets are well diversified.

vii. The discount rate is based on the prevailing market yields of Government of India securities as at the balance sheet date for the estimated term of the obligations.

viii. The estimate of future salary increases considered, takes into account the inflation, seniority, promotion, increments and other relevant factors.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

Note on other risks:

Investment risk – The funds are invested by SBI Life Insurance Company Limited and they provide returns basis the prevalent bond yields, SBI Life Insurance Company Limited on an annual basis requests for contributions to the fund, while the contribution requested may not be on the same interest rate as the bond yields provided, basis the past experience it is low risk.

Interest Risk – SBI Life Insurance Company Limited does not provide market value of assets, rather maintains a running statement with interest rates declared annually – The fall in interest rate is not therefore offset by increase in value of Bonds, hence may pose a risk.

Longevity Risk – Since the gratuity payment happens at the retirement age of 60, longevity impact is very low at this age, hence this is a non-risk.

Salary risk – The liability is calculated taking into account the salary increases, basis past experience of the Company's actual salary increases with the assumptions used, they are in line, hence this risk is low risk.

(₹ in Lakhs)

Particulars	Year ended March 31,	
	2024	2023
	Gratuity Funded	Gratuity Funded
i. Changes in Present value of Obligation		
Present value of defined benefit obligation at the beginning of the year	494.93	446.39
Current Service Cost	32.88	32.77
Interest Cost	37.07	32.45
Actuarial (Gains)/Loss		
Actuarial (gains)/ losses arising from changes in demographic assumption	-	-
Actuarial (gains)/ losses arising from changes in financial assumption	12.42	(9.26)
Actuarial (gains)/ losses arising from changes in experience adjustment	(2.64)	36.01
Benefits Paid	(33.28)	(43.43)
Present value of defined benefit obligation at the end of the year	541.38	494.93
ii. Changes in Fair value of Plan Assets		
Fair value of plan assets at the beginning of the year	441.75	191.78
Interest Income	33.09	13.94
Employer's Contributions	-	280.00
Benefits Paid	(33.28)	(43.43)
Return on plan assets, excluding interest income	(6.12)	(0.54)
Fair value of plan assets at the end of the year	435.44	441.75
iii. Net Benefit Asset /(Liability)		
Defined benefit obligation	(541.38)	(494.92)
Fair value of plan assets	435.44	441.75
Funded Status (Surplus/ (Deficit))	(105.94)	(53.18)
Net Benefit Asset /(Liability)	(105.94)	(53.18)
The net liability disclosed above relates to funded plans are as follows:		
Projected benefit obligation at end of the year	541.38	494.93
Fair Value of plan assets at the end of the year	435.44	441.75
iv. Net Interest Cost for Current Period		
Present Value of Benefit Obligation at the Beginning of the Period	494.93	446.39

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(₹ in Lakhs)

Particulars	Year ended March 31,	
	2024	2023
	Gratuity Funded	Gratuity Funded
(Fair Value of Plan Assets at the Beginning of the Period)	(441.75)	(191.78)
Net Liability/(Asset) at the Beginning	53.18	254.61
Interest Cost	37.07	32.45
(Interest Income)	(33.09)	(13.94)
Net Interest Cost for Current Period	3.98	18.51
v. Expenses recognized in the Statement of Profit and Loss		
Current Service Cost	32.88	32.77
Interest cost on benefit obligation (net)	3.98	18.51
Past Service cost	-	0.89
Total Expenses recognized in the Statement of Profit and Loss	36.87	52.16
vi. Remeasurement Effects Recognized in Other Comprehensive Income for the year		
Actuarial (gains)/ losses arising from changes in financial assumption	9.78	26.75
Return on plan asset	6.12	0.54
Recognized in Other Comprehensive Income	15.90	27.30
vii. Cash flow Projection: From the Fund		
Within the next 12 months (next annual reporting period)	34.47	17.11
2 nd following year	20.38	28.05
3 rd following year	61.05	30.35
4 th following year	33.40	56.72
5 th following year	83.80	29.01
Sum of Years 6 To 10	212.95	273.11
Sum of Years 11 and above	726.22	660.78
viii. Sensitivity Analysis		
Projected Benefit Obligation on Current Assumptions	541.38	494.93
Delta Effect of +1% Change in Rate of Discounting	(42.11)	(38.65)
Delta Effect of -1% Change in Rate of Discounting	48.84	44.54
Delta Effect of +1% Change in Rate of Salary Increase	45.24	40.49
Delta Effect of -1% Change in Rate of Salary Increase	(40.43)	(35.61)
Delta Effect of +1% Change in Rate of Employee Turnover	8.78	9.82
Delta Effect of -1% Change in Rate of Employee Turnover	(9.92)	(11.02)
ix. The major categories of plan assets as a percentage of total		
Insurer managed funds		

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

Changes in Fair value of Plan Assets

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
	Gratuity Funded	Gratuity Funded
Fair value of plan assets at the beginning of the year	441.75	191.78
Interest Income	33.09	13.94
Employer's Contributions	-	280.00
Benefits Paid	(33.28)	(43.43)
Return on plan assets, excluding interest income	(6.12)	(0.54)
Fair value of plan assets at the end of the year	435.44	441.75

Note on Sensitivity Analysis

The Sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The Sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is same method as applied in calculating the projected benefit obligation as recognized in the balance sheet.

The method used to calculate the liability in these scenarios is by keeping all the other parameters and the data same as in the base liability calculation except for the parameters to be stressed.

There was no change in the method and assumptions used in preparing the sensitivity analysis from prior years.

41. CONTINGENT LIABILITIES, FINANCIAL GUARANTEES AND COMMITMENTS

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
A. Contingent Liabilities not provided for		
Claims against the Company not acknowledged as debt		
i. Income-tax matters under appeal	171.69	171.69
ii. Service Tax matters under appeal	2.43	2.43
iii. Additional Statutory Bonus for Financial Year 2014-2015	22.54	22.54
Total	196.66	196.66
B. Financial Corporate Guarantee		
During the Company has given Corporate Guarantee to Mahindra & Mahindra Financial Services Limited towards credit facility extended by them to FNI Spices Private Limited (formerly known as Kusum Spices) (Subsidiary).	328.29	300.70
C. Capital and other commitments		
i. Estimated amount of contracts remaining to be executed on capital account and not provided for	2,423.87	1,074.57
ii. Others	7,966.85	-

*Export obligations against the advance licence of ₹ 34.18 Lakhs (Year Ended March 31,2023 - ₹ 215.03 Lakhs) have already been fulfilled by the Company. However, procedural formalities for the closure of the Advance Licences are pending.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

42. CAPITAL MANAGEMENT AND FINANCIAL RISK MANAGEMENT POLICY

A. Capital Management

For the purpose of the Company's Capital Management, Capital includes issued Equity Capital and all Other Reserves attributable to the Equity shareholders of the Company. The Primary objective of the Company's Capital Management is to maximise the shareholders' value. The Company's Capital Management objectives are to maintain equity including all reserves to protect economic viability and to finance any growth opportunities that may be available in future so as to maximise shareholder's value.

The Company's capital requirement is mainly to fund its business expansion and repayment of borrowings. The principal source of funding of the Company has been, and is expected to continue to be, cash generated from its operations supplemented by funding from bank borrowings and the capital markets.

The Company has adhered to material externally imposed conditions relating to capital requirements and there has not been any delay or default during the period covered under these financial statements with respect to payment of principal and interest. No lender has raised any matter that may lead to breach of covenants stipulated in the underlying documents.

The Company is monitoring Capital using debt equity ratio as its base, which is debt to equity. The Company monitors capital using debt-equity ratio, which is total debt divided by total equity.

Net debt (total borrowing) divided by "Total equity" (as shown in the balance sheet).

Particulars	As at March 31,	
	2024	2023
Total Debt (₹ in Lakhs)	46,295.99	33,730.84
Total Equity (₹ in Lakhs)	40,008.16	31,373.05
Debt Equity Ratio	1.16	1.08

B. Financial Risk Management and Policies

Risk is events, situation or circumstances which may lead to negative consequences on the Company's business. Risk management is a structure approach to manage uncertainty. The Company's financial risk management is an integral part of how to plan and execute its business strategies. The risk management policy is approved by the Company's Board. The Company's principal financial liabilities comprise of loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations in select instances. The Company's principal financial assets include trade and other receivables, and cash and cash equivalents that derive directly from its operations and investments. The Company is exposed to market risk, credit risk, liquidity risk etc. The objective of the Company's financing policy are to secure solvency, limit financial risks and optimise the cost of capital. The Company's capital structure is managed using equity and debt ratios as part of the Company's financial planning.

a. Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices.

Market risk comprises three types of risk : interest rate risk, currency risk and other price risk, such as equity price risk. Financial instruments affected by market risk include loans and borrowings, deposits, investments and derivative financial instruments. The Company has designed risk management frame work to control various risks effectively to achieve the business objectives. This includes identification of risk, its assessment, control and monitoring at timely intervals.

The above mentioned risks may affect the Company's income and expenses, or the value of its financial instruments.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

The Company's exposure to and management of these risks are explained below:

i. Foreign Currency Risk:

The Company is subject to the risk that changes in foreign currency values impact the Company's export, import and other payables.

The Company is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to US Dollar (USD), Euro (EUR), Great Britain Pound (GBP) and Canadian Dollar (CAD).

The Company manages currency exposures within prescribed limits, through use of derivative instruments such as Options, futures and Forward contracts etc. Foreign currency transactions are covered with strict limits placed on the amount of uncovered exposure, if any, at any point in time.

The carrying amount of the Company's foreign currency denominated monetary assets and liabilities as at the end of the reporting period is as follows :

Particulars	As at March 31,			
	2024		2023	
	Amount in Foreign currency (in Lakhs)	Amount (₹ in Lakhs)	Amount in Foreign currency (in Lakhs)	Amount (₹ in Lakhs)
Payable USD	2.93	244.97	11.68	964.20
Receivable USD	81.39	6,757.77	90.47	7,407.13
Payable EUR	0.83	75.71	0.79	71.62
Receivable EUR	0.16	14.23	0.59	52.18
Payable GBP	0.08	8.88	-	-
Receivable GBP	6.60	689.72	2.60	262.71
Receivable AED	0.56	12.75	-	-
Receivable CAD	1.40	85.01	-	-

Particulars of un-hedged foreign currency asset / liability as at the end of the reporting period is as follows :

Particulars	As at March 31,			
	2024		2023	
	Amount in Foreign currency (in Lakhs)	Amount (₹ in Lakhs)	Amount in Foreign currency (in Lakhs)	Amount (₹ in Lakhs)
Payable USD	2.93	244.97	11.68	964.20
Payable EUR	0.83	75.71	0.79	71.62
Receivable EUR	0.16	14.23	0.59	52.18
Payable GBP	0.08	8.88	-	-
Receivable GBP	6.60	689.72	2.60	262.71
Receivable AED	0.56	12.75	-	-
Receivable CAD	1.40	85.01	-	-

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

Foreign currency sensitivity:

The following table demonstrates the sensitivity to a 5% increase/decrease in foreign currencies exchange rates, with all other variables held constant.

5% increase or decrease in foreign exchange rate will have the following impact on before profit before tax and impact on equity.

(₹ in Lakhs)

Particulars	As at March 31,			
	2024		2023	
	5% increase	5% decrease	5% increase	5% decrease
Impact on Profit and Loss				
USD	(12.25)	12.25	(48.21)	48.21
EURO	(3.07)	3.07	(0.97)	0.97
GBP	34.04	(34.04)	13.14	(13.14)
AED	0.64	(0.64)	-	-
CAD	4.25	(4.25)	-	-
Total	23.62	(23.62)	(36.04)	36.04

ii. Forward foreign currency contracts

It is the policy of the Company to enter into forward foreign currency contracts to cover foreign currency payments in USD and Euro. The Company enters in to contracts with terms up to 360 days. The Company's philosophy does not permit any speculative calls on the currency. It is driven by conservatism which guides that we follow conventional wisdom by use of Forward contracts in respect of Trade transactions.

Regulatory Requirements: The Company will alter its hedge strategy in relation to the prevailing regulatory framework and guidelines that may be issued by RBI, FEDAI or ISDA or other regulatory bodies from time to time. Forward cover is obtained from bank for each of the aggregated exposures and the Trade deal is booked. The forward cover deals are all backed by actual trade underlines and settlement of these contracts on maturity are by actual delivery of the hedged currency for settling the underline hedged trade transaction.

The following table details the forward foreign currency (FC) contracts outstanding at the end of the reporting period.

Outstanding contracts	Foreign currency (in Lakhs)		Fair Value Assets/(Liabilities) (₹ in Lakhs)	
	As at March 31,		As at March 31,	
	2024	2023	2024	2023
USD - Sell	\$376.06	\$310.44	31,653.24	25,849.93

iii. Interest Rate

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. During the year the Company is less exposed to interest rate risk because the Company has borrowed funds substantially at Fixed interest rates. The interest rate risk is managed by the Company by the use of interest rate swap wherever relevant and by monitoring monthly cash flow which is reviewed by management to prevent loss of interest.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

The exposure of the Company's borrowings to interest rate changes at the end of the reporting period are as follows:

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Fixed rate borrowings	4,443.77	2,614.47

Interest rate sensitivity analysis

The sensitivity analysis below have been determined based on the exposure to interest rates on the borrowings at the end of the reporting period. For floating rate borrowings, the analysis is prepared assuming the amount of borrowing outstanding at the end of the reporting period was outstanding for whole of the year. A 100 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel.

(₹ in Lakhs)

Particulars	Impact on Profit : Increase/(Decrease)		Impact on equity Increase/(Decrease)	
	As at March 31,		As at March 31,	
	2024	2023	2024	2023
Interest rates - increase by 100 basis points *	-	-	-	-
Interest rates - decrease by 100 basis points *	-	-	-	-

* assuming all other variables as constant

The sensitivity disclosed in the above table is attributable to variable interest rate borrowings and the interest swaps. The above sensitivity analysis is based on a reasonably possible change in the under-lying interest rate of the Company's borrowings in ₹, USD (being the significant currencies in which it has borrowed funds), while assuming all other variables (in particular foreign currency rates) to be constant.

The sensitivity disclosed in the above table is attributable to variable interest rate borrowings . The above sensitivity analysis is based on a reasonably possible change in the under-lying interest rate of the Company's borrowings in ₹ & USD (being the significant currencies last year in which it has borrowed funds), while assuming all other variables (in particular foreign currency rates) to be constant.

iv. Price risk

The Company is exposed to price risk due to its Investment in equity instruments and mutual funds. The fair value of a financial instrument will fluctuate due to changes in market traded price. As at March 31, 2024, the carrying value of such equity instruments recognized at FVTOCI amounts to ₹ 26.01 Lakhs (As at March 31, 2023 ₹15.80 Lakhs) and carrying value of such mutual funds recognised at FVTPL amounts to ₹ 821.14 Lakhs (As at March 31, 2023 ₹ 762.87 Lakhs).

Price risk sensitivity:

10% increase or decrease in prices will have the following impact on profit/(loss) before tax and on other components of equity.

(₹ in Lakhs)

Particulars	Impact on Profit : Increase/(Decrease)		Impact on equity Increase/(Decrease)	
	As at March 31,		As at March 31,	
	2024	2023	2024	2023
Price - increase by 10.00%*	84.72	77.87	84.72	77.87
Price - decrease by 10.00% *	(84.72)	(77.87)	(84.72)	(77.87)

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

C. Credit Risk

Credit risk refers to risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company by failing to discharge its contractual obligations as agreed. The Company's exposure to credit risk arises primarily from financial assets such as trade receivables, derivative financial instruments, other balances with banks, loans and other receivables. The outstanding trade receivables are regularly monitored and appropriate action is taken for collection of overdue receivables. Credit risk arising from derivative financial instruments and other balances with banks is limited and there is no collateral held against these because the counterparties are banks and recognized financial institutions with high credit ratings assigned by the international credit rating agencies. The companies exposure are continuously monitored.

In addition, the Company is exposes to credit risk in relation to financial guarantees given to banks for the facilities availed by subsidiary. The Company's maximum exposures in this respect is the maximum amount the Company would have to pay if the guarantee is called upon.

The Company uses a provision matrix to determine impairment loss on portfolio of its Trade Receivables. The provision matrix is based on its historically observed default rates over the expected life of the Trade Receivable and is adjusted for forward-looking estimates. At every reporting date, the historically observed default rates are updated and changes in forward-looking estimates are analysed. The Company follows a simplified approach (i.e. based on life time ECL) for recognition of impairment loss allowances on trade receivables. For the purpose of measuring the life time ECL allowance for trade receivables, the Company uses a provision matrix which comprises a customer spread across the geographical areas and the same are grouped into homogenous group and assessed for impairment collectively. The outstanding trade receivables are regularly monitored and appropriate action is taken for collection of overdue receivables.

Table showing Movement in Expected Credit Loss Allowance

(₹ in Lakhs)

Movement in the credit loss allowance	As at March 31,	
	2024	2023
Balance at the beginning of the year	463.88	298.74
Net Movement in expected credit loss allowance on trade receivables calculated at lifetime expected credit loss	(147.84)	165.14
Balance at the end of the year	316.04	463.88

The following table provides the information about exposure to credit risk and Expected Credit loss for Trade Receivables As at March 31, 2024

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	0 to 90 Days	91 to 180 Days	181 to 270 Days	271 to 365 Days	More than 1 year	
Gross Carrying Amount	15,189.01	1,271.42	682.51	332.39	265.51	17,740.84
Expected Credit Rate	0.00%	0.00%	0.00%	15.20%	100.00%	1.78%
Expected Credit Loss	-	-	-	(50.53)	(265.51)	(316.04)
Carrying amount of Trade Receivable (Net)	15,189.01	1,271.42	682.51	281.86	-	17,424.80

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

Trade Receivable ageing as at March 31, 2023

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	0 to 90 Days	91 to 180 Days	181 to 270 Days	271 to 365 Days	More than 1 year	
Gross Carrying Amount	13,758.86	992.99	54.77	26.79	544.38	15,377.79
Expected Credit Rate	0.00%	0.00%	0.00%	0.00%	85.21%	3.02%
Expected Credit Loss	-	-	-	-	(463.88)	(463.88)
Carrying amount of Trade Receivable (Net)	13,758.86	992.99	54.77	26.79	80.50	14,913.91

D. Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value. The Company maintains a cautious liquidity strategy, with a positive cash balance throughout the year. Management monitors the Company's liquidity position through rolling forecasts on the basis of expected cash flows. Cash flow from operating activities provides the funds to service and finance the financial liabilities. The Company's approach for managing liquidity is to ensure that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to Company's reputation. In addition, processes and policies related to such risks are overseen by the senior management. The management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

The table below provides details regarding the remaining contractual maturities of Company's financial liabilities at the reporting date based on contractual undiscounted payments.:

(₹ in Lakhs)

Particulars	Less than 1 Year/ On Demand	1 to 5 years	More than 5 years	Total
As at March 31, 2024				
Non-derivative financial liabilities				
Borrowings	38,375.29	7,920.70	-	46,295.99
Trade Payables	8,999.29	-	-	8,999.29
Lease Liability	88.42	71.02	-	159.44
Other Financial Liabilities	1,663.40	-	-	1,663.40
	49,126.40	7,991.72	-	57,118.12
As at March 31, 2023				
Non-derivative financial liabilities				
Borrowings	28,213.59	4,881.69	635.56	33,730.84
Trade Payables	11,882.38	-	-	11,882.38
Lease Liability	352.11	159.44	-	511.55
Other Financial Liabilities	1,828.22	-	-	1,828.22
	42,276.30	5,041.13	635.56	47,952.99

Financing arrangement

The Company has sufficient sanctioned line of credit from its bankers / financiers; commensurate to its business requirements. The Company reviews its line of credit available with bankers and lenders from time to time to ensure that at all point of time there is sufficient availability of line of credit.

The Company pays special attention to the net operating working capital invested in the business. In this regard, as in previous years, considerable work has been performed to control and reduce collection periods for trade and other receivables, as well as to optimise accounts payable with the support of banking arrangements to mobilise funds.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

43. FINANCIAL INSTRUMENTS

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

Valuation

- i. The fair values of investment in government securities and quoted investment in equity shares is based on the current bid price of respective investment as at the Balance Sheet date.
- ii. The fair value of Foreign Currency Forward contracts is determined using forward exchange rates at the balance sheet date.
- iii. The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.
- iv. The fair values for long term loans, long term security deposits given and remaining non current financial assets were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs.
- v. The fair values of long term security deposits taken and non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs.

Fair Value measurement hierarchy

The fair value of financial instruments as referred below have been classified into three categories depending on the inputs used in the valuation technique.

The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

The categories used are as follows:

Level 1: Unadjusted quoted prices for identical instruments in an active market;

Level 2: Directly or indirectly observable market inputs, other than Level 1 inputs; and

Level 3: Inputs which are not based on observable market data.

The carrying amounts and fair values of financial instruments by class are as follows:

(₹ in Lakhs)

Particulars	As at March 31,			
	2024		2023	
	Carrying Amounts	Fair Value	Carrying Amounts	Fair Value
Financial Assets				
Measured at Fair Value Through Profit and Loss				
Derivatives				
Foreign currency forward contracts	219.09	219.09	-	-
Investments in Mutal Fund	821.14	821.14	762.87	762.87
	1,040.23	1,040.23	762.87	762.87

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(₹ in Lakhs)

Particulars	As at March 31,			
	2024		2023	
	Carrying Amounts	Fair Value	Carrying Amounts	Fair Value
Measured at Cost				
Investment in Subsidiaries, Joint venture and Associates	672.36	672.36	377.49	377.49
Investment in Partnership firm	-	-	778.17	778.17
	672.36	672.36	1,155.66	1,155.66
Measured at Amortized Cost				
Loans	3,269.45	3,269.45	725.87	725.87
Security Deposit	776.69	776.69	637.04	637.04
Fixed Deposits	199.71	199.71	273.21	273.21
Interest Receivable on Fixed Deposits/ICD	438.54	438.54	413.94	413.94
Trade Receivable	17,424.80	17,424.80	14,913.91	14,913.91
Cash and Bank Balance	3,789.53	3,789.53	1,698.28	1,698.28
Advances	5.30	5.30	10.98	10.98
	25,904.02	25,904.02	18,673.23	18,673.23
Measured at FVTOCI				
Investment in equity instruments	26.01	26.01	15.80	15.80
	26.01	26.01	15.80	15.80
Total Financial Assets	27,642.62	27,642.62	20,607.56	20,607.56
Financial Liabilities				
Measured at Amortized Cost				
Borrowings	46,295.99	46,295.99	33,730.84	33,730.84
Lease Liability	159.44	159.44	511.55	511.55
Trade Payables	8,999.29	8,999.29	11,882.38	11,882.38
Other Financial Liabilities	1,663.40	1,663.40	1,828.22	1,828.22
Derivative financial liabilities				
Foreign currency forward contracts	-	-	297.15	297.15
Total Financial Liabilities	57,118.12	57,118.12	48,250.14	48,250.14

Level wise disclosure of financial instruments

(₹ in Lakhs)

Particulars	As at March 31,		Level	Valuation techniques and key inputs
	2024	2023		
Foreign currency forward contracts - Assets	219.09	-	2	Quotes from banks or dealers
Foreign currency forward contracts - Liabilities	-	297.15	2	Quotes from banks or dealers

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

44. RELATED PARTY DISCLOSURES

Related Party Disclosures as required by Ind AS 24 on "Related Party Disclosures" are given below:

Name of Related Parties and related party relationship where control exits with whom transactions have taken place during the year.

I) Subsidiary

(₹ in Lakhs)

Name Of Company	Principal Place of Business	Proportionate ownership interest	
		As at March 31,	
		2024	2023
Kusum Spices (Upto March 21, 2024)	India	0.00%	99.99%
FNI Spices Pvt.Ltd.(Formerly known as Kusum Spices; w.e.f. March 22, 2024 converted from Partnership firm to Private Limited Company)	India	99.99%	0.00%
Udhyaan Agroproduct and Trading Private Limited (w.e.f. July 27, 2023)	India	100.00%	0.00%

II) Other Related Parties

(₹ in Lakhs)

a Name Of Company	Principal Place of Business	Proportionate ownership interest	
		As at March 31,	
		2024	2023
Greentop Fresh and Frozen Foods Private Limited (Formerly Triglobal Foods Private Limited.) - (Associate)	India	49%	49%
Beyond Mango Private Limited - (Joint Venture)	India	50%	50%

b Companies in which Directors and / or their relatives have significant influence

Muller & Phipps (India) Limited
Western Press Private Limited
MPIL Corporation Limited
Kusum Masala Products

c Key Managerial Personnel (KMP) and their relatives

i. Key Managerial Personnel (KMP)

Mr. Moloy Saha - Chief Executive Officer

ii. Executive Directors

Non-Independent Directors
Mr. Milan Dalal

iii. Non-executive Directors

Non-Independent Directors
Mr. Bhupendra Dalal - Chairman
Mr. Raymond Simkins
Mrs. Pallavi Dhupelia (Upto June 13, 2023)

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

iv. Independent Directors

Mr. Vinod Kumar Beswal (Upto September 11, 2023)

Mrs. Kamlini Maniar (Upto September 11, 2023)

Mr. Hormazdiyaar Vakil

Mr. Maneck Davar

Mr. A. V. Seshadrinathan (w.e.f. August 7, 2023)

Mrs. Karishma Bhalla (w.e.f. August 7, 2023)

Mr. Sanjay Naik (w.e.f. November 9, 2023)

v. Relatives of Directors

Mr. Ameya Dhupelia - Son of Non Executive Director (Upto June 13, 2023)

Transaction with Related Parties

(₹ in Lakhs)

Particulars	Year ended March 31,	
	2024	2023
Compensation to key management personnel		
Salary and benefits		
Mr. Moloy Saha - Chief Executive Officer	102.49	141.06
Mr. Milan Dalal - Managing Director	120.00	120.00
Payments to Directors		
Sitting fees	15.50	13.55
Commission	59.71	63.25
Salary and benefits to Relatives of Directors		
Salary and benefits	-	59.18
Bad Debts Written off		
Muller & Phipps (India) Limited	0.62	-
Western Press Private Limited	3.19	-
Greentop Fresh and Frozen Foods Private Limited	742.44	-
Rent received from Related parties		
Kusum Spices	72.00	39.00
Beyond Mango Private Limited	0.12	0.11
Rent paid to Related parties		
MPIL Corporation Limited	7.80	6.00
Warehousing Charges paid to Related parties		
Kusum Spices	13.45	7.50

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(₹ in Lakhs)

Particulars	Year ended March 31,	
	2024	2023
Interest received from related parties		
Greentop Fresh and Frozen Foods Private Limited	-	25.76
Beyond Mango Private Limited	68.07	6.33
Udhyaan Agroproduct and Trading Private Limited	0.25	-
FNI Spices Private Limited	3.72	-
Interest received on Loan to key management personnel		
Mr. Moley Saha - Chief Executive Officer	-	0.14
Interest paid to Related Parties		
Mrs. Pallavi Dhupelia	-	20.00
Guarantee Commission		
Mr. Bhupendra Dalal	63.29	-
Other Income		
Kusum Spices	21.79	-
Sale of Goods		
Kusum Spices	1.74	0.91
Muller & Phipps (India) Limited	-	8.74
Purchase of Goods		
Kusum Spices	37.49	12.79
Western Press Private Limited	10.09	2.47
Transactions incurred by Company on behalf of Related Parties		
Expenses incurred		
Kusum Spices	1.32	1.68
Beyond Mango Private Limited (Net of Reimbursement)	0.01	-
Transactions incurred by Related Parties on behalf of Company		
Security Deposit Received		
Kusum Spices	-	18.00
Security Deposit Paid		
MPIL Corporation Limited	2.00	-

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(₹ in Lakhs)

Particulars	Year ended March 31,	
	2024	2023
Capital Introduced		
Kusum Spices	-	200.45
Loans Repaid (Including interest)		
Mrs. Pallavi Dhupelia	-	305.53
Repayment of Loan by key management personnel		
Mr. Moloy Saha - Chief Executive Officer	-	2.07
Advances given for expenses to Key Managerial Person (Net of Expenses incurred)		
Mr. Moloy Saha - Chief Executive Officer	-	4.78
Investments made during the year		
Beyond Mango Private Limited	-	281.50
Udhyaan Agroproduct and Trading Private Limited	269.87	-
ICD Given/Unsecured Loan Given		
Greentop Fresh and Frozen Foods Private Limited	12.21	1.55
Beyond Mango Private Limited	468.50	317.14
Kusum Spices	375.00	-
FNI Spices Private Limited	756.28	-
Repayment of ICD Given		
Udhyaan Agroproduct and Trading Private Limited	2.00	-

Outstanding Balances

(₹ in Lakhs)

Particulars	Year ended March 31,	
	2024	2023
Trade Receivables		
FNI Spices Private Limited (Formerly known as Kusum Spices)	120.78	38.59
Muller & Phipps (India) Limited	14.57	15.19
Greentop Fresh and Frozen Foods Private Limited	-	226.03
Trade Payables		
FNI Spices Private Limited (Formerly known as Kusum Spices)	92.21	58.34
Western Press Private Limited	1.08	2.98
MPIL Corporation Limited	0.16	-

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(₹ in Lakhs)

Particulars	Year ended March 31,	
	2024	2023
Security Deposit Received		
FNI Spices Private Limited (Formerly known as Kusum Spices)	18.00	18.00
Advances recoverable in cash or in kind		
Western Press Private Limited	-	3.19
Udhyaan Agroproduct and Trading Private Limited	2.35	-
Advance for expenses given to key management personnel		
Mr. Moloy Saha - Chief Executive Officer	-	36.62
Interest Receivable on ICD		
Western Press Private Limited	0.80	0.80
Greentop Fresh and Frozen Foods Private Limited	-	88.67
Beyond Mango Private Limited	66.96	5.70
Udhyaan Agroproduct and Trading Private Limited	17.18	-
FNI Spices Private Limited	3.35	-
Interest receivable on Loan given to key management personnel		
Mr. Moloy Saha - Chief Executive Officer	-	5.53
ICD Given		
Greentop Fresh and Frozen Foods Private Limited	-	215.53
Beyond Mango Private Limited	785.64	317.14
Udhyaan Agroproduct and Trading Private Limited	2.70	-
FNI Spices Private Limited	1,131.28	-
Security Deposit Given		
MPIL Corporation Limited	257.00	255.00
Advance Given for Incorporation Expenses		
Beyond Mango Private Limited	0.24	0.11
Commission Payable		
Mr. Raymond Simkins	0.17	1.55
Director sitting fees payable		
Mr. Bhupendra Dalal	-	0.14
Mr. Hormazdiyaar Vakil	-	0.14
Mr. Raymond Simkins	-	1.43

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(₹ in Lakhs)

Particulars	Year ended March 31,	
	2024	2023
Guarantee Commission payable		
Mr. Bhupendra Dalal	24.12	-
Non Current Investment		
FNI Asia PTE Limited	0.49	0.49
FNI Spices Private Limited (Formerly known as Kusum Spices)	25.00	778.17
Greentop Fresh and Frozen Foods Private Limited	0.49	0.49
Beyond Mango Private Limited	377.00	377.00
Udhyaan Agroproduct and Trading Private Limited	269.87	-
Financial Coporate Guarantee given by the Company during the year		
FNI Spices Private Limited (Formerly known as Kusum Spices)	328.29	300.70
Impairment of interest receivable on advances to Subsidiary		
FNI Asia PTE Limited	3.67	3.67
Impairment in Value of Investment		
FNI Asia PTE Limited	0.49	0.49
Impairment of Advances to Subsidiaries		
FNI Asia PTE Limited	32.38	32.38
Salary Payable to key management personnel		
Mr. Moloy Saha - Chief Executive Officer	1.20	2.34
Mr. Milan Dalal - Managing Director	6.74	6.13

Terms and conditions of transactions with related parties:

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances on account of trade receivable, trade payable, other receivable, other payable and interest receivable on loan at the year end are unsecured and settlement occurs in cash.

Details of Loans repayable on demand

(₹ in Lakhs)

Type of Borrower	Type of Loan	Year ended March 31,			
		2024		2023	
		Loan Outstanding	% of Total Loan Outstanding	Loan Outstanding	% of Total Loan Outstanding
a. Subsidiary	Inter- Coporate Deposit	1,133.98	35.25%	-	-
b. Associate	Inter- Coporate Deposit	-	-	215.53	29.69%
c. Joint Venture	Inter- Coporate Deposit	785.64	24.42%	317.14	43.69%
Total		1,919.62	59.67%	532.67	73.38%

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

45. EXPORT BENEFITS

RoDTEP

The Company is also entitled to Remission of Duties and Taxes on Exported Products (RoDTEP) scheme w.e.f. January 1, 2021 vide Public Notice No.19/2015-20 notified on August 17, 2021. Accordingly, the Company has recognized benefits of ₹ 328.75 Lakhs in the year ended March 31, 2024 (year ended March 31, 2023 ₹ 382.43 Lakhs).

46. EXPENDITURE TOWARDS CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

(₹ in Lakhs)

a. Gross amount required to be spent during the year	60.07
b. Amount approved by the Board to be spent during the year	43.04
c. Amount spent during the year on	
i. Construction / acquisition of any asset	0.30
ii. On purposes other than (i) above	42.74

In case of Section 135(5) Unspent amount

(₹ in Lakhs)

Particulars	Year ended March 31,	
	2024	2023
Opening Balance	20.87	-
Amount deposited in Specified Fund of Sch.VII within 6 months	-	-
Amount required to be spent during the year	60.07	28.17
Amount spent during the year	43.04	7.30
Closing Balance	37.90	20.87

47. PAYMENTS TO STATUTORY AUDITORS

(₹ in Lakhs)

Particulars	Year ended March 31,	
	2024	2023
Audit Fees	12.00	12.00
Reimbursement of Out of Pocket Expenses	0.11	0.16
Certification Work	-	2.37
Total	12.11	14.53

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

48. FINANCIAL RATIOS

Particulars	Year ended March 31,		% change increase/ (decrease)	Reasons if the change has been more than 25%
	2024	2023		
Current Ratio	1.36	1.26	7.94%	-
Debt Equity Ratio	1.16	1.08	7.41%	-
Debt Service Coverage Ratio	1.64	2.58	(36.43%)	Increased Interest Rates along with Increased Working Capital Borrowing due to higher production and slower movement of Inventory has reduced the Debt Service Coverage Ratio
Return on Equity (ROE)	10.28%	18.50%	(44.43%)	PAT reduced due to higher tax rate applicable for the Company along with Equity base increase as a result of infusion of funds by warrant holders resulting in lower ROE for the current year as compared to the previous year.
Return on Capital Employed (ROCE)	12.52%	13.24%	(5.44%)	-
Return on investment (ROI)	9.01%	(3.48%)	358.91%	Quoted Equity Shares and Mutual Funds have given good returns
Inventory turnover ratio	2.00	2.61	(23.37%)	-
Inventory Holding Period (Days)	182.39	140.06	30.22%	Slower Call offs against confirmed orders resulted in increased Inventory Holding Days
Debtors turnover ratio	5.92	8.05	(26.46%)	The Debtors Turnover ratio as on the Balance Sheet date is elevated as a lot of sales happened in the month of March 2024 for which the payment was not due until April 2024
Debtor Days	61.64	45.35	35.92%	The Debtor days as on the Balance Sheet date is elevated as a lot of sales happened in the month of March 2024 for which the payment was not due until April 2024
Creditors turnover ratio	7.05	6.46	9.13%	-
Creditor Days	51.78	56.52	(8.39%)	-
Net capital turnover ratio	5.29	8.84	(40.16%)	Higher Inventory and Higher Receivables as at year end resulted in lower Net Capital Turnover Ratio
Net profit ratio	3.68%	4.83%	(23.81%)	Higher Tax Rate applicable for the Company from the current year has resulted in lower Net Profit Ratio

Ratio	Numerator	Denominator
Current Ratio	Current Assets	Current Liability
Debt Equity Ratio	Total Borrowings (Non Current Borrowings + Current Borrowings)	Shareholder's Equity
Debt Service Coverage Ratio	PAT + Interest + Depreciation + Non Cash Items	Interest & Lease Payments + Principal Repayments
Return on Equity (ROE)	Net Profit After Tax - Preference Dividend (If any)	Average Shareholders Equity
Return on Capital Employed (ROCE)	EBIT	Total Shareholders Equity + Non Current Borrowings + Current Borrowings+ Deferred Tax Liabilities

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

Ratio	Numerator	Denominator
Return on investment (ROI)	Market Value of Quoted Non Strategic Investments at end of the year	Market Value of Quoted Non Strategic Investments at beginning of the year
Inventory turnover ratio	Cost of goods sold	Average Inventory
Debtors turnover ratio	Credit Sales	Average Debtors
Creditors turnover ratio	Net Credit Purchases	Average Creditors
Net capital turnover ratio	Net Sales	(Current Assets- Current Liabilities)
Net profit ratio	Net Profit	Net Sales

49. EQUITY SETTLED SHARE BASED PAYMENTS EMPLOYEE STOCK OPTION PLAN

A. ESOP - I

On February 3, 2022, pursuant to approval by the shareholders in the AGM, the Board has been authorized to introduce, offer, issue and provide share-based incentives to eligible employees of the Company "Foods & Inns Limited - Employee Stock Option Plan 2021" ("ESOP 2021"/ "Plan") for grants of 14,66,760 stock options convertible into equivalent to number of equity shares of ₹ 1 each at exercise price of ₹ 54 .

Terms of vesting

Vesting period (years)	The vested stock options shall be exercisable not earlier than a minimum period of 1 (one) year and not later than a maximum period of 4 (four) years from the date of the grant (i.e. March 7, 2022).
Type of vesting	Graded - 25% at the end of each year from the date of grant

Movement of options granted	Year ended March 31, 2024		Year ended March 31, 2023	
	Average exercise price per share option	Number of options	Average exercise price per share option	Number of options
Opening balance	₹ 54.00	14,56,760	₹ 54.00	14,66,760
Granted during the year	-	-	-	-
Exercised during the year	₹ 54.00	(2,63,653)	-	-
Cancelled during the year	₹ 54.00	(23,110)	₹ 54.00	(10,000)
Vested during the year	₹ 54.00	3,58,413	₹ 54.00	3,66,690
Closing balance	₹ 54.00	11,69,997	₹ 54.00	14,56,760

The model inputs for fair value of option granted as on the grant date

Inputs	Year ended March 31, 2024	Year ended March 31, 2023
Exercise price	₹ 54.00	₹ 54.00
Dividend yield	0.24%	0.24%
Risk free interest rate	5.47%- 6.50%	5.47%- 6.50%
Expected volatility	54.55% to 58.66%	54.55% to 58.66%
Fair value per option	₹ 52.26	₹ 52.26
Expected life (years)	2.92 - 5.92	2.92 - 5.92
Model used	Black Scholes	Black Scholes

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

B. (“ESOP 2023” Plan A”)and (“ESOP 2023 Plan B”)

On August 7, 2023, pursuant to approval by the shareholders in the AGM, the Nomination and Remuneration Committee of the Company, has considered and approved the grants of 1,73,000 Options stock options convertible into equivalent to number of equity shares of ₹ 1 each at exercise price of ₹ 81 to eligible employees under “Foods & Inns Limited - Employee Stock Option Plan 2023’ (“ESOP 2023” Plan A” and “Plan B”).

Terms of vesting

Vesting period (years)	The vested stock options shall be exercisable not earlier than a minimum period of 1 (one) year and not later than a maximum period of 4 (four) years from the date of the grant (i.e. August 7, 2023).
Type of vesting	Graded - 25% at the end of each year from the date of grant

Movement of options granted During FY 2023-24

Particulars	(“ESOP 2023 Plan A”)		(“ESOP 2023 Plan B”)	
	Average exercise price per share option	Number of options	Average exercise price per share option	Number of options
Opening balance	-	-	-	-
Granted during the year	₹ 81.00	31,000	₹ 81.00	1,42,000
Exercised during the year	-	-	-	-
Cancelled during the year	-	-	-	-
Vested during the year	-	-	-	-
Closing balance	₹ 81.00	31,000	₹ 81.00	1,42,000

The model inputs for fair value of option granted as on the grant date

Inputs	(“ESOP 2023 Plan A”)	(“ESOP 2023 Plan B”)
Exercise price	₹ 81.00	₹ 81.00
Dividend yield	0.13%	0.13%
Risk free interest rate	6.97%- 7.01%	6.83%- 6.99%
Expected volatility	52.71% to 54.73%	50.76% to 55.35%
Fair value per option	₹ 127.21	₹ 119.28
Expected life (years)	2.5 -3.76	1.09 - 3.09
Model used	Black Scholes	Black Scholes

The expected life of options is calculated based on the simplified method and is calculated as the average of the minimum life (vesting period) and the maximum life (i.e. vesting period + exercise period)

During the year ended March 31, 2024, the Company recorded an employee stock compensation expense of ₹ 265.98 Lakhs (year ended March 31, 2023 ₹ 377.98 Lakhs) in the Statement of Profit and Loss and the balance in share options outstanding account as at March 31, 2024 is ₹ 534.21 Lakhs (as at March 31, 2023 ₹ 403.68 Lakhs).

During the year ended March 31, 2024, employee stock options amounting to 23,110 numbers were cancelled on account of cessation of employment without relevant employee exercising their stock option (year ended March 31, 2023: 10,000 numbers). The options so cancelled has been reduced from outstanding stock option and added back to the balance in General Reserve account.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

50. DISCLOSURE IN ACCORDANCE WITH SECTION 22 OF MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006:

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Principal amount remaining unpaid to any supplier as at the end of the accounting year	173.03	328.93
Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	14.50	-
The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	901.09	684.04
The amount of interest due and payable for the year	14.50	-
The amount of interest accrued and remaining unpaid at the end of the accounting year	14.50	-
The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	2.07	-

51. INFORMATION ON LOANS GIVEN, INVESTMENTS MADE AND GUARANTEE GIVEN PURSUANT TO SECTION 186(4) OF THE COMPANIES ACT, 2013

(₹ in Lakhs)

Particulars	Year ended March 31,		
	2024	2023	
Loan given by the Company during the year ended March 31, 2024, repayable based on mutual consent			
Mount Estate Private Limited	Inter-Corporate Lending @ 12.00% p.a.	-	215.90
Greentop Fresh and Frozen Foods Private Limited	Inter-Corporate Lending @ 12.00% p.a.	12.21	1.55
Duli Trade & Commodities Private Limited.	Inter-Corporate Lending @ 12.00% p.a.	500.00	-
Lloyds Enterprises Limited	Inter-Corporate Lending @ 9.00% p.a.	1,300.00	-
Beyond Mango Private Limited	Inter-Corporate Lending @ 12.00% p.a.	468.50	317.14
FNI Spices Private Limited	Inter-Corporate Lending @ 12.00% p.a.	1,131.28	-
Investments made by the Company during the year ended March 31, 2024			
Beyond Mango Private Limited		-	281.50
Udhyaan Agroproduct and Trading Private Limited		269.87	-
FNI Spices Private Limited		25.00	-
Financial Corporate Guarantee given by the Company during the year ended March 31, 2024			
FNI Spices Private Limited (Formerly known as Kusum Spices)		328.29	300.70

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

Disclosure under Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 :

(₹ in Lakhs)

Name of Subsidiary	Year ended March 31,	
	2024	2023
FNI Asia PTE Limited		
Amount Outstanding	36.04	36.04
Maximum balance outstanding during the year	36.04	36.04
Greentop Fresh and Frozen Foods Private Limited		
Amount Outstanding	-	215.53
Maximum balance outstanding during the year	427.74	415.53
Beyond Mango Private Limited		
Amount Outstanding	785.88	317.25
Maximum balance outstanding during the year	785.88	317.25
Udhyaan Agroproduct and Trading Private Limited		
Amount Outstanding	5.05	-
Maximum balance outstanding during the year	7.05	-
FNI Spices Private Limited		
Amount Outstanding	1,159.85	-
Maximum balance outstanding during the year	1,159.85	-

52. ADDITIONAL REGULATORY INFORMATION DETAILED IN CLAUSE 6L OF GENERAL INSTRUCTIONS GIVEN IN PART I OF DIVISION II OF THE SCHEDULE III TO THE COMPANIES ACT, 2013 ARE FURNISHED TO THE EXTENT APPLICABLE TO THE COMPANY.

- (i) The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets during the year ended March 31, 2024 and March 31, 2023.
- (ii) The Company does not hold any Investment Property. Accordingly, reporting on fair valuation of Investment Property is not applicable.
- (iii) The Company does not hold any Intangibles assets under development. Accordingly, reporting on Intangibles assets under development, ageing and completion schedule is not applicable.
- (iv) The Company does not have any benami property, where any proceeding has been initiated or pending against the Company for holding any benami property.
- (v) The Company has borrowings from banks on the basis of security of current assets and quarterly returns or statements of stock filed by the Company are in agreement with the books of accounts.
- (vi) The Company is not declared as wilful defaulter by any bank or financial institution or lender during the year.
- (vii) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (viii) 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).

**NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)**

- (ix) The Company has complied with the number of layers for its holding in downstream companies prescribed under clause (87) of section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.
- (x) 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:
- 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 to or on behalf of the Ultimate Beneficiaries.
- (xi) 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:
- 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.
- (xii) The Company has not undertaken any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

53. As per the Ministry of Corporate Affairs (MCA) notification, proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014, for the financial year commencing April 1, 2023, every company which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled. The interpretation and guidance on what level edit log and audit trail needs to be maintained evolved during the year and continues to evolve.

In Company's SAP software, the audit trail is enabled at an application level for all the tables and fields for maintenance of books of accounts and relevant transactions. However, Company has not been enabled with the feature of audit trail log at the database layer to log direct transactional changes, due to present design of ERP.

As per our report of even date attached

For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration No.104767W

For and on behalf of the Board of Directors

Satya Ranjan Dhall
Partner
Membership No. 214046

Bhupendra Dalal
Chairman
(DIN : 00061492)

Milan Dalal
Managing Director
(DIN : 00062453)

Moloy Saha
Chief Executive Officer

Anand Krishnan
Chief Financial Officer

Ameya Masurkar
Company Secretary

Date : May 17, 2024
Place : Mumbai

Date : May 17, 2024
Place : Mumbai

INDEPENDENT AUDITOR'S REPORT

To the Members of Foods and Inns Limited

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Opinion

We have audited the accompanying consolidated financial statements of **Foods and Inns Limited** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), its joint venture and its associate comprising of the Consolidated Balance Sheet as at March 31, 2024, the Consolidated Statement of Profit and Loss (including total Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement for the year then ended, and material accounting policies and other explanatory information. (hereinafter referred to as 'the consolidated financial statements').

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on standalone financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the 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 consolidated state of affairs of the Company as at March 31, 2024, its consolidated profit (including total other comprehensive income), consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by Institute of Chartered Accountants of India (ICAI), together with the independence requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and Rules made thereunder and we have fulfilled our other ethical responsibilities in accordance with these requirements and Code of Ethics issued by ICAI. We believe that the audit evidence we have obtained and the audit evidence obtained by the other

auditors in terms of their reports referred to in the Other Matters section below is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement and based on the consideration of the reports of the other auditors on standalone financial statements and on the other financial information of the subsidiaries, joint venture, and associate, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

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

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, and Corporate Governance Report but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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

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

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance (including other comprehensive income), consolidated changes in equity and

INDEPENDENT AUDITOR'S REPORT (Contd.)

consolidated cash flows of the Group including its joint venture and associate in accordance with Ind AS and other accounting principles generally accepted in India. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of these consolidated financial statements. The respective Governing Bodies of the companies included in the Group and of its joint venture and associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its joint venture and its associate are responsible for assessing the ability of the Group and of its joint venture and associate to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless respective Board of Directors either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its joint venture and associate are responsible for overseeing the financial reporting process of the Group and of its joint venture and associate.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the 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 Group and its joint venture and associate 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 consolidated 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 Group and its joint venture and associate to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its joint venture and

INDEPENDENT AUDITOR'S REPORT (Contd.)

associate to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in "Other Matters" paragraph below.

We believe that the audit evidence obtained by us along with the consideration of the audit report of the other auditors referred to in "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

Other Matters

We did not audit the audited standalone financial results of two subsidiaries included in the Statement, whose audited financial statements reflect total assets of ₹ 2,034.10 lakhs as at March 31, 2024 and total revenues of ₹ 2,332.34 lakhs, total

net profit/ (loss) after tax of ₹ 10.84 lakhs, total comprehensive income/ (loss) of ₹ 10.31 lakhs, for the year ended March 31, 2024 respectively, and cash inflow (net) of ₹ 72.43 lakhs for the year ended March 31, 2024, as considered in the Statement. The Consolidated financial results also includes the Group's share of net profit/ (loss) after tax of ₹ 10.84 lakhs and total comprehensive income/ (loss) of ₹ 10.31 lakhs for the year ended March 31, 2024, respectively, as considered in the Statement, in respect of one associate and one joint venture whose audited standalone financial statements have not been audited by us.

These financial statements have been audited by their respective independent auditors whose reports have been furnished to us by the Management of the Company and our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, joint venture and associate, is based solely on the reports of such auditors and the procedures performed by us as stated in paragraph above. Our opinion on the Statement is not modified in respect of above matters with respect to our reliance on the work done and the report of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements/ financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

- As required by section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the standalone / consolidated financial statements / financial information of the subsidiaries, joint venture and associate and referred to in Other Matters section above, we report, to the extent applicable that;
 - 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 aforesaid consolidated financial statements;
 - In our opinion proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors, except in relation to compliance with the requirement of audit trail, refer paragraph 2(ix)(f) below;

INDEPENDENT AUDITOR'S REPORT (Contd.)

- (iii) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
- (iv) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under section 133 of the Act, read with relevant rules issued thereunder and relevant provisions of the Act;
- (v) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2024 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiaries, joint venture and associate incorporated in India, none of the directors of the Group, its joint venture and associate incorporated in India is disqualified as on March 31, 2024 from being appointed as a director in terms of section 164 (2) of the Act;
- (vi) The modifications relating to the maintenance of accounts and other matters connected therewith, are as stated in paragraph (ii) above;
- (vii) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, its subsidiaries, joint venture and associate incorporated in India and the operating effectiveness of such controls, refer to our separate report in 'Annexure A'. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls with reference to consolidated financial statements of those Companies;
- (viii) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended; in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and
- (ix) 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 and based on the consideration of the report of other auditors of subsidiaries, joint venture and associate, as noted in the Other matters paragraph:

- a) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its joint venture and associate. Refer Note 42 to the consolidated financial statements;
- b) The Group, its joint venture and associate have made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
- c) There has been no delay in transferring amounts which were required to be transferred to the Investor Education and Protection Group, its joint venture and associate;
- d) (i) As stated in Note no. 50(x) to the consolidated financial statements, the management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the 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 or entity, including foreign entity ("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;
- (ii) As stated in Note no. 50(xi) to the consolidated financial statements The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity,

INDEPENDENT AUDITOR'S REPORT (Contd.)

including foreign entity ("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;

- (iii) Based on the audit procedures performed by us that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement; and;
- e) The final dividend paid by the Holding Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Companies Act as applicable to the extent it applies to payment of dividend;

As stated in note no. 19.3 to the consolidated financial statements the Board of director's of the Holding Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend proposed is in accordance with section 123 of the Act as applicable to the extent it applies to declaration of dividend;

- f) Based on our examination which included test checks, and based on the consideration of the report of the other auditors of two subsidiaries and one joint venture incorporated in India whose financial statements have been audited under the Act, except for the instances mentioned below, the Holding Company, its subsidiary and its joint venture incorporated in India have used accounting software for maintaining their respective books of accounts for the year ended March 31, 2024, which have 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, and further, we did not come

across any instance of audit trail feature being tampered with;

- a) With respect to the Holding Company incorporated in India, the audit trail feature was not enabled at the database level for accounting software to log any direct data changes, as described in note 51 of the Consolidated financial statements.
- b) With respect to one subsidiary and joint venture incorporated in India, the accounting software used by the entity for maintaining its books of account for the year ended March 31, 2024, did not have a feature of recording audit trail (edit log) facility.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order" / "CARO") issued by the Central Government in terms of section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by the auditors of the subsidiaries, joint venture and associate, included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, provided to us by the Management of the Company and based on the identification of matters of qualifications or adverse remarks in their CARO reports by the respective component auditors and provided to us, we report that the auditors of such companies have not reported any qualifications or adverse remarks in their CARO reports.

For G.M. Kapadia & Co.

Chartered Accountants
Firm Registration No. 104767W

Satya Ranjan Dhall

Partner

Place: Mumbai
Date : May 17, 2024

Membership No. 214046
UDIN: 24214046BKFZQF7245



ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 2(vi) under "Report on Other Legal and Regulatory Requirements" of our Independent Auditor's Report on even date to the members of Foods and Inns Limited ("the Holding Company") on the consolidated financial statements for the year ended March 31, 2024:

Opinion

In conjunction with our audit of the consolidated financial statements of the Holding Company as of and for the year ended March 31, 2024, we have audited the internal financial controls with reference to financial statements of **Foods and Inns Limited (hereinafter referred to as 'the Holding Company')**. Since the reporting requirements under section 143(3)(i) of the Act are not applicable to its subsidiaries, its joint venture and associate, which are companies incorporated in India, as of that date.

In our opinion, the Holding Company, its subsidiaries, its joint venture and associate, which are companies incorporated in India, 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, 2024 based on the internal controls with reference to financial statements criteria established by the Holding Company, considering the essential components of internal controls stated in the Guidance Note issued by the ICAI.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company, its subsidiaries, its joint venture and associate, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal controls with reference to financial statements criteria established by the Holding Company, considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ("Guidance Note") issued by 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 Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to financial statement of

the Holding Company, its subsidiaries, joint venture and associate, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Consolidated 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 Consolidated Financial Statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal controls based on the assessed risk.

The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in team of their report referred to in the "Other Matters" paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial control system with reference to financial statements.

Meaning of Internal Financial Controls with reference Consolidated to Financial Statements

A company's internal financial controls with reference to Consolidated 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 controls with reference to Consolidated 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

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT (Contd.)

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 Consolidated 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 controls 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.

For G.M. Kapadia & Co.

Chartered Accountants
Firm Registration No. 104767W

Satya Ranjan Dhall

Partner

Place: Mumbai
Date : May 17, 2024

Membership No. 214046
UDIN: 24214046BKFZQF7245



Foods & Inns

CONSOLIDATED BALANCE SHEET

AS AT MARCH 31, 2024

Particulars	Note No.	(₹ in Lakhs)	
		As at March 31,	
		2024	2023
ASSETS			
Non-current Assets			
(a) Property, Plant and Equipment	3a	23,170.18	15,573.14
(b) Right of Use Asset	3a	145.76	472.88
(c) Capital work-in-progress	3b	3,923.57	6,130.79
(d) Intangible Assets	4	1,283.79	1,292.14
(e) Financial Assets			
(i) Investments	5	395.89	387.24
(ii) Loans	6	20.82	11.90
(iii) Others	7	1,067.26	976.07
(f) Deferred Tax Assets (Net)	8	30.62	4.78
(g) Other Non-current assets	9	752.96	775.44
Total Non-Current Assets		30,790.85	25,624.38
Current Assets			
(a) Inventories	10	38,432.90	33,283.29
(b) Financial Assets			
(i) Investments	11	828.76	768.43
(ii) Trade Receivables	12	17,542.17	15,039.11
(iii) Cash and Cash Equivalents	13	1,547.41	1,231.33
(iv) Bank balance other than (iii) above	14	2,319.64	501.23
(v) Loans	15	2,123.68	713.97
(vi) Other Financial Assets	16	672.08	436.16
(c) Current Tax Assets (Net)	17	1,012.35	850.78
(d) Other Current Assets	18	7,451.51	2,675.51
Total Current Assets		71,930.50	55,499.81
Total Assets		1,02,721.35	81,124.19
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	19	567.64	509.38
(b) Other Equity	20	39,288.15	30,725.00
Equity attributable to owners of the Company		39,855.79	31,234.38
(c) Non-Controlling Interest		0.05	0.05
Total Equity		39,855.84	31,234.43
Liabilities			
Non-current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	21	7,946.59	5,517.25
(ii) Lease Liability		71.02	159.44
(b) Provisions	22	86.24	79.07
(c) Deferred Tax Liabilities (Net)	23	1,332.45	155.14
Total Non-Current Liabilities		9,436.30	5,910.90
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	24	38,777.68	28,213.58
(ii) Lease Liability		88.42	352.11
(iii) Trade Payables			
- Micro and Small Enterprises	25	365.39	329.36
- Other than Micro and Small Enterprises	25	9,041.57	12,110.87
(iv) Other Financial Liabilities	26	1,827.00	2,279.95
(b) Other Current liabilities	27	2,194.87	413.64
(c) Provisions	28	156.19	150.57
(d) Current Tax Liabilities (Net)	29	978.09	128.78
Total Current Liabilities		53,429.21	43,978.86
Total Liabilities		62,865.51	49,889.76
Total Equity and Liabilities		1,02,721.35	81,124.19

Material Accounting Policies

See accompanying notes forming part of the financial statements

As per our report of even date attached

FOR G. M. KAPADIA & CO.

Chartered Accountants

Firm Registration No.104767W

For and on behalf of the Board of Directors

SATYA RANJAN DHALL

Partner

Membership No. 214046

BHUPENDRA DALAL

Chairman

(DIN : 00061492)

MILAN DALAL

Managing Director

(DIN : 00062453)

MOLOY SAHA

Chief Executive Officer

ANAND KRISHNAN

Chief Financial Officer

AMEYA MASURKAR

Company Secretary

Date : May 17, 2024

Place : Mumbai

Date : May 17, 2024

Place : Mumbai

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2024

(₹ in Lakhs)

Sr. No.	Particulars	Note No.	Year ended March 31,	
			2024	2023
INCOME				
I	Revenue from Operations	30	1,02,013.10	99,939.24
II	Other Income	31	669.91	212.38
III	Total Income (I+II)		1,02,683.01	1,00,151.62
EXPENSES				
IV	Cost of materials consumed		75,731.62	79,111.15
	Changes in inventories of Finished Goods and Work-in-Progress	32	(4,605.88)	(9,031.50)
	Employee Benefits Expense	33	4,193.93	4,045.19
	Finance Costs	34	4,611.62	2,766.37
	Depreciation and Amortization Expense	35	1,640.06	1,403.42
	Other Expenses	36	14,658.52	15,873.41
	Total Expenses		96,229.87	94,168.04
V	Profit before Exceptional Items and Tax (III-IV)		6,453.14	5,983.58
VI	Share of Profit of Joint Venture and Associate		(12.54)	(55.17)
VII	Profit before exceptional items and Tax (V+VI)		6,440.60	5,928.41
VIII	Exceptional Items	37	-	532.32
IX	Profit Before Tax (VII+VIII)		6,440.60	6,460.73
Tax Expense				
	Current Tax	38	2,198.21	1,844.39
	Deferred Tax	38	570.34	(124.62)
	Total Tax Expenses		2,768.55	1,719.77
XI	Net Profit for the period (IX-X)		3,672.05	4,740.96
Other Comprehensive Income/ (Loss) (OCI) (net of taxes)				
Items that will not be reclassified to profit/ (loss):				
	Remeasurement of the defined benefit plan		(16.43)	(28.17)
	Gain of measuring equity instruments at fair value through OCI		12.56	1.64
	Share of profit/(loss) of Joint Venture and Associates		-	(0.87)
	Income tax relating to above items		4.91	7.95
	Total Other Comprehensive Income / (Loss)		1.04	(19.45)
	Total Comprehensive Income for the year		3,673.09	4,721.51
Profit for the year attributable to:				
	Owners of the parent		3,672.05	4,740.96
	Non-controlling interests		(0.00)*	(0.00)*
			3,672.05	4,740.96
Other comprehensive income/(loss) for the year attributable to:				
	Owners of the parent		1.04	(19.45)
	Non-controlling interests		(0.00)*	(0.00)*
			1.04	(19.45)
Total comprehensive income/(loss) for the year attributable to:				
	Owners of the parent		3,673.09	4,721.51
	Non-controlling interests		(0.00)*	(0.00)*
			3,673.09	4,721.51
Earnings per equity share (Face Value ₹ 1 Per Share)				
	Basic Earnings (in ₹)	39	6.82	9.31
	Diluted Earnings (in ₹)		6.16	8.33

* This amount is less than ₹ 1,000

Material Accounting Policies

See accompanying notes forming part of the financial statements

2

As per our report of even date attached

FOR G. M. KAPADIA & CO.

Chartered Accountants

Firm Registration No.104767W

For and on behalf of the Board of Directors

SATYA RANJAN DHALL

Partner

Membership No. 214046

BHUPENDRA DALAL

Chairman

(DIN : 00061492)

MILAN DALAL

Managing Director

(DIN : 00062453)

MOLOY SAHA

Chief Executive Officer

ANAND KRISHNAN

Chief Financial Officer

AMEYA MASURKAR

Company Secretary

Date : May 17, 2024

Place : Mumbai

Date : May 17, 2024

Place : Mumbai

CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED MARCH 31, 2024

(₹ in Lakhs)

Particulars	Year ended March 31,	
	2024	2023
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit Before Tax	6,440.60	6,460.73
Adjustments for :		
Depreciation / Amortization	1,640.06	1,403.42
Finance Costs	4,611.62	2,766.37
Unrealized Loss on Foreign Currency Fluctuation (Net)	(4.60)	26.24
Share Based Payments to Employees	265.98	377.98
Impairment / (Reversal of Impairment) of financial assets (Net)	(154.47)	532.98
Impairment of Receivable / Advances	-	94.03
Bad Debts Written off and Provision for impairment of Trade Receivable	322.28	-
Balances Written off (Net)	516.41	-
Dividend Income	(0.21)	(0.10)
Interest Received on Deposits and Others	(223.85)	(130.88)
Mark to Market Loss / (Gain) on Financial Assets	(516.24)	297.15
Balance / Provision Write Back (Net)	(1.37)	(1.23)
Loss / (Profit) on Disposal of Property, Plant and Equipment	(0.43)	22.47
Provision for Gratuity	40.20	54.05
Provision for Sales Return	1.13	6.29
Provision for Bonus	87.94	82.04
Provision for Leave Encashment	64.17	77.12
Net (Gain) / Loss on fair valuation of Mutual Fund	(54.39)	(1.88)
Loss on Sale of License	22.50	24.17
(Profit) / Loss on Sale of Investments	(1.45)	(0.42)
Share of Loss of Joint Venture & Associate	12.54	55.17
Gain on sale of TDR (Exceptional Item)	-	532.32
Operating Profit Before Working Capital Changes	13,068.42	12,678.02
Adjustments for :		
Increase in Trade Receivables	(3,383.78)	(5,686.44)
Increase in Inventories	(5,149.61)	(12,340.35)
Decrease / (Increase) in Financial Assets	408.96	(120.60)
Decrease in Trade payables	(2,985.27)	(571.50)
(Decrease) / Increase in Other Financial Liabilities	(9.37)	481.24
Increase / (Decrease) in Other Liabilities and Provisions	1,584.15	(703.86)
(Increase) / Decrease in Other Assets	(4,790.31)	308.76
Cash Generated From Operations	(1,256.81)	(5,954.73)
Income Tax paid (Net of Refund)	(924.43)	(1,360.51)
Net Cash flow (used in) / from Operating Activities (A)	(2,181.24)	(7,315.24)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Interest Received	197.98	98.76
Dividend Received	0.21	0.10
Acquisition of Tangible and Intangible assets	(6,416.02)	(6,440.02)
Proceed from disposal of Property, Plant and Equipment	4.67	7.50
Purchase of Current Investments	(25.00)	(1,016.03)
Proceeds from Capital Subsidy	337.85	211.16
Purchase of Long-term Investments	(15.50)	-
Sale of Current Investments	24.92	2.30
Amount received on Inter Corporate Deposit	(1,828.76)	-
Proceeds from Sale of TDR	-	(532.32)
Proceeds from Fixed Deposits	448.14	510.46
Invested in Fixed Deposits / Margin Money	(2,191.00)	(587.55)
Net Cash flow used in Investing Activities (B)	(9,462.51)	(7,745.64)

STANDALONE CASH FLOW STATEMENT
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(₹ in Lakhs)

Particulars	Year ended March 31,	
	2024	2023
C. CASH FLOW FROM FINANCING ACTIVITIES		
Issue of Equity Shares	2.64	6.00
Securities Premium received	139.74	510.85
Proceeds from issue of warrants convertible into equity shares	1,000.00	6,145.10
Proceeds from Issue of Equity shares (On Conversion of Warrants)	3,698.55	-
Equity Share Application Money Pending Allotment	124.39	-
Finance Costs Paid	(5,380.87)	(2,452.94)
Dividend Paid	(265.95)	(126.39)
Payments for Lease	(352.11)	(339.03)
Receipts from Non-current Borrowings	12,817.98	3,276.17
Repayment of Non-current Borrowings	(9,877.65)	(1,892.94)
Increase in Current Borrowings (Net)	4,129.98	8,271.46
Net Cash flow from Financing Activities (C)	6,036.70	13,398.28
Net decrease in Cash and Cash Equivalents (A+B+C)	(5,607.05)	(1,662.60)
Cash and Cash Equivalents at the beginning of the year	(6,842.52)	(5,179.92)
Cash and Cash Equivalents at the end of the year	(12,449.57)	(6,842.52)
Cash and Cash Equivalents comprises of :		
Balances with Banks	1,531.60	1,211.20
Cheques in hand	0.50	-
Cash on hand	15.31	20.13
Bank Overdraft	(13,996.98)	(8,073.85)
Closing Balance of Cash and Cash Equivalents	(12,449.57)	(6,842.52)

Notes: 1. Disclosure to evaluate changes in Liabilities arising from financial activities:

(₹ in Lakhs)

Particulars	As at	Movement	As at
	March 31, 2023		March 31, 2024
Net Debt	26,178.60		
Proceeds from Borrowings		16,947.96	
Repayment of Loan		(9,877.65)	
Interest expenses		4,611.62	
Interest Paid		(5,055.31)	
Net Debt			32,805.22

(₹ in Lakhs)

Particulars	As at	Movement	As at
	March 31, 2022		March 31, 2023
Net Debt	16,210.48		
Proceeds from Borrowings		11,547.63	
Repayment of Loan		(1,892.94)	
Interest expenses		2,766.37	
Interest Paid		(2,452.94)	
Net Debt			26,178.60

2. Cash Flow Statement has been prepared under the indirect method as set out in Ind AS 7 specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

3. Figures in brackets represent outflows / deductions.

As per our report of even date attached

FOR G. M. KAPADIA & CO.

Chartered Accountants
Firm Registration No.104767W

For and on behalf of the Board of Directors

SATYA RANJAN DHALL

Partner
Membership No. 214046

BHUPENDRA DALAL

Chairman
(DIN : 00061492)

MILAN DALAL

Managing Director
(DIN : 00062453)

MOLOY SAHA

Chief Executive Officer

ANAND KRISHNAN

Chief Financial Officer

AMEYA MASURKAR

Company Secretary

Date : May 17, 2024
Place : Mumbai

Date : May 17, 2024
Place : Mumbai

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR YEAR ENDED MARCH 31, 2024

A. Equity Share Capital

Particulars	Note No.	Amount (₹ in Lakhs)
Balance as at April 01, 2022		503.38
Add: Changes in Equity Share Capital during the year		6.00
Balance as at April 01, 2023		509.38
Add: Changes in Equity Share Capital during the year	19	58.26
Balance as at March 31, 2024		567.64

B. Other Equity

Particulars	Note No.	General Reserve	Securities Premium	Reserves and Surplus	Share Options Outstanding Account	Capital Reserve	Retained Earnings	Equity Instruments Through Other Comprehensive Income	Foreign Currency Translation Reserve	Share Application Money Pending Allotment	Money Received Against Share Warrants	Amount Attributable to the Owners of the Parent	Non Controlling Interest	Total
Balance as at April 01, 2022		2,301.84	2,159.58	26.88	308.18	14,367.62	(0.52)		0.54			19,164.12	0.05	19,164.17
Profit for the year		-	-	-	-	4,740.96	-	-	-	-	-	4,740.96	-	4,740.96
Other Comprehensive Loss for the year (Net)		-	-	-	-	(20.22)	1.64	-	-	-	-	(18.58)	-	(18.58)
Dividends		-	-	-	-	(125.85)	-	-	-	-	-	(125.85)	-	(125.85)
Transfer from/ to Share Options Outstanding Account		-	-	(1.18)	-	-	-	-	-	-	-	(1.18)	-	(1.18)
Transfer to Retained Earnings		(68.40)	-	-	-	68.40	-	-	-	-	-	-	-	-
Premium on issue of equity shares against conversion of warrants net of transaction cost (Refer Note 19.2(ii) and Note 20.)		-	510.85	-	-	-	-	-	-	-	-	510.85	-	510.85
Other Adjustments		-	-	-	-	(68.40)	-	-	-	-	-	(68.40)	-	(68.40)
Amount Received on issue of Warrants convertible into equity shares (Refer Note 19.2(ii))		-	-	-	-	-	-	-	-	-	6,145.10	6,145.10	-	6,145.10
Share Based Payments to Employees (net) (Refer Note 49)		-	-	377.98	-	-	-	-	-	-	-	377.98	-	377.98
Balance as at April 01, 2023	20	2,233.44	2,670.43	403.68	308.18	18,962.51	1.12		0.54		6,145.10	30,725.00	0.05	30,725.05
Profit for the year		-	-	-	-	3,672.05	-	-	-	-	-	3,672.05	-	3,672.05
Other Comprehensive Income/(Loss) for the year		-	-	-	-	(11.52)	12.56	-	-	-	-	1.04	-	1.04
Dividends		-	-	-	-	(267.99)	-	-	-	-	-	(267.99)	-	(267.99)
Share Based Payments to Employees (net) (Refer Note 49)		-	-	265.98	-	-	-	-	-	-	-	265.98	-	265.98
Transfer from/ to Share Options Outstanding Account		4.71	-	(4.71)	-	-	-	-	-	-	-	-	-	-
Received during the year		-	-	-	-	-	-	-	-	266.76	-	266.76	-	266.76
Issue of Ordinary Shares on conversion of Warrants		-	5,228.04	-	-	-	-	-	-	-	(5,283.65)	(55.62)	-	(55.62)
Issue of Ordinary Shares on Exercise of Options		-	270.48	(130.74)	-	-	-	-	-	(142.37)	-	(2.63)	-	(2.63)
Other Adjustments		(15.00)	-	-	-	-	-	-	-	-	-	(15.00)	-	(15.00)
Amount Received on issue of Warrants convertible into equity shares (Refer Note 19.2(ii))		-	-	-	-	-	-	-	-	-	4,698.55	4,698.55	-	4,698.55
Balance as at March 31, 2024	20	2,223.15	8,168.94	534.21	308.18	22,355.05	13.68		0.54	124.39	5,560.00	39,288.15	0.05	39,288.20

As per our report of even date attached

FOR G. M. KAPADIA & CO.

Chartered Accountants

Firm Registration No. 104767W

SATYA RANJAN DHALL

Partner

Membership No. 214046

For and on behalf of the Board of Directors

BHUPENDRA DALAL

Chairman
(DIN : 00061492)

ANAND KRISHNAN

Chief Financial Officer

MILAN DALAL

Managing Director
(DIN : 00062453)

AMEYA MASURKAR

Company Secretary

MOLOY SAHA

Chief Executive Officer

Date : May 17, 2024

Place : Mumbai

Date : May 17, 2024

Place : Mumbai

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2024

1. CORPORATE INFORMATION

The Consolidated Financial Statements comprises financial statements of Foods and Inns Limited ("the Company") and its subsidiary, joint ventures and associates (collectively the "Group") for the year ended March 31, 2024. The Company is domiciled and incorporated in India and its shares are publicly traded on the BSE Limited as well as on NSE Limited in India.

The Group is engaged in the business of processing and marketing fruit pulps, concentrates and spray dried fruit and vegetable powders, powder of various spices, frozen vegetables and snacks, medicated products both into domestic and international markets.

2. MATERIAL ACCOUNTING POLICIES

This note provides a list of the material accounting policies adopted in the presentation of these consolidated financial statements.

2.1 Basis of Preparation

i. Compliance with Ind AS

The Consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards ("Ind AS") as per the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under Section 133 of the Companies Act 2013 (the "Act") and other relevant provisions of the Act. In accordance with proviso to Rule 4A of The Companies (Accounts) Rules, 2014, the terms used in these financial statements are in accordance with the definition and other requirements specified in the applicable Accounting Standards.

ii. Authorization of Consolidated financial statements

The authorization of Consolidated financial statements (hereinafter referred as "Financial Statements") of the Group for the year ended March 31, 2024 were authorized for issue by the Board of Directors at their meeting held on May 17, 2024.

iii. Accrual Basis of Accounting

These Consolidated financial statements have been prepared on an accrual basis under the historical cost convention or amortization cost basis except for the following assets and liabilities, which have been measured at fair value:

- a. Certain financial assets and liabilities (including derivative instruments) that are measured at fair value.

- b. Defined benefits plans-plan assets measured at fair value.

2.2 Functional and presentation currency

These Consolidated financial statements are presented in Indian Rupees (₹), which is also the Group's functional currency and all amounts disclosed in the Consolidated financial statements and notes have been rounded off to the nearest Lakhs (₹ 00,000) upto two decimals, except when otherwise indicated.

2.3 Current versus non-current classification

The Group presents its assets and liabilities in the Balance Sheet based on current or non-current classification.

An asset is treated as current if it is:

- a) expected to be realized or intended to be sold or consumed in normal operating cycle;
- b) held primarily for the purpose of trading;
- c) expected to be realized within twelve months after the reporting period; or
- d) the 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 treated as current when:

- a) it is expected to be settled in normal operating cycle;
- b) it is held primarily for the purpose of trading;
- c) it is due to be settled within twelve months after the reporting period; or
- d) there is no unconditional right to defer the 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 on net basis.

All assets and liabilities have been classified as current or non-current as per Group's normal operating cycle. Based on the nature of operations, the Group has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

2.4 Principles of consolidation and equity accounting

(i) Subsidiary

Subsidiary is an entity over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiary are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group combines the financial statements of the parent and its subsidiary line by line adding together like items of assets, liabilities, equity, income and expenses. Intergroup transactions, balances and unrealized gains on transactions between Group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated Statement of Profit and Loss, consolidated Statement of Changes in Equity and Balance Sheet respectively.

(ii) Associate

Associate is an entity over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investment in Associates is accounted for using the equity method of accounting (see (iv) below), after initially being recognized at cost.

(iii) Joint Ventures

Under Ind AS 111 Joint Arrangement, investment in joint arrangement is classified as either joint operation or joint venture. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. The Group has only joint venture. Investment in Joint venture are accounted for using the equity method of accounting (see (iv) below), after initially being recognized at cost.

(iv) Equity method

Under the equity method of accounting, the investments are initially recognized at cost and adjusted thereafter to recognize the Group's share of the post-acquisition profits or losses of the

investee in profit and loss, and the Group's share of Other Comprehensive Income of the investee in Other Comprehensive Income. Dividends received or receivable from Associate and joint venture are recognized as a reduction in the carrying amount of the investment.

When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group's does not recognize further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealized gains on transactions between the Group and its Associate and Joint venture are eliminated to the extent of the Group's interest in these entities. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

The carrying amount of equity accounted investments are tested for impairment in accordance with the policy described in note 2.10 below.

2.5 Business Combinations

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interest in the acquiree. For each business combination, the Group elects whether it measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition costs, which are administrative in nature are expensed out.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill forms part of a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed off is

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed off in this circumstance is measured based on the relative values of the operation disposed off and the portion of the cash-generating unit retained.

Common control business combinations include transactions, such as transfer of subsidiaries or businesses, between entities within a Group.

Business combinations involving entities or businesses under common control are accounted for using the pooling of interest method. Under the pooling of interest method, the assets and liabilities of the combining entities are reflected at their carrying amounts, the only adjustments that are made are to harmonize accounting policies.

The financial information in the consolidated financial statements in respect of prior periods are restated as if the business combination had occurred from the beginning of the preceding period in the consolidated financial statements, irrespective of the actual date of the combination. However, if a business combination had occurred after that date, the prior period information is restated only from that date.

The difference, if any, between the amount recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to capital reserve and presented separately from other capital reserves with disclosure of its nature and purpose in the notes.

2.6 Property, Plant and Equipment

Recognition and Measurement

Property, Plant and Equipment is recognized when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

Property, Plant and Equipment stated at cost less accumulated depreciation and accumulated impairment losses, if any. The initial cost of an asset comprises its purchase price, non-refundable purchase taxes and any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management, the initial estimate of any decommissioning obligation, if any, and, for assets that necessarily take a substantial period of time to get ready for their intended use, finance costs. The purchase price is the aggregate amount paid and the fair value of any other consideration given to acquire the asset.

If significant parts of an item of Property, Plant and Equipment have different useful lives, then those are accounted as separate items (major components) of Property, Plant and Equipment. The carrying amount of any component accounted as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to Statement of Profit or Loss during the reporting period in which they are incurred.

Store and spares which meets the definition of Property, Plant and Equipment and satisfy the recognition criteria as per Ind AS 16 are capitalized as Property, Plant and Equipment.

Freehold land is carried at historical cost less impairment loss, if any.

Derecognition

The carrying amount of an item of Property, Plant and Equipment is de-recognized upon disposal or when no future economic benefit is expected to arise from its continued use. Any gain or loss arising on the de-recognition of an item of Property, Plant and Equipment is determined as the difference between the net disposal proceeds and the carrying amount of the item and is recognized in Statement of Profit or Loss. Gain or loss arising from de-recognition of an intangible are recognized in Statement of Profit or Loss when asset is derecognized.

2.7 Capital Work-in-progress

Property, plant and equipment which are not ready for intended use on the date of Balance Sheet are disclosed as capital work-in-progress. It is carried at cost, less any recognized impairment loss. Such properties are classified and capitalized to the appropriate categories of Property, Plant and Equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

2.8 Depreciation

Depreciation on Property, Plant and Equipment is provided on the Straight-Line Method in accordance with requirements prescribed under Schedule II to the Act. The Group has assessed the estimated useful lives of its Property, Plant and Equipment and has adopted the useful lives and residual value as prescribed.

Freehold land is not depreciated.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, and changes, if any, are accounted prospectively.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

Depreciation is calculated on a straight-line basis over the estimated useful life of the assets as follows:

Asset Category	Useful life (Number of Years)
Buildings	30
Plant and Machinery	15
Furniture and Fixtures	10
Office Equipments	05
Vehicles	08
Computers	03

Items of Property, Plant and Equipment costing up to ₹ 5,000 are fully depreciated in the year of purchase or capitalization.

Depreciation for assets purchased or sold during the period is charged on a pro-rata basis.

The Group depreciates significant components of the main asset (which have different useful lives as compared to the main asset) based on the individual useful life of those components. Useful life for such components of Property, Plant and Equipment is assessed based on the historical experience and internal technical inputs.

2.9 Intangible Assets

Recognition and Measurement

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any.

Amortization

Intangible assets with finite useful lives are amortized on straight line basis over their economic useful life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The estimated useful life and amortization method are reviewed at the end of each reporting period, and any changes, if any, are accounted prospectively.

Derecognition of intangible assets

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognized in statement of profit and loss when the asset is derecognized.

Goodwill

Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortized but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, which in our case are the operating segments.

2.10 Impairment of assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible, intangible assets and investment in subsidiary, associate and joint-venture to determine whether there is any indication that those assets may be impaired and also whether there is any indication of reversal of impairment loss recognized in previous periods. If any such indication exists, the recoverable amount is estimated, and impairment loss, if any, is recognized and the carrying amount is reduced to its recoverable amount. Recoverable amount is the higher of the value in use or fair value less cost to sell, of the asset or cash generating unit, as the case may be. Recoverable amount is determined for individual assets, unless asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs.

In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

An impairment loss is recognized immediately in the Statement of Profit or Loss. When impairment subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount,

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

but upto the amount that would have been determined, had no impairment loss been recognized for that asset or cash generating unit. A reversal of an impairment loss is recognized immediately in the Statement of Profit or Loss.

2.11 Inventories

Inventories are valued as follows:

Raw materials, components and stores and spares:

At lower of cost and net realizable value. Cost of inventory comprises all costs of purchases, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition and is determined on a moving weighted average cost basis. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

Work-in-progress:

At lower of cost and net realizable value. Cost for this purpose includes material, labour and appropriate allocation of overheads including depreciation. Cost is determined on a weighted average basis.

Finished goods:

At lower of cost and net realizable value. Cost for this purpose includes material, labour, and appropriate allocation of overheads. Cost is determined on a weighted average basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale. Provision for obsolescence is determined based on management's assessment and is charged to the Consolidated Statement of Profit and Loss.

2.12 Financial Instruments

Financial assets and Financial liabilities are recognized when the Group becomes a party to the contractual provisions of the instruments.

Initial Recognition Financial Assets and Financial Liabilities:

Financial assets and Financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at Fair Value through Profit or Loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate,

on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized in the Statement of Profit or Loss. Since, trade receivables do not contain significant financing component they are measured at transaction price.

Classification and Subsequent Measurement: Financial Assets

The Group classifies financial assets as subsequently measured at amortized cost, fair value through other comprehensive income (FVTOCI) or fair value through profit or loss (FVTPL) on the basis of following:

- the entity's business model for managing the financial assets; and
- the contractual cash flow characteristics of the financial assets.

Amortized Cost:

A financial asset shall be classified and measured at amortized cost, if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

FVTOCI:

A financial asset is classified and measured at FVTOCI if both of the following conditions are met:

- It is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses and interest revenue which are recognized in profit and loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

FVTPL:

A financial asset shall be classified and measured at FVTPL unless it is measured at amortized cost or at FVTOCI.

All recognized financial assets are subsequently measured in their entirety at either amortized cost or fair value, depending on the classification of the financial assets.

Trade receivables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method less provision/or impairment.

Classification and Subsequent Measurement: Financial liabilities:

The Group's financial liabilities include trade and other payables, loans and borrowing including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Financial Liabilities at FVTPL:

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL.

Gains or Losses on liabilities held for trading are recognized in the Statement of Profit or Loss.

Write-off:

The gross carrying amount of a financial asset is written off when there no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. The Group individually makes an assessment with respect to the timing and amount of write-off based on whether there is a reasonable expectation of recovery. The Group expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

2.13 Other Financial Liabilities:

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortized cost using the effective interest method.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts)

through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

2.14 Impairment of financial assets:

The Group recognizes loss allowance using expected credit loss model for financial assets which carried at amortized cost. Expected credit losses are weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at original effective rate of interest.

For Trade Receivables, the Group uses the simplified approach permitted by Ind AS 109 Financial Instruments which requires expected life time losses to be recognized from initial recognition of receivables.

2.15 Derecognition of financial assets:

The Group derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized in other comprehensive income and accumulated in equity is recognized in profit or loss if such gain or loss would have otherwise been recognized in profit or loss on disposal of that financial asset.

On derecognition of a financial asset other than in its entirety (e.g. when the Group retains an option to repurchase part of a transferred asset), the Group allocates the previous carrying amount of the financial asset between the part it continues to recognize under continuing involvement, and the part it no longer recognizes on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

allocated to the part that is no longer recognized and the sum of the consideration received for the part no longer recognized and any cumulative gain or loss allocated to it that had been recognized in other comprehensive income is recognized in profit or loss if such gain or loss would have otherwise been recognized in profit or loss on disposal of that financial asset. A cumulative gain or loss that had been recognized in other comprehensive income is allocated between the part that continues to be recognized and the part that is no longer recognized on the basis of the relative fair values of those parts.

2.16 Financial liabilities and equity instruments:

- **Classification as debt or equity:**

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

- **Equity instruments:**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

Equity instruments issued by a Group are recognized at the proceeds received.

2.17 Derecognition of financial liabilities:

The Group derecognizes a financial liability when its contractual obligations are discharged or cancelled or expired. The Group also derecognizes a financial liability when its terms are modified and the cash flows under the modified terms are substantially different.

2.18 Offsetting financial Instruments:

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counter party.

2.19 Cash and Cash Equivalent

Cash and Cash Equivalent in the Balance Sheet Comprises of cash at bank and on hand and short-term deposit with an original deposit of three months or less, which are subject to an insignificant risk of change in value.

For the purpose of presentation in the Statement of Cash Flows, cash and cash equivalents include cash on hand, cash at banks, other short-term deposits as defined above, bank overdraft, and short term highly liquid investments that are readily convertible into cash and which are subject to an insignificant risk of changes in value.

2.20 Employee Stock Option Plan (ESOP)

Equity settled share-based payments to employees and other providing similar services are measured at fair value of the equity instruments at grant date.

The fair value determined at the grant date of the equity-settled share-based payment is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity.

At the end of each reporting period, the Group revises its estimates of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any is, recognized in Statement of Profit and Loss such that the cumulative expenses reflects the revised estimate, with a corresponding adjustment to the shared option outstanding account.

No expense is recognized for options that do not ultimately vest because non market performance and/or service conditions have not been met.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

2.21 Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2.22 Provisions, Contingent Liabilities and Contingent Assets

Provisions

Provision is recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of obligation. Provision is not recognized for future operating losses.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

Provisions are made at the management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. If the effect of the time value of money is material, the amount of provision is discounted using an appropriate pre-tax rate that reflects current market assessments of the time value of money and, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent Liability

A Contingent liability is disclosed in case of a present obligation arising from past events, when it is either not probable that an outflow of resources will be required to settle the obligation, or a reliable estimate of the amount cannot be made. A Contingent Liability is also disclosed when there is a possible obligation arising from past events, unless the probability of outflow of resources are remote.

Contingent Asset

Contingent Assets are not recognized but where an inflow of economic benefits is probable, contingent assets are disclosed in the financial statements. Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

2.23 Revenue Recognition

i. Revenue from contracts with customers

The Group derives revenues primarily from sale of products and services. Revenue from sale of goods is recognized net of returns and discounts.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Group as part of the contract.

To recognize revenues, the Group applies the following five step approach

- a. Identify the contract with a customer;
- b. Identify the performance obligations in the contract;
- c. Determine the transaction price;
- d. Allocate the transaction price to the performance obligations in the contract; and

- e. Recognize revenues when a performance obligation is satisfied.

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties.

ii. Trade Receivables

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

2.24 Recognition of Dividend Income and Interest Income

i. Interest income

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of that financial asset.

ii. Dividends

Dividend income from investments is recognized when the Group's right to receive dividend is established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably which is generally when shareholders approve the dividend.

2.25 Foreign Currency Transactions

On initial recognition, transactions in foreign currencies are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary items that are measured at historical cost denominated in a foreign currency are translated using the exchange rate as at the date of initial transaction. Exchange differences on monetary items are recognized in the Statement of Profit or Loss account in the period in which they arise.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

2.26 Employee Benefits

Short-term employee benefits:

Employee benefits such as salaries, wages, short term Compensated Absences, expected cost of bonus and ex-gratia falling due wholly within twelve months of rendering the service are classified as short-term employee benefits and are recognized as an expense at the undiscounted amount in the Statement of Profit or Loss of the year in which the related service is rendered.

Long-term employee benefits:

- **Defined Contribution Plan:**

Provident and Family Pension Fund

The eligible employees of the Group are entitled to receive post-employment benefits in respect of provident and family pension fund, in which both employees and the Group make monthly contributions at a specified percentage of the employees' eligible salary. The contributions are made to the Provident Fund Account under the Employees' Provident Fund and Misc. Provisions Act, 1952. Provident Fund and Family Pension Fund are classified as Defined Contribution Plans as the Group has no further obligations beyond making the contribution. The Group's contributions to Defined Contribution Plan are charged to the Statement of Profit or Loss as incurred.

Superannuation fund

The superannuation fund benefits are administrated by a Trust formed for this purpose through the Group scheme of Life Insurance Corporation of India. The Group's contribution to superannuation fund are charged to the Statement of Profit or Loss as paid.

- **Defined Benefit Plan:**

Gratuity

In accordance with applicable Indian laws, the Group provides for gratuity, a defined benefit retirement plan ("Gratuity Plan") covering all employees. The Gratuity Plan provides a lump sum payment to vested employees, at retirement or death while in employment or termination of employment, an amount based on the respective employee's last drawn salary and the years of employment with the Group. Vesting occurs upon completion of five years of service. Liability with regard to Gratuity Plan is accrued based on actuarial valuation at the Balance Sheet date, carried out by an independent actuary.

The Group makes contribution to the Group Gratuity Scheme with SBI Life Insurance Company Limited based on an independent actuarial valuation made at the year-end.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in Other Comprehensive Income. They are included in retained earnings in the Statement of Changes in Equity and in the Balance Sheet.

2.27 Compensated Absences

The liabilities for leave are not expected to be settled wholly within twelve months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The Group provides for the encashment of absence or absence with pay based on policy of the Group in this regard. The employees are entitled to accumulate such absences subject to certain limits, for the future encashment or absence. The Group records an obligation for Compensated Absences in the period in which the employee renders the services that increases this entitlement. The Group measures the expected cost of Compensated Absences as the additional amount that the Group expects to pay as a result of the unused entitlement that has accumulated at the Balance Sheet date on the basis of an independent actuarial valuation.

2.28 Taxes on Income

Current Tax

Tax on income for the current period is determined on the basis on estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments /appeals.

Current income tax relating to items recognized directly in equity is recognized in equity and not in the Statement of Profit or Loss.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

Deferred Tax

Deferred tax is provided using the Balance Sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside the Statement of Profit or Loss is recognized outside the Statement of Profit or Loss. Deferred tax items are recognized in correlation to the underlying transaction either in Other Comprehensive Income or directly in equity.

The break-up of the major components of the deferred tax assets and liabilities as at Balance Sheet date has been arrived at after setting off deferred tax assets and liabilities where the Group have a legally enforceable right to set-off assets against liabilities and where such assets and liabilities relate to taxes on income levied by the same governing taxation laws.

Minimum Alternate Tax

Minimum Alternate Tax ("MAT") credit is recognized as an asset only when and to the extent there is convincing evidence that the relevant members of the Group will pay normal income tax during the specified period. Such asset is reviewed at each reporting period end and the adjusted based on circumstances then prevailing.

MAT Credits are in the form of unused tax credits that are carried forward by the Group for a specified period of time, hence it is grouped with Deferred Tax Asset.

2.29 Leases

As a lessee

The Group, as a lessee, recognizes a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset.

The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Group has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any re-measurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset.

The Group measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate.

Short-term leases and leases of low-value assets

The Group has elected not to recognize right-of-use assets and lease liabilities for short-term leases that have a lease term ending within 12 months and The Group recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

As a lessor

A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership of an underlying asset. Lease income from operating leases where the Group is a lessor are recognized on either a straight-line basis or another systematic basis. The Group shall apply another systematic basis if that basis is more representative of the pattern in which benefit from the use of the underlying asset is diminished. The Group present underlying assets subject to operating

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

leases in its balance sheet according to the nature of the underlying asset.

2.30 Earnings Per Share

The basic earnings per share are computed by dividing the net profit attributable to the equity shareholders for the year by the weighted average number of equity shares outstanding during the reporting period. Diluted earnings per share is computed by dividing the net profit attributable to the equity shareholders, adjusted for after income tax effect of interest and other financing costs associated with dilutive potential equity shares for the year by the weighted average number of equity and dilutive equity equivalent shares outstanding during the year, except where the results would be anti-dilutive.

2.31 Share issue expenses

The Group incurs various costs in issuing or acquiring its own equity instruments. The transaction costs of an equity transaction are accounted for as a deduction from equity to the extent they are incremental costs directly attributable to the equity transaction that otherwise would have been avoided. The costs of an equity transaction that is abandoned are recognized as an expense in the statement of profit and loss.

2.32 Research and Development

Revenue expenditure on research and development is charged to Statement of Profit or Loss in the year in which it is incurred. Capital expenditure on research and development is considered as an addition to Property, Plant and Equipment / Intangible Assets.

2.33 Government Grants and Subsidies:

Government grants are not recognized until there is reasonable assurance that the Group will comply with the conditions attached to them and that the grants will be received.

Government grants are recognized in the Statement of Profit and Loss on a systematic basis over the years in which the Group recognizes as expenses the related costs for which the grants are intended to compensate or when performance obligations are met.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognized in Statement of Profit and Loss in the period in which they become receivable.

Government Grant relating to asset is reduced from the carrying value of the relevant assets. Such grant is then gets recognized in the Statement of Profit and Loss over the useful life of the depreciable asset by way of a reduced depreciation charge.

Government grants in the nature of export incentives are accounted for in the period of export of goods if the entitlements can be estimated with reasonable accuracy and conditions precedent to claim are reasonably expected to be fulfilled.

2.34 Use of Judgements, Estimates and assumptions

The preparation of the financial statements requires the management to make judgements, estimates and assumptions in the application of accounting policies and that have the most significant effect on reported amounts of assets, liabilities, incomes and expenses, and accompanying disclosures, and the disclosure of contingent liabilities. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The assumptions concerning the future and other major sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below:

Income taxes

Significant judgements are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions as also to determine the amount of deferred tax that can be recognized, based upon the likely timing and the level of future taxable profits. Also, Refer Note 38.

Property, Plant and Equipment/Intangible Assets

Property, Plant and Equipment/ Other Intangible Assets are depreciated / amortized over their estimated useful lives, after taking into account estimated residual value. The useful lives and residual values are based on the Group's historical experience with similar assets and

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

taking into account anticipated technological changes or commercial obsolescence. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation / amortization to be recorded during any reporting period. The depreciation / amortization for future periods is revised, if there are significant changes from previous estimates and accordingly, the unamortized / depreciable amount is charged over the remaining useful life of the assets.

Employee Benefit Plans

The cost of the defined benefit gratuity plan and other-post employment benefits and the present value of gratuity obligations and Compensated Absences are determined based on actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, attrition and mortality rates. Due to the complexities involved in the valuation and its long-term nature, these liabilities are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Impairment of Financial Assets

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

The Group reviews its carrying value of investments carried at amortized cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

Recoverability of Trade Receivables

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

Fair Value measurements 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 (Net Assets Value in case of units of Mutual Funds), their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Impairment of Assets

The Group has used certain judgements and estimates to work out future projections and discount rates to compute value in use of cash generating unit and to access impairment. In case of certain assets independent external valuation has been carried out to compute recoverable values of these assets.

Provisions

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

Financial Guarantee Contract

The Holding Company on case-to-case basis elects to account for financial guarantee contracts as financial instruments or as an insurance contract, as specified in Ind AS 109 on Financial Instruments and Ind AS 104 on Insurance Contracts. The Holding Company has regarded its financial guarantee contracts as insurance contracts on contract-by-contract basis. At the end of each reporting period the Group performs liability adequacy test, (i.e., it assesses the likelihood of a pay-out based on current undiscounted estimates of future cash flows) on financial guarantee contracts regarded as insurance contracts, and the deficiency is recognized in the Statement of Profit and Loss.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

3a. PROPERTY, PLANT & EQUIPMENT AND RIGHT OF USE ASSETS

(₹ in Lakhs)

Particulars	Land	Buildings	Plant and Machinery	Furniture and Fixtures	Office Equipments	Vehicles	Computers	Total	Right of Use Assets
Gross Block									
As at March 31, 2022	503.29	6,600.64	9,923.06	111.58	103.13	412.42	61.99	17,716.12	1,097.47
Additions	2.36	1,647.90	3,727.21	24.78	31.01	50.98	8.48	5,492.72	-
Disposals / Adjustments *	-	-	35.30	0.25	6.79	5.00	1.94	49.28	-
As at March 31, 2023	505.65	8,248.54	13,614.97	136.11	127.35	458.40	68.53	23,159.56	1,097.47
Additions	-	5,592.40	2,862.32	28.76	22.84	93.98	23.96	8,624.26	10.18
Acquisition through business combination	-	251.00	4.18	9.69	0.49	-	0.09	265.45	-
Disposals / Adjustments *	-	-	13.87	-	-	8.88	-	22.75	-
As at March 31, 2024	505.65	14,091.94	16,467.60	174.56	150.68	543.50	92.58	32,026.52	1,107.65
Accumulated Depreciation									
Up to March 31, 2022	-	1,283.19	4,942.92	42.34	56.47	199.61	42.44	6,566.97	273.48
Charge for the year	-	244.28	712.27	10.94	15.44	47.01	8.86	1,038.80	351.11
Withdrawal for Disposal / Adjustments	-	12.37	-	0.23	4.85	0.21	1.70	19.35	-
Up to March 31, 2023	-	1,515.10	5,655.19	53.05	67.06	246.41	49.60	7,586.42	624.59
Charge for the year	-	302.36	884.09	12.61	18.67	58.06	12.55	1,288.34	337.30
Withdrawal for Disposal / Adjustments	-	-	10.79	-	-	7.64	-	18.42	-
Up to March 31, 2024	-	1,817.46	6,528.49	65.66	85.73	296.83	62.15	8,856.34	961.89
Net Block									
Balance as at March 31, 2023	505.65	6,733.44	7,959.78	83.06	60.29	211.99	18.93	15,573.14	472.88
Balance as at March 31, 2024	505.65	12,274.48	9,939.11	108.90	64.95	246.67	30.43	23,170.18	145.76

*Disposals / Adjustments refers to Sale and discard of assets and Capital Subsidy received during the year adjusted against Plant and Machinery and Buildings.

Refer note 21 for information on Property, Plant and Equipment pledged as security of the group.

Refer note 42 for disclosure of contractual commitments for acquisition of Property, Plant and Equipment.

Refer note 40 for disclosure for Right of Use of assets which relates to Plant and Machinery, Vehicles and Office premises.

3b. Capital Work-in-Progress (CWIP)

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Opening Balance	6,130.79	5,543.01
Additions	3,255.33	5,522.92
Transfer to Property, Plant and Equipment	(5,462.55)	(4,935.14)
Closing Balance	3,923.57	6,130.79

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(i) Ageing Schedule as at March 31, 2024

(₹ in Lakhs)

Capital-Work-in Progress (CWIP)	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	3,299.29	264.88	93.67	265.73	3,923.57
Projects temporarily suspended	-	-	-	-	-

(ii) Ageing Schedule as at March 31, 2023

(₹ in Lakhs)

Capital Work In Progress (CWIP)	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	2,353.15	3,164.96	593.67	19.01	6,130.79
Projects temporarily suspended	-	-	-	-	-

4. OTHER INTANGIBLE ASSETS

(₹ in Lakhs)

Particulars	Software	Trademark & Copyrights	Goodwill	Total
Gross Block				
As at March 31, 2022	139.32	0.10	1,210.00	1,349.42
Additions	2.71	-	-	2.71
Disposals / Adjustments	-	-	-	-
As at March 31, 2023	142.03	0.10	1,210.00	1,352.13
Additions	6.07			6.07
Disposals / Adjustments				-
As at March 31, 2024	148.10	0.10	1,210.00	1,358.20
Accumulated Depreciation				
Up to March 31, 2022	46.43	0.05	-	46.48
Charge for the year	13.49	0.02	-	13.51
Withdrawal for Disposal / Adjustments				-
Up to March 31, 2023	59.92	0.07	-	59.99
Charge for the year	14.40	0.02		14.42
Withdrawal for Disposal / Adjustments				-
Up to March 31, 2024	74.32	0.09	-	74.41
Net Block				
Balance as at March 31, 2023	82.11	0.03	1,210.00	1,292.14
Balance as at March 31, 2024	73.78	0.01	1,210.00	1,283.79

Range of remaining period of amortization as at March 31, 2024 of Intangible assets is as below :

(₹ in Lakhs)

Intangible Assets	Less than 1 year	2-5 years	More than 5 years	Residual Value	Total
Software	14.92	49.08	2.40	7.38	73.78
Trademark & Copyrights	-	-	-	0.01	0.01

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

Range of remaining period of amortization as at March 31, 2023 of Intangible assets is as below :

(₹ in Lakhs)

Intangible Assets	Less than 1 year	2-5 years	More than 5 years	Residual Value	Total
Software	13.44	52.84	8.72	7.11	82.11
Trademark & Copyrights	0.02	-	-	0.01	0.03

5. INVESTMENTS : NON-CURRENT

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Quoted		
Investments In Equity Shares (Fully Paid up) (Measured at FVTOCI)		
66 (As at March 31, 2023: 66 shares) Equity Shares of Hindustan Unilever Limited of face value of ₹ 1 each	1.49	1.68
2,000 (As at March 31, 2023: 2,000 shares) Equity Shares of FDC Limited of face value of ₹ 1 each	8.50	5.13
9,400 (As at March 31, 2023: 9,400 shares) Equity Shares of Bank of Maharashtra Limited of face value of ₹ 10 each	5.86	2.33
1,656 (As at March 31, 2023: 1,656 shares) Equity Shares of Union Bank Limited of face value of ₹ 10 each	2.54	1.10
Unquoted		
Investments In Equity Instruments (Fully Paid up) (Measured at Cost)		
Joint Venture		
37,70,000 (As at March 31, 2023: 37,70,000) Equity Shares of Beyond Mango Private Limited of face value of ₹ 10 each	377.00	377.00
Associates		
4,900 (As at March 31, 2023: 4,900 shares) Equity Shares of Greentop Fresh and Frozen Foods Private Limited (Formerly known as Tri Global Foods Private Limited) of face value of ₹ 10 each	0.49	-
Investment in Equity Instruments of other companies (Fully Paid up) (Measured at FVTOCI)		
1,00,000 (As at March 31, 2023: 1,00,000 shares) Equity Shares of CIFCO Finance Limited of face value of ₹ 10 each	-	-
2,000 (As at March 31, 2023: 2,000 shares) Equity Shares of Western Foods Limited of face value of ₹ 10 each	-	-
6 (As at March 31, 2023: 6 shares) Equity Shares of Dravya Finance Limited of face value of ₹ 10 each	-	-
Total	395.89	387.24
Aggregate amount of Quoted Investments and Market Value thereof	18.39	10.24
Aggregate amount of Unquoted Investments	377.50	377.00
Aggregate value of Investments measured at FVTOCI	18.39	10.24

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

6. LOANS : NON-CURRENT

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Loan to staff		
Unsecured, considered good	20.82	11.90
Total	20.82	11.90

No amount is due from any of the directors or officers of the Company, severally or jointly with any other person; or from firms where such director is a partner or from private companies where such director is a member.

7. OTHER NON-CURRENT FINANCIAL ASSETS

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Security Deposits		
Unsecured, considered good	867.55	702.86
Term Deposits* (Originally Maturity for more than Twelve months)	199.71	273.21
Total	1,067.26	976.07

*Out of the above, Term Deposit of ₹ 30.77 Lakhs (As at March 31, 2023 ₹ 29.43 Lakhs) is pledged as collateral in respect of secured loan taken from banks (Refer Note 24.4)

8. DEFERRED TAX ASSETS (NET)

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Deferred tax Assets		
Property, Plant and Equipment	1.27	2.69
Expenses allowable for tax purpose on payment basis	25.85	-
Other temporary difference / unutilized tax assets	3.50	2.09
Total Deferred tax Assets	30.62	4.78
Less:		
Deferred tax Liabilities	-	-
Total	30.62	4.78

Refer Note 23 for reconciliation of deferred tax (assets) / liabilities.

9. OTHER NON-CURRENT ASSETS

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Capital Advances	738.76	751.00
Prepayments	14.20	24.44
Total	752.96	775.44

No amount is due from any of the directors or officers of the Company, severally or jointly with any other person; or from firms where such director is a partner or from private companies where such director is a member.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

10. INVENTORIES

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Raw Materials	1,430.69	1,072.97
Packing materials	7,122.40	6,936.39
Work-in-progress	1,503.79	1,321.98
Finished goods	28,329.42	23,870.82
Add: Goods-in-transit	46.60	81.13
	28,376.02	23,951.95
Total	38,432.90	33,283.29

The inventories have been pledged as security for borrowings (Refer Note 24.1 and 24.2).

11. INVESTMENTS : CURRENT

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Quoted		
Investments In Equity Shares (Measured at FVTOCI)		
NIL (As at March 31, 2023: 1,600 shares) Equity Shares of Parag Milk Foods Limited of face value of ₹ 10 each	-	1.16
26 (As at March 31, 2023: 26 shares) Equity Shares of Tasty Bite Eatables Limited of face value of ₹ 10 each	3.22	2.09
150 (As at March 31, 2023: 150 shares) Equity Shares of Varun Beverages Limited of face value of ₹ 10 each	4.20	2.08
9 (As at March 31, 2023: 9 shares) Equity Shares of Hindustan Unilever Limited of face value of ₹ 1 each	0.20	0.23
Unquoted		
Investments in Mutual Funds (Measured at FVTPL)		
NIL units (As at March 31, 2023: 99,852.211 units) Union Medium duration Fund Regular, Growth	-	10.90
59,845.949 units (As at March 31, 2023: 59,845.949 units) SBI short term Debt fund Regular, Growth	17.39	16.24
1,49,982.501 units (As at March 31, 2023: NIL units) Union Business Cycle Fund Regular Growth	15.16	-
56,31,712.895 units (As at March 31, 2023: 56,31,712.895 units) SBI Corporate Bond and Regular Growth	788.59	735.73
Total	828.76	768.43
Aggregate value of Quoted Investments and market value, thereof	7.62	5.56
Aggregate value of Investments measured at FVTPL	821.14	762.87
Aggregate value of Investments measured at FVTOCI	7.62	5.56

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

12. TRADE RECEIVABLES

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Secured, Considered Good	-	-
Unsecured, Considered Good	17,542.17	15,039.11
Unsecured, Credit impaired	330.22	463.88
Less: Allowance for credit impaired receivable	(330.22)	(463.88)
Total	17,542.17	15,039.11

The receivables have been pledged as security for borrowings (Refer Note 24.1 and 24.2)

No amount is due from any of the directors or officers of the Company, severally or jointly with any other person; or from firms where such director is a partner or from private companies where such director is a member except ₹ Nil (As at March 31, 2023, ₹ 226.03 Lakhs) due from associate company.

Trade Receivable ageing as at March 31, 2024

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months to 1 year	1 to 2 Years	2 to 3 Years	More than 3 years	Total
(i) Undisputed - considered good	16,577.80	964.37	-	-	-	17,542.17
(ii) Undisputed Trade Receivable which have significant increase in Credit Risk.	-	-	-	-	-	-
(iii) Undisputed - credit impaired	-	50.53	100.54	36.62	142.53	330.22
(iv) Disputed - considered good	-	-	-	-	-	-
(v) Disputed - credit impaired	-	-	-	-	-	-
Total	16,577.80	1,014.90	100.54	36.62	142.53	17,872.39

Trade Receivable ageing as at March 31, 2023

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months to 1 year	1 to 2 Years	2 to 3 Years	More than 3 years	Total
(i) Undisputed - considered good	14,877.05	81.56	80.50	-	-	15,039.11
(ii) Undisputed Trade Receivable which have significant increase in Credit Risk.	-	-	-	-	-	-
(iii) Undisputed - credit impaired	-	-	187.04	78.39	198.44	463.88
(iv) Disputed - considered good	-	-	-	-	-	-
(v) Disputed - credit impaired	-	-	-	-	-	-
Total	14,877.05	81.56	267.54	78.39	198.44	15,502.99

Trade Receivable from Related Parties

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Related Parties (Refer Note 45)	14.57	241.22
Less : Allowance for credit impaired receivable	-	(215.81)
Total	14.57	25.41

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

13. CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Balances with Banks		
Current Accounts	1,531.60	1,211.20
Cheques on hand	0.50	-
Cash on hand	15.31	20.13
Total	1,547.41	1,231.33

14. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Unclaimed Dividend Accounts #	10.54	8.49
Margin money with banks *(original maturity for more than three months but less than twelve months)	2,161.89	314.17
Term Deposit (original maturity for more than three months but less than twelve months)	12.15	178.43
Earmarked Balances with Banks #	135.06	0.14
Total	2,319.64	501.23

*Marked as lien in favour of bank

#Earmarked Balances

15. LOANS : CURRENT

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Inter-Corporate Deposit*		
Unsecured, Considered good		
- Related Parties	785.64	532.67
- Others	1,300.00	151.95
Loans to Staff		
Unsecured, Considered good	38.04	29.35
Total	2,123.68	713.97

No amount is due from any of the directors or officers of the Company, severally or jointly with any other person; or from firms where such director is a partner or from private companies where such director is a member.

* The Company has given unsecured Inter-Corporate Deposit carrying interest at the rate of 8% to 12% per annum for general corporate purpose.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

16. OTHER FINANCIAL ASSETS

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Security Deposits	12.93	11.24
Derivative Assets	219.09	-
Accrued Interest on Fixed Deposits/ICD	439.81	413.94
Advance to Related Parties	36.29	39.97
Less: Provision for Impairment	(36.04)	(36.04)
	0.25	3.93
Advance to others	-	7.05
Total	672.08	436.16

No amount is due from any of the directors or officers of the Company, severally or jointly with any other person; or from firms where such director is a partner or from private companies where such director is a member.

17. CURRENT TAX ASSETS (NET)

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Advance Taxes (net of provision)	1,012.35	850.78
Total	1,012.35	850.78

18. OTHER CURRENT ASSETS

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Advances other than capital advances		
Unsecured and considered good		
Advances to Suppliers	6,965.47	1,873.87
Advances to Employees	20.25	19.44
Advances to Other Parties	1.08	44.66
Others		
Export Benefits Receivable	30.97	146.78
Balance with Statutory Authorities	299.75	483.47
Prepayments	133.99	107.29
Total	7,451.51	2,675.51

No amount is due from any of the directors or officers of the Company, severally or jointly with any other person; or from firms where such director is a partner or from private companies where such director is a member except ₹ Nil (As at March 31, 2023 ₹ 36.62 Lakhs) as Loan to Key Managerial Person.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

19. EQUITY SHARE CAPITAL

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Authorised Share Capital		
16,00,00,000 (As at March 31, 2023: 16,00,00,000) Equity shares of ₹ 1/- par value	1,600.00	1,600.00
3,00,000 (As at March 31, 2023: 3,00,000) Redeemable Preference shares of ₹ 100/- par value*	300.00	300.00
Total Authorised Share Capital	1,900.00	1,900.00
Issued, Subscribed and Paid up Share Capital		
5,67,63,653 (As at March 31, 2023: 5,09,38,260) Equity shares of ₹ 1/- par value	567.64	509.38
Total Issued, Subscribed and Paid up Share Capital	567.64	509.38

*Preference Shares included within the authorised share capital are for disclosure purposes and have not yet been issued.

19.1 Reconciliation of the number of shares outstanding :

Particulars	As at March 31,			
	2024		2023	
	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs
Equity Shares at the beginning of the year	5,09,38,260	509.38	5,03,38,260	503.38
Add : Shares issued against conversion of warrants (Refer Note 19.2(ii))	55,61,740	55.62	6,00,000	6.00
Add : ESOP shares issued during the year	2,63,653	2.64	-	-
Equity Shares at the end of the year	5,67,63,653	567.64	5,09,38,260	509.38

19.2 Rights, preferences and restrictions :

- The Company has only one class of shares referred to as Equity Shares having par value of ₹ 1 Each holder of Equity Shares is entitled to one vote per share.
- Preferential Issue
Pursuant to the approval of the shareholders, the Company had issued 2,21,61,749 warrants of ₹ 95 on December 17, 2022 to be converted into fully paid equity shares of the Company in the ratio of 1:1 within 18 months from the date of the allotment at the option of the warrant holders. The warrant holders have paid 30% of the issue price on allotment and balance 70% is required to be paid on or before exercising the option. As on March 31, 2024, the Company, upon receipt of balance 70% of the issue price (i.e. ₹ 66.50 per warrant) for 61,61,740 warrants has allotted equal number of fully paid-up equity shares against conversion of said warrants exercised by the warrant holders.
- In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the shareholders.

19.3 Dividend

The Board of Directors in their meeting held on May 17, 2024, have proposed a final dividend of ₹ 0.30 per equity share (Previous year ₹ 0.50 per Equity Share) for the financial year ended March 31, 2024. The proposal is subject to the approval of the shareholders at the Annual General meeting to be held on September, 2024.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

19.4 Details of shares held by shareholders holding more than 5% of the aggregate equity shares in the Company :

Name of the Shareholder	As at March 31,			
	2024		2023	
	No. of Shares	% held	No. of Shares	% held
1. Mr. Raymond Simkins	64,26,660	11.32	64,26,660	12.62
2. AEON Trading LLP	61,61,740	10.86	6,00,000	1.18
3. Western Press Private Limited	34,13,500	6.01	34,51,000	6.77
4. Mrs. Pallavi Dhupelia	31,37,436	5.53	83,16,309	16.33
5. Hi Tech Chemicals Limited	30,22,430	5.32	-	-

19.5 Disclosure of Shareholding of Promoters as at March 31, 2024 is as follows:

Category	Promoter Name	Shares held by promoters				% Change during the year
		As at March 31,				
		2024		2023		
		No. of shares	% of total share	No. of shares	% of total share	
Promoter	Pallavi Dhupelia*	-	-	83,16,309	16.33	(16.33)
Promoter Group	Rekha Dalal	22,51,500	3.97	22,51,500	4.42	(0.45)
Promoter Group	Satyen Dalal	5,02,790	0.89	5,02,790	0.99	(0.10)
Promoter	Milan Dalal	17,02,250	3.00	17,02,250	3.34	(0.34)
Promoter Group	Veena Dalal	10,52,250	1.85	10,52,250	2.07	(0.22)
Promoter Group	Asim Dalal	6,90,500	1.22	6,90,500	1.36	(0.14)
Promoter Group	Aditi Dalal	4,78,500	0.84	4,78,500	0.94	(0.10)
Promoter Group	Devdut Dalal	1,26,000	0.22	1,26,000	0.25	(0.03)
Promoter Group	Avanti Dalal	10,000	0.02	10,000	0.02	-
Promoter Group	Gaurika Dalal	42,000	0.07	4,500	0.01	0.06
Promoter Group	Ameya Dhupelia*	-	-	4,470	0.01	(0.01)
Promoter Group	Bhupendra Champaklal Dalal	1,000	-	1,000	0.00	-
Promoter Group	Western Press Private Limited	34,13,500	6.01	34,51,000	6.77	(0.76)
Promoter Group	Cifco Limited	6,50,550	1.15	6,50,550	1.28	(0.13)
Promoter Group	Satyajyoti Holdings Private Limited	2,88,000	0.51	2,88,000	0.57	(0.06)
Promoter Group	MPIL Corporation Limited	4,75,000	0.84	2,46,360	0.48	0.36
	Total	1,16,83,840	20.59	1,97,75,979	38.84	(18.25)

*Promotor Group upto February 1, 2024

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

Disclosure of Shareholding of Promoters as at March 31, 2023 is as follows:

Category	Promoter Name	Shares held by promoters				% Change during the year
		As at March 31,				
		2023		2022		
		No. of shares	% of total share	No. of shares	% of total share	
Promoter	Pallavi Dhupelia	83,16,309	16.33	1,00,00,450	19.87	(3.54)
Promoter Group	Rekha Dalal	22,51,500	4.42	22,51,500	4.47	(0.05)
Promoter Group	Satyen Dalal	5,02,790	0.99	18,02,790	3.58	(2.59)
Promoter	Milan Dalal	17,02,250	3.34	17,02,250	3.38	(0.04)
Promoter Group	Veena Dalal	10,52,250	2.07	10,52,250	2.09	(0.02)
Promoter Group	Asim Dalal	6,90,500	1.36	6,90,500	1.37	(0.01)
Promoter Group	Aditi Dalal	4,78,500	0.94	4,78,500	0.95	(0.01)
Promoter Group	Devdut Dalal	1,26,000	0.25	1,26,000	0.25	-
Promoter Group	Avanti Dalal	10,000	0.02	10,000	0.02	-
Promoter Group	Gaurika Dalal	4,500	0.01	4,500	0.01	-
Promoter Group	Ameya Dhupelia	4,470	0.01	4,470	0.01	-
Promoter Group	Bhupendra Champaklal Dalal	1,000	0.00	1,000	0.00	-
Promoter Group	Western Press Private Limited	34,51,000	6.77	34,51,000	6.86	(0.09)
Promoter Group	Cifco Limited	6,50,550	1.28	6,50,550	1.29	(0.01)
Promoter Group	Satyajyoti Holdings Private Limited	2,88,000	0.57	2,88,000	0.57	-
Promoter Group	MPIIL Corporation Limited	2,46,360	0.48	2,46,360	0.49	(0.01)
	Total	1,97,75,979	38.84	2,27,60,120	45.21	(6.37)

20. OTHER EQUITY

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Capital Reserves	308.18	308.18
Securities Premium (Refer Note 19.2 (ii))	8,168.95	2,670.43
General Reserve	2,223.15	2,233.44
Share Options Outstanding Account (Refer Note 49)	534.21	403.68
Retained Earnings	22,355.05	18,962.51
Equity Instruments through Other Comprehensive Income	13.68	1.12
Foreign Currency Translation Reserve	0.54	0.54
Money Received Against Share Warrants (Refer Note 19.2 (ii))	5,560.00	6,145.10
Share Application Money Pending Allotment	124.39	-
Total	39,288.15	30,725.00

Description of the nature and purpose of Other Equity

Capital Reserve: Capital reserve represents capital surplus and not normally available for distribution as dividend. Capital Reserve amount represents amount transferred on forfeiture of equity shares during F.Y. 1987-1988 and also on accounts of merger of Company's wholly own subsidiary Finns Frozen Foods (India) Limited.

Securities Premium: Securities Premium is used to record the premium received on issue of shares. The Transaction cost incurred towards issue of preferential allotment of warrant convertible into Equity shares (Share Issue Expenses) has been reduced from the proceeds of Securities Premium received during the previous year. In case of equity-settled share based payment transactions, the difference between fair value on grant date and nominal value of share is accounted as securities premium. It is utilized in accordance with the provisions of the Companies Act, 2013.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

General Reserve: The General Reserve comprises of transfer of profits from retained earnings for appropriation purposes. The reserve can be distributed/utilized by the Company in accordance with the Companies Act, 2013.

Share Options Outstanding Account: The Share options outstanding account is used to record the fair value of equity-settled share based payment transactions with employees. The amounts recorded in share options outstanding account are transferred to securities premium upon exercise of stock options and transferred to general reserve on account of stock options not exercised by employees.

Retained Earnings: Retained Earnings are the profits that the Company has earned till date and is net of amount transferred to other reserves such as general reserves etc., amount distributed as dividends and adjustments on account of transition to Ind AS.

Equity instrument through other comprehensive income: The fair value change of the equity instruments measured at fair value through other comprehensive income is recognized in Equity instruments through Other Comprehensive Income.

Money Received Against Share Warrants: Application money received from warrant holders comprises of the convertible warrants into equity shares, allotted to warrant holders upon receipt of 30% of the consideration amount pursuant to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Share Application money pending allotment: The share application money pending allotment pertains to the funds received from employees of the Company for the issuance of Equity Shares under ESOP Scheme . These funds will be transferred to the share capital and securities premium accounts upon the completion of the allotment process.

21. BORROWINGS : NON-CURRENT

Particulars	(₹ in Lakhs)	
	As at March 31,	
	2024	2023
Secured		
Term Loans		
From Banks	3,414.24	2,443.07
From Financial Institutions	5,802.80	3,867.58
Vehicle Loans		
From Banks	34.88	-
From Financial Institutions	26.17	27.11
	9,278.09	6,337.76
Less : Disclosed under Borrowings-Current (Refer Note 24.8)		
Current maturities of non-current borrowings	1,331.50	820.51
Total	7,946.59	5,517.25

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

Nature of Security and Terms of Repayment of Long-term Borrowings (including of those Current maturities shown in Note 24) :

Nature of Security	(₹ in Lakhs)	
	As at March 31,	
	2024	2023
TERM LOANS		
From Banks:		
a. Term Loan availed from State Bank of India ₹ 2,400.00 Lakhs @ 9.45 % p.a. repayable in 72 equated monthly installments commencing from March, 2022	1,038.28	1,731.80
Primary Security:		
Exclusive First Charge on movable and immovable assets of the Company along with Land at Vankal situated at Valsad both present and future procured/to be procured out of this term loan		
b. Term Loan availed from HDFC Bank ₹ 325.00 Lakhs @ 9.46 % p.a. repayable in 60 equated monthly installments commencing from March, 2022	212.87	269.79
Primary Security:		
Exclusive First Charge on the assets created out of Term Loan at Gonde both present and future procured/to be procured out of this term loan		
c. Term Loan availed from HDFC Bank ₹ 390.00 Lakhs @ 9.46 % p.a. repayable in 48 equated monthly installments commencing from February, 2022	246.82	319.23
Primary Security:		
Exclusive First Charge on the assets created out of Term Loan at Gonde both present and future procured/to be procured out of this term loan		
d. Term Loan availed from HDFC Bank ₹ 187.50 Lakhs @ 9.46 % p.a. repayable in 48 equated monthly installments commencing from February, 2022	81.17	122.25
Primary Security:		
Exclusive First Charge on the assets created out of Term Loan at Gonde both present and future procured/to be procured out of this term loan		
e. Term Loan availed from Bank of Maharashtra ₹ 500.00 Lakhs @ 9.60 % p.a. repayable in 57 equated monthly installments commencing from May, 2024	504.08	-
Primary Security:		
Exclusive First Charge on the assets created out of Term Loan at Vankal both present and future procured/to be procured out of this term loan		
f. Term Loan availed from State Bank of India ₹ 1,457.00 Lakhs @ 9.40 % p.a. repayable in 60 equated monthly installments commencing from October, 2023	1,331.03	-
Primary Security:		
Exclusive First Charge on movable and immovable assets of the Company alongwith Land at Vankal situated at Valsad both present and future procured/to be procured out of this term loan		
From Financial Institutions:		
a. Term Loan availed from Mahindra and Mahindra Financial Services Limited of ₹ 750.00 Lakhs @ 11.15 % p.a. repayable in 51 equated monthly instalments commencing from February, 2022	414.54	575.99
Primary Security:		
Exclusive First Charge on the asset of the Company procured out of this Term Loan		

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

Nature of Security	(₹ in Lakhs)	
	As at March 31,	
	2024	2023
b. Term Loan availed from Mahindra and Mahindra Financial Services Limited of ₹ 750.00 Lakhs @ 11.15 % p.a. repayable in 51 equated monthly instalments commencing from February, 2022	417.36	582.06
Primary Security:		
Exclusive First Charge on the asset of the Company procured out of this Term Loan		
c. Term Loan availed from Siemens Financial Services Private Limited of ₹ 2,233.47 Lakhs @ 11.25% p.a. repayable in 84 equated monthly instalments commencing from October, 2022	1,890.16	2,155.87
Primary Security:		
Exclusive First Charge on the asset of the Company procured out of this Term Loan		
d. Working Capital Term Loan availed from Mahindra and Mahindra Financial Services Limited of ₹ 500.00 Lakhs @ 10.75% p.a. repayable in 48 equated monthly instalments commencing from March, 2023	383.73	489.84
Primary Security:		
Exclusive First Charge on the asset of the Company procured out of this Term Loan		
e. Working Capital Term Loan availed from Mahindra and Mahindra Financial Services Limited of ₹ 212.00 Lakhs @ 10.95% p.a. repayable in 61 equated monthly instalments commencing from March, 2023	185.11	53.25
Primary Security:		
Exclusive First Charge on the asset of the Company procured out of this Term Loan		
f. Term Loan availed from Bajaj Finance Limited of ₹ 2,500.00 Lakhs @ 9.45 % p.a. repayable in 59 equated monthly instalments commencing from December, 2023	2,433.60	-
Primary Security:		
Exclusive First Charge on the asset of the Company procured out of this Term Loan		
g. Working Capital Term Loan availed from Mahindra and Mahindra Financial Services Limited of ₹ 150.00 Lakhs @ 10.10% p.a. repayable in 36 equated monthly instalments.	78.29	-
Primary Security:		
Exclusive First Charge on the asset of the subsidiary procured out of this Term Loan		
VEHICLE LOANS		
From Banks:		
a. Vehicle Loan availed from HDFC Bank Limited of ₹ 24.00 Lakhs @ 8.72% p.a. repayable in 60 equated monthly instalments commencing from July, 2023 is secured against the specified car	21.02	-
b. Vehicle Loan availed from HDFC Bank Limited of ₹ 16.08 Lakhs @ 8.87% p.a. repayable in 60 equated monthly instalments commencing from June, 2023 is secured against the specified car	13.87	-

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(₹ in Lakhs)

Nature of Security	As at March 31,	
	2024	2023
From Financial Institutions:		
a. Vehicle Loan availed from Kotak Mahindra Prime Limited of ₹ 13.71 Lakhs @ 9.93% p.a. repayable in 59 equated monthly instalments commencing from September, 2019 is secured against the specified car	1.15	4.38
b. Vehicle Loan availed from Kotak Mahindra Prime Limited of ₹ 18.00 Lakhs@ 8.09% p.a. repayable in 36 equated monthly instalments commencing from April, 2022 is secured against the specified car	6.46	12.42
c. Vehicle Loan availed from Kotak Mahindra Prime Limited of ₹ 20.01 Lakhs @ 8.90% p.a. repayable in 60 equated monthly instalments commencing from November, 2023 is secured against the specified car	18.55	-
Total	9,278.09	6,316.88
Add: Loans fully repaid in current year	-	20.88
Total	9,278.09	6,337.76

Assets pledged as security

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Current		
Receivables	17,519.93	14,913.91
Inventories	38,432.90	33,283.29
Total (A)	55,952.83	48,197.20
Non-current		
Land	505.65	505.65
Buildings	12,023.47	6,733.41
Plant and Machinery	9,934.67	7,881.21
Furniture and Fixtures	99.70	78.48
Office Equipments	64.82	58.42
Vehicles	246.67	202.05
Computers	30.34	17.54
Fixed Deposits with Bank	130.77	29.03
Total (B)	23,036.09	15,505.79
Total (A+B)	78,988.92	63,702.99

Details of long-term borrowings guaranteed by some of the directors.

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Term loans from banks		
Principal	3,414.24	2,443.07
Term loans from Financial Institutions		
Principal	5,802.80	3,867.58
Interest	769.95	592.78

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

22. PROVISIONS : NON-CURRENT

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Provision for employee benefits		
Compensated Absences (unfunded)	86.24	79.07
Total	86.24	79.07

23. DEFERRED TAX LIABILITIES (NET)

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Deferred tax Liabilities		
Property, Plant and Equipment	1,372.53	1,112.86
Total Deferred tax Liabilities	1,372.53	1,112.86
Less:		
Deferred tax Assets		
Other temporary difference / unutilized tax assets	40.08	371.41
MAT Credit Entitlement	-	586.31
Total Deferred tax Assets	40.08	957.72
Total	1,332.45	155.14

Components and Reconciliation of Deferred Tax (Assets)/Liabilities

(₹ in Lakhs)

Particulars	As At March 31, 2024	Others	Recognized in Profit or Loss / OCI	As At April 01, 2023
Other temporary difference/unutilized tax assets	69.43	-	(304.07)	373.50
MAT Credit Entitlement utilization	-	(586.31)	-	586.31
Property, plant & Equipments	(1,371.26)	-	(261.09)	(1,110.17)
Total	(1,301.83)	(586.31)	(565.16)	(150.36)

Components and Reconciliation of Deferred Tax (Assets)/Liabilities

(₹ in Lakhs)

Particulars	As At March 31, 2023	Others	Recognised in Profit or Loss / OCI	As At April 01, 2022
Other temporary difference/unutilized tax assets	373.50	-	165.54	207.96
MAT Credit Entitlement utilization	586.31	(1,243.22)	-	1,829.53
Property, plant & Equipments	(1,110.17)	-	(32.49)	(1,077.68)
Total	(150.36)	(1,243.22)	133.05	959.81

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

24. BORROWINGS : CURRENT

Particulars	As at March 31,	
	2024	2023
(₹ in Lakhs)		
Secured		
Loans Repayable on demand		
From Banks		
Open Cash Credit (Refer Note 24.1 and 24.4)	8,135.25	2,413.94
Packing Credit / Foreign Bills purchased (Refer Note 24.2 and 24.4)	13,907.17	10,911.94
Overdraft Facilities (Refer Note 24.3)	13,996.98	8,073.85
Short Term Working Capital Loan (Refer Note 24.5)	-	5,000.00
From Financial Institutions (Refer Note 24.6)	1,355.55	993.34
Unsecured		
Deposit - Inter Corporate	51.23	-
Current maturities of Long-term debt (Refer Note 21)	1,331.50	820.51
Total	38,777.68	28,213.58

- 24.1** Secured by way of hypothecation of inventory and book debts and charge on all the Property, Plant and Equipments excluding the assets financed out of the Term Loan (Refer Note 3, 10 and 12).
- 24.2** Secured by way of hypothecation of inventory and book debts, lodgement of confirmed contracts and irrevocable letters of credit and ECGC Packing Credit Guarantee cover, charge on Property, Plant and Equipments excluding the assets financed out of the Term Loan.
- 24.3** For Supplies to customers Secured by way of hypothecation of stocks of Finished Goods for customers and its receivables.
- 24.4** Secured by way of collateral against pledge of Fixed Deposit of ₹ 30.77 Lakhs (As at March 31, 2023, ₹ 29.43 Lakhs) which includes Interest Receivable of ₹ 2.91 Lakhs (As at March 31, 2023, ₹ 1.57 Lakhs) (Refer Note 7).
- 24.5** Secured by way of collateral against pledge of Property, Plant and Equipments (Refer Note 3).
- 24.6** Secured by charge on Property, Plant and Equipments, entire current assets and lien on security deposit of ₹ 100.00 Lakhs and corporate guarantee given by the holding company.
- 24.7** Details of short-term borrowings guaranteed by directors:

Particulars	As at March 31,	
	2024	2023
(₹ in Lakhs)		
Loans Repayable on demand		
From Banks		
Principal	22,042.42	13,325.88
Interest	1,789.18	910.71
Term loans from Financial Institutions		
Principal	1,355.55	993.34
Interest	101.77	19.27

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

24.8 Details of Current maturities of non-current borrowings

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Term Loans (Refer Note 21)		
Secured		
From Banks	113.10	104.95
From Financial Institutions	1,200.22	696.06
Other Loans (Refer Note 21)		
Secured		
From Banks	7.16	-
From Financial Institutions	11.02	19.50
Total	1,331.50	820.51

25. TRADE PAYABLES

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Total outstanding dues of micro enterprise and small enterprises	365.39	329.36
Total outstanding dues of creditors other than micro enterprises and small enterprises	9,041.57	12,110.87
Total	9,406.96	12,440.23

Trade Payables ageing as at March 31, 2024

(₹ in Lakhs)

Particulars	Not Due	Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	294.39	71.00	-	-	-	365.39
(ii) Others	3,130.07	5,626.08	72.01	30.09	183.32	9,041.57
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-	-
Total	3,424.46	5,697.08	72.01	30.09	183.32	9,406.96

Trade Payables ageing as at March 31, 2023

(₹ in Lakhs)

Particulars	Not Due	Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	66.69	262.67	-	-	-	329.36
(ii) Others	9081.51	2,810.87	32.50	6.96	179.03	12,110.87
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-	-
Total	9,148.20	3,073.54	32.50	6.96	179.03	12,440.23

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

26. OTHER FINANCIAL LIABILITIES : CURRENT

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Interest accrued but not due	77.93	521.62
Payable for acquisition of Property, Plant and Equipment	481.46	198.78
Unclaimed dividends *	10.59	8.55
Derivative Liabilities	-	297.15
Liabilities for expenses	1,119.20	1,128.57
Liability towards Loss on Associate	137.82	125.28
Total	1,827.00	2,279.95

* There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund as at 31st March 2024 (Earmarked Balance)

27. OTHER CURRENT LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Advance from customers	1,890.31	240.50
Statutory liabilities	188.49	119.96
Gratuity Payable (funded)	116.07	53.18
Total	2,194.87	413.64

28. PROVISIONS : CURRENT

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Provision for employee benefits		
Gratuity (Unfunded)	-	5.99
Compensated Absences (unfunded)	11.12	12.89
Provision for Bonus (unfunded)	87.94	75.69
Provision for Sales Return		
Opening Balance	56.00	49.71
Add: Provided during the year	1.13	6.29
Closing Balance	57.13	56.00
Total	156.19	150.57

29. CURRENT TAX LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Provision for taxation (net of advance taxes)	978.09	128.78
Total	978.09	128.78

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

30. REVENUE FROM OPERATIONS

Particulars	(₹ in Lakhs)	
	Year ended March 31,	
	2024	2023
Sale of products	98,031.04	99,311.60
Other Operating Revenue		
Production Linked Incentives (PLIS)	2,540.00	-
RODTEP Income	329.88	382.43
Processing Charges	73.54	30.54
Claims and Rebates	880.70	-
Sale of Scrap / Wastages	157.94	214.67
Total	1,02,013.10	99,939.24

Revenue from contracts with customers

I. Revenue from contracts with customers disaggregated based on geography

Particulars	(₹ in Lakhs)	
	Year ended March 31,	
	2024	2023
Domestic	67,264.30	61,397.42
Export	34,748.80	38,541.82
Total	1,02,013.10	99,939.24

II. Reconciliation of gross revenue with the revenue from contracts with customers

Particulars	(₹ in Lakhs)	
	Year ended March 31,	
	2024	2023
Gross Revenue	1,02,013.10	99,939.24
Less : Discounts and incentives	-	-
Net Revenue recognized from Contracts with Customers	1,02,013.10	99,939.24

III. Revenue recognized from Contract liability (Advances from Customers)

Particulars	(₹ in Lakhs)	
	Year ended March 31,	
	2024	2023
Closing Contract liability	1,890.31	240.50

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

31. OTHER INCOME

Particulars	(₹ in Lakhs)	
	Year ended March 31,	
	2024	2023
Export Benefits		
Export Incentives	0.13	7.67
Interest Income earned on financial assets (measured at amortized cost)		
Interest on employee loan	1.79	3.08
Interest on Fixed and Other Deposits	223.85	130.88
Income earned on financial assets (measured at Fair Value through Other Comprehensive Income)		
Dividend Income	0.21	0.10
Other Non-Operating Income		
Insurance Claims	31.74	10.61
Balances / Provisions written back (Net)	-	1.23
Miscellaneous Income	0.87	56.33
Other Gains		
Net Gain on Foreign Exchange fluctuation	355.05	-
Net Gain on fair valuation of Mutual Fund	54.39	1.88
Net Gain on disposal of Investments	1.45	0.42
Net Gain on disposal of Property Plant and Equipments	0.43	0.18
Total	669.91	212.38

32. CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS

Particulars	(₹ in Lakhs)	
	Year ended March 31,	
	2024	2023
Work-in-progress		
Closing Stock	1,503.79	1,321.98
Less: Opening Stock	1,321.98	846.28
	(181.81)	(475.70)
Finished Goods		
Closing Stock	28,376.02	23,951.95
Less: Opening Stock	23,951.95	15,396.15
	(4,424.07)	(8,555.80)
Total	(4,605.88)	(9,031.50)

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

33. EMPLOYEE BENEFITS EXPENSE

(₹ in Lakhs)

Particulars	Year ended March 31,	
	2024	2023
Salaries, Wages and Bonus	3,337.51	2,809.04
Compensated Absences	64.17	413.52
Contribution to Provident and Other Funds	226.07	202.20
Gratuity	40.20	54.05
Share Based Payments to Employees (Refer Note 49)	265.98	377.98
Staff Welfare Expenses	260.00	188.40
Total	4,193.93	4,045.19

34. FINANCE COSTS

(₹ in Lakhs)

Particulars	Year ended March 31,	
	2024	2023
Interest and finance charges on financial liabilities		
On Cash Credit Facilities /Buyers Credit	3,217.27	1,765.82
On Borrowings	472.00	220.60
On Others	816.11	656.76
Other Borrowing Costs		
Guarantee Commission	56.11	-
Interest on Lease Liability	25.98	55.69
Brokerage on Fund Arrangements	24.15	67.50
Total	4,611.62	2,766.37

35. DEPRECIATION AND AMORTIZATION EXPENSE

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Depreciation of Property, Plant and Equipment	1,288.34	1,038.80
Depreciation on Right of Use Assets	337.30	351.11
Amortization of Intangible Assets	14.42	13.51
Total	1,640.06	1,403.42

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

36. OTHER EXPENSES

Particulars	Year ended March 31,	
	2024	2023
Fruit Ripening Charges (Refer Note 36.1)	4,063.60	3,492.98
Water Charges	141.27	74.67
Testing Fees	32.89	23.12
Consumption of stores and spare parts	942.18	891.16
Power and Fuel	1,264.52	1,056.18
Rent	178.22	161.44
Repair and Maintenance		
Repairs to Buildings	107.45	116.32
Repairs to Machinery	387.58	323.76
Repairs Others	147.85	115.38
Insurance	154.08	130.51
Rates and Taxes	192.46	213.51
Freight and Forwarding (Net)	3,673.84	4,815.39
Warehousing Charges	316.57	343.08
Bank Charges	280.96	233.73
Legal and Professional Charges / Fees	635.48	1,030.76
Other Gains and Losses :		
Net loss on foreign exchange fluctuation	-	632.00
Remuneration to Auditors	15.23	14.53
Advertisement and Sales Promotion	484.27	637.72
Membership and Subscription	53.10	48.31
Travelling and Motor Car Expenses	427.66	299.58
Loss on disposal of Property, Plant and Equipments	-	22.65
Security Charges	132.00	95.87
Interest on delayed payment under MSMED Act and Others	14.50	19.93
Balances Written off (Net)	746.32	94.03
(Reversal of Provision)/ Provision for Impairment of Financial Assets	(288.14)	532.98
Loss on Sale of License	22.50	24.17
Corporate Social Responsibility (CSR) Expenditure	60.07	7.30
Miscellaneous Expenses	472.06	422.35
Total	14,658.52	15,873.41

36.1 Expenses incurred on Fruit Ripening Charges during the year are included in the Statement of Profit and Loss as under:

Nature of expenses	Year ended March 31,	
	2024	2023
Hiring Charges	190.95	145.68
Miscellaneous Expenses	65.89	51.10
Fruit Ripening Shed and Other Contractual Charges	2,614.60	2,283.58
Processing Charges	1,119.75	970.05
Travelling Expenses	70.56	40.89
Rent	1.85	1.68
Total	4,063.60	3,492.98

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

37. EXCEPTIONAL ITEMS

(₹ in Lakhs)

Particulars	Year ended March 31,	
	2024	2023
Profit on Sale of TDR	-	594.69
Expenses on sale of TDR	-	(62.37)
Total	-	532.32

38. DISCLOSURE PURSUANT TO IND AS 12 ON "INCOME TAXES"

A. Components of Tax Expenses/(Income)

(₹ in Lakhs)

Particulars	Year ended March 31,	
	2024	2023
Current Tax	2,198.21	1,844.39
Deferred Tax (Net)	565.43	(132.57)
Income Tax Expense reported in the statement of Profit or Loss	2,763.64	1,711.82

B. A Reconciliation between the statutory Income Tax rate applicable to the Company and the effective Income tax rate is as Follows.

(₹ in Lakhs)

Particulars	Year ended March 31,	
	2024	2023
Profit Before Tax	6,440.60	6,460.73
Corporate Tax rate as per Income Tax Act, 1961	34.94%	29.12%
Tax on Accounting Profit	2,250.35	1,881.36
Add:		
Tax effect of expenses that are not deductible in determining taxable profit	1,061.57	790.69
Incremental Deferred Tax assets or liabilities on account of other temporary differences	565.43	(132.57)
Expenses allowed	(1,113.70)	(827.66)
Tax expenses recognized during the year	2,763.64	1,711.82

39. EARNINGS PER SHARE (EPS)

Particulars	Year ended March 31,	
	2024	2023
Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹ in Lakhs)	3,672.05	4,740.96
Weighted Average number of Equity Shares used as denominator for calculating Basic EPS	5,38,30,588	5,09,38,260
Add: Weighted Average Potential Equity Shares	57,70,727	52,37,965
Total Weighted Average number of Equity Shares used as denominator for calculating Diluted EPS	5,96,01,315	5,61,76,225
Face Value per Equity Share	1	1
Basic Earnings per Share	6.82	9.31
Diluted Earnings per Share	6.16	8.44

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)**

On February 03, 2022, pursuant to approval by the shareholders in the AGM, the Board has been authorized to introduce, offer, issue and provide share-based incentives to eligible employees of the Company "Foods & Inns Limited - Employee Stock Option Plan 2021" ("ESOP 2021"/ "Plan") for grants of 14,66,760 Options equivalent to same number of equity shares of the Company. The vested ESOPs shall be excisable not earlier than a minimum period of 1 (one) year and not later than a maximum period of 4 (four) years from the date of the grant. As of the date of this report, employees have exercised a total of 263,653 options. The balance of the unexercised options to be converted into equity are potentially dilutive in nature and have been considered in the diluted earnings per share computation above.

Pursuant to the approval by the Board of Directors at its meeting held on November 14, 2022 and approval by the members of the Company at their Extra-Ordinary General Meeting held on December 09, 2022 ('EGM'), the Company has allotted 2,21,61,749 warrants, each convertible into one equity share, on preferential basis at an issue price of ₹ 95/- each, upon receipt of 30% of the issue price (i.e. ₹ 28.50 per warrant) as warrant subscription money. Balance 70% of the issue price (i.e. ₹ 66.50 per warrant) is payable within 18 months from the allotment date, at the time of exercising the option to apply for fully paid-up equity share of ₹ 1/- each (Face Value) of the Company, against each warrant held by the warrant holder. The Company, till date, has allotted 61,61,740.00 fully paid up equity shares against conversion of equal no. of warrants by the concerned warrant holder(s). The balance of the warrants unexercised to be converted into equity are potentially dilutive in nature and have been considered in the diluted earnings per share computation above.

40. DISCLOSURE AS PER IND AS 116 ON "LEASES":

As Lessee :

Operating Lease

The Company's significant leasing arrangements in terms of Ind AS 116 on lease are in respect of Leases for Plant & Machinery Vehicles and office premises.

- a) The following are the changes in the carrying value of lease liability during the year.

Particulars	Year ended March 31,	
	2024	2023
Opening Balance	511.55	850.58
Finance cost accrued during the year	25.98	55.69
Movement during the year	-	-
Payment of lease liabilities	378.09	394.72
Closing Balance	159.44	511.55
Current portion of Lease liability	88.42	352.11
Non Current portion of Lease liability	71.02	159.44
Total	159.44	511.55

- b) Rental expense recorded for short-term leases was ₹ 470.03 Lakhs for the year ended March 31, 2024 (₹ 380.18 Lakhs for the year ended March 31, 2023).
- c) The maturity analysis of lease liabilities are disclosed in Note 43 D. The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.
- d) The period of these leasing arrangements, range between three to five years and some of them are renewable by mutual consent.
- e) Future lease payments which will start from April 01, 2024 is ₹ 330.00 Lakhs (₹ Nil from April 01, 2023)

As Lessor

Operating Lease

There is no rental income recognized on assets given on operating lease for the year ended March 31, 2024 and also for the year ended March 31, 2023

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

41. EMPLOYEE BENEFITS

The Company has classified various employee benefits as under:

A. Defined Contribution Plans

The Company contributes to following funds which are considered as defined contribution plans:

Provident Fund

Superannuation Fund

State Defined Contribution Plans

Employers' Contribution to Employees' State Insurance

Employers' Contribution to Employees' Pension Scheme 1995

The Provident Fund and the State Defined Contribution Plans are operated by the Regional Provident Fund Commissioner and the Superannuation Fund is administered by the LIC of India as applicable for all eligible employees. Under the schemes, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit schemes to fund the benefits. These funds are recognized by the Income Tax Authorities.

B. Defined Benefit Plans

Gratuity

Compensated Absences

Valuations in respect of above have been carried out by independent actuary, as at the balance sheet date, based on the following assumptions:

Particulars	Valuation as at	
	March 31, 2024	March 31, 2023
i. Discount Rate (per annum)	7.21%	7.49%
ii. Rate of increase in Compensation levels (per annum)	5.00%	5.00%
iii. Expected Rate of Return on Assets (per annum)	7.21%	7.49%
iv. Attrition Rate (per annum)	2.00%	2.00%
v. Retirement Age	60 years	60 years

vi. The expected rate of return on plan assets is determined after considering several applicable factors such as the composition of the plan assets, investment strategy, market scenario, etc. In order to protect the capital and optimise returns within acceptable risk parameters, the plan assets are well diversified.

vii. The discount rate is based on the prevailing market yields of Government of India securities as at the balance sheet date for the estimated term of the obligations.

viii. The estimate of future salary increases considered, takes into account the inflation, seniority, promotion, increments and other relevant factors.

Note on other risks:

Investment risk - The funds are invested by SBI Life Insurance Company Limited and they provide returns basis the prevalent bond yields, SBI Life Insurance Company Limited on an annual basis requests for contributions to the fund, while the contribution requested may not be on the same interest rate as the bond yields provided, basis the past experience it is low risk.

Interest Risk – SBI Life Insurance Company Limited does not provide market value of assets, rather maintains a running statement with interest rates declared annually – The fall in interest rate is not therefore offset by increase in value of Bonds, hence may pose a risk.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

Longevity Risk – Since the gratuity payment happens at the retirement age of 60, longevity impact is very low at this age, hence this is a non-risk.

Salary risk - The liability is calculated taking into account the salary increases, basis past experience of the Company's actual salary increases with the assumptions used, they are in line, hence this risk is low risk.

(₹ in Lakhs)

Particulars	Year ended March 31,	
	2024	2023
	Gratuity Funded	Gratuity Funded
i. Changes in Present value of Obligation		
Present value of defined benefit obligation at the beginning of the year	500.94	448.27
Current Service Cost	35.76	34.47
Interest Cost	37.52	32.64
Actuarial (Gains)/Loss		
Actuarial (gains)/ losses arising from changes in demographic assumption	-	0.89
Actuarial (gains)/ losses arising from changes in financial assumption	12.67	(9.59)
Actuarial (gains)/ losses arising from changes in experience adjustment	(2.08)	37.69
Benefits Paid	(33.28)	(43.43)
Present value of defined benefit obligation at the end of the year	551.53	500.94
ii. Changes in Fair value of Plan Assets		
Fair value of plan assets at the beginning of the year	441.75	191.78
Interest Income	33.09	13.94
Employer's Contributions	-	280.00
Benefits Paid	(33.28)	(43.43)
Return on plan assets, excluding interest income	(6.12)	(0.54)
Fair value of plan assets at the end of the year	435.44	441.75
iii. Net Benefit Asset /(Liability)		
Defined benefit obligation	(551.53)	(500.94)
Fair value of plan assets	435.44	441.75
Funded Status (Surplus/ (Deficit))	(105.94)	(53.18)
Net Benefit Asset /(Liability)	(105.94)	(53.18)
The net liability disclosed above relates to funded plans are as follows:		
Projected benefit obligation at end of the year	551.53	500.94
Fair Value of plan assets at the end of the year	435.44	441.75
iv. Net Interest Cost for Current Period		
Present Value of Benefit Obligation at the Beginning of the Period	500.94	448.27
(Fair Value of Plan Assets at the Beginning of the Period)	(441.75)	(191.78)
Net (Liability)/Asset at the Beginning	53.18	254.61
Interest Cost	37.52	32.64
(Interest Income)	(33.09)	(13.94)
Net Interest Cost for Current Period	4.43	18.70

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(₹ in Lakhs)

Particulars	Year ended March 31,	
	2024	2023
	Gratuity Funded	Gratuity Funded
v. Expenses recognized in the Statement of Profit and Loss		
Current Service Cost	35.76	34.47
Interest cost on benefit obligation (net)	4.44	18.69
Past Service cost	-	0.89
Total Expenses recognized in the Statement of Profit and Loss	40.20	54.05
vi. Remeasurement Effects Recognized in Other Comprehensive Income for the year		
Actuarial (gains)/ losses arising from changes in financial assumption	10.57	28.10
Return on plan asset	6.12	0.54
Recognized in Other Comprehensive Income	16.69	28.64
vii. Cash flow Projection: From the Fund		
Within the next 12 months (next annual reporting period)	34.61	17.14
2 nd following year	20.61	28.16
3 rd following year	61.66	30.50
4 th following year	34.53	57.17
5 th following year	84.44	29.73
Sum of Years 6 To 10	216.44	275.37
Sum of Years 11 and above	743.57	671.98
viii. Sensitivity Analysis		
Projected Benefit Obligation on Current Assumptions	551.52	500.93
Delta Effect of +1% Change in Rate of Discounting	(43.02)	(39.20)
Delta Effect of -1% Change in Rate of Discounting	49.89	45.19
Delta Effect of +1% Change in Rate of Salary Increase	46.29	41.14
Delta Effect of -1% Change in Rate of Salary Increase	(41.35)	(36.18)
Delta Effect of +1% Change in Rate of Employee Turnover	8.76	9.87
Delta Effect of -1% Change in Rate of Employee Turnover	(9.91)	(10.97)
ix. The major categories of plan assets as a percentage of total		
Insurer managed funds		

Changes in Fair value of Plan Assets

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
	Gratuity Funded	Gratuity Funded
Fair value of plan assets at the beginning of the year	441.75	191.78
Interest Income	33.09	13.94
Employer's Contributions	-	280.00
Benefits Paid	(33.28)	(43.43)
Return on plan assets, excluding interest income	(6.12)	(0.54)
Fair value of plan assets at the end of the year	435.44	441.75

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

Note on Sensitivity Analysis

The Sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The Sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is same method as applied in calculating the projected benefit obligation as recognized in the balance sheet.

The method used to calculate the liability in these scenarios is by keeping all the other parameters and the data same as in the base liability calculation except for the parameters to be stressed.

There was no change in the method and assumptions used in preparing the sensitivity analysis from prior years.

42. CONTINGENT LIABILITIES, FINANCIAL GUARANTEES AND COMMITMENTS

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
A. Contingent Liabilities not provided for		
Claims against the Company not acknowledged as debt		
i. Income-tax matters under appeal	171.69	171.69
ii. Service Tax matters under appeal	2.43	2.43
iii. Additional Statutory Bonus for Financial Year 2014-2015	22.54	22.54
Total	196.66	196.66
B. Financial Corporate Guarantee		
During the Company has given Corporate Guarantee to Mahindra & Mahindra Financial Services Limited towards credit facility extended by them to FNI Spices Private Limited (Formerly known as Kusum Spices (Subsidiary)).	328.29	300.70
C. Capital and other commitments		
i. Estimated amount of contracts remaining to be executed on capital account and not provided for	2,423.87	373.39
ii. Others	7,966.35	-

*Export obligations against the advance licence of ₹ 34.18 Lakhs (As at March 31, 2023 ₹ 215.03 Lakhs) have already been fulfilled by the Company. However, procedural formalities for the closure of the Advance Licences are pending.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

43. CAPITAL MANAGEMENT AND FINANCIAL RISK MANAGEMENT POLICY

A. Capital Management

For the purpose of the Company's Capital Management, Capital includes issued Equity Capital and all Other Reserves attributable to the Equity shareholders of the Company. The Primary objective of the Company's Capital Management is to maximise the shareholders' value. The Company's Capital Management objectives are to maintain equity including all reserves to protect economic viability and to finance any growth opportunities that may be available in future so as to maximise shareholder's value.

The Company's capital requirement is mainly to fund its business expansion and repayment of borrowings. The principal source of funding of the Company has been, and is expected to continue to be, cash generated from its operations supplemented by funding from bank borrowings and the capital markets.

The Company has adhered to material externally imposed conditions relating to capital requirements and there has not been any delay or default during the period covered under these financial statements with respect to payment of principal and interest. No lender has raised any matter that may lead to breach of covenants stipulated in the underlying documents.

The Company is monitoring Capital using debt equity ratio as its base, which is debt to equity. The Company monitors capital using debt-equity ratio, which is total debt divided by total equity.

Net debt (total borrowing) divided by "Total equity" (as shown in the balance sheet).

Particulars	As at March 31,	
	2024	2023
Total Debt (₹ in Lakhs)	46,724.27	33,730.83
Total Equity (₹ in Lakhs)	39,855.84	31,234.43
Debt Equity Ratio	1.17	1.08

B. Financial Risk Management and Policies

Risk is events, situation or circumstances which may lead to negative consequences on the Company's business. Risk management is a structure approach to manage uncertainty. The Company's financial risk management is an integral part of how to plan and execute its business strategies. The risk management policy is approved by the Company's Board. The Company's principal financial liabilities comprise of loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations in select instances. The Company's principal financial assets include trade and other receivables, and cash and cash equivalents that derive directly from its operations and investments. The Company is exposed to market risk, credit risk, liquidity risk etc. The objective of the Company's financing policy are to secure solvency, limit financial risks and optimise the cost of capital. The Company's capital structure is managed using equity and debt ratios as part of the Company's financial planning.

a. Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices.

Market risk comprises three types of risk : interest rate risk, currency risk and other price risk, such as equity price risk. Financial instruments affected by market risk include loans and borrowings, deposits, investments and derivative financial instruments. The Company has designed risk management frame work to control various risks effectively to achieve the business objectives. This includes identification of risk, its assessment, control and monitoring at timely intervals.

The above mentioned risks may affect the Company's income and expenses, or the value of its financial instruments.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

The Company's exposure to and management of these risks are explained below:

i. Foreign Currency Risk:

The Company is subject to the risk that changes in foreign currency values impact the Company's export, import and other payables.

The Company is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to US Dollar (USD), Euro (EUR), Great Britain Pound (GBP) and Canadian Dollar (CAD).

The Company manages currency exposures within prescribed limits, through use of derivative instruments such as Options, futures and Forward contracts etc. Foreign currency transactions are covered with strict limits placed on the amount of uncovered exposure, if any, at any point in time.

The carrying amount of the Company's foreign currency denominated monetary assets and liabilities as at the end of the reporting period is as follows :

Particulars	As at March 31,			
	2024		2023	
	Amount in Foreign currency (in Lakhs)	Amount (₹ in Lakhs)	Amount in Foreign currency (in Lakhs)	Amount (₹ in Lakhs)
Payable USD	2.93	244.97	11.68	964.20
Receivable USD	81.39	6,757.77	90.47	7,407.13
Payable EUR	0.83	75.71	0.79	71.62
Receivable EUR	0.16	14.23	0.59	52.18
Payable GBP	0.08	8.88	-	-
Receivable GBP	6.60	689.72	2.60	262.71
Receivable AED	0.56	12.75	-	-
Receivable CAD	1.40	85.01	-	-

Particulars of un-hedged foreign currency asset / liability as at the end of the reporting period is as follows :

Particulars	As at March 31,			
	2024		2023	
	Amount in Foreign currency (in Lakhs)	Amount (₹ in Lakhs)	Amount in Foreign currency (in Lakhs)	Amount (₹ in Lakhs)
Payable USD	2.93	244.97	11.68	964.20
Payable EUR	0.83	75.71	0.79	71.62
Receivable EUR	0.16	14.23	0.59	52.18
Payable GBP	0.08	8.88	-	-
Receivable GBP	6.60	689.72	2.60	262.71
Receivable AED	0.56	12.75	-	-
Receivable CAD	1.40	85.01	-	-

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

Foreign currency sensitivity:

The following table demonstrates the sensitivity to a 5% increase/decrease in foreign currencies exchange rates, with all other variables held constant.

5% increase or decrease in foreign exchange rate will have the following impact on before profit before tax and impact on equity.

(₹ in Lakhs)

Particulars	As at March 31,			
	2024		2023	
	5% increase	5% decrease	5% increase	5% decrease
Impact on Profit and Loss				
USD	(12.25)	12.25	(48.21)	48.21
EURO	(3.07)	3.07	(0.97)	0.97
GBP	34.04	(34.04)	13.14	(13.14)
AED	0.64	(0.64)	-	-
CAD	4.25	(4.25)	-	-
Total	23.62	(23.62)	(36.04)	36.04

ii. Forward foreign currency contracts

It is the policy of the Company to enter into forward foreign currency contracts to cover foreign currency payments in US\$ and Euro. The Company enters in to contracts with terms up to 360 days. The Company's philosophy does not permit any speculative calls on the currency. It is driven by conservatism which guides that we follow conventional wisdom by use of Forward contracts in respect of Trade transactions.

Regulatory Requirements: The Company will alter its hedge strategy in relation to the prevailing regulatory framework and guidelines that may be issued by RBI, FEDAI or ISDA or other regulatory bodies from time to time. Forward cover is obtained from bank for each of the aggregated exposures and the Trade deal is booked. The forward cover deals are all backed by actual trade underlines and settlement of these contracts on maturity are by actual delivery of the hedged currency for settling the underline hedged trade transaction.

The following table details the forward foreign currency (FC) contracts outstanding at the end of the reporting period.

(₹ in Lakhs)

Outstanding contracts	Foreign currency (in Lakhs)		Fair Value Assets/(Liabilities) (₹ in Lakhs)	
	As at March 31,		As at March 31,	
	2024	2023	2024	2023
USD - Sell	\$376.06	\$310.44	31,653.24	25,849.93

iii. Interest Rate

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. During the year the Company is less exposed to interest rate risk because the Company has borrowed funds substantially at Fixed interest rates. The interest rate risk is managed by the Company by the use of interest rate swap wherever relevant and by monitoring monthly cash flow which is reviewed by management to prevent loss of interest.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

The exposure of the Company's borrowings to interest rate changes at the end of the reporting period are as follows:

(₹ in Lakhs)

Particulars	As at March 31,	
	2024	2023
Fixed rate borrowings	4,505.38	2,643.18

Interest rate sensitivity analysis

The sensitivity analysis below have been determined based on the exposure to interest rates on the borrowings at the end of the reporting period. For floating rate borrowings, the analysis is prepared assuming the amount of borrowing outstanding at the end of the reporting period was outstanding for whole of the year. A 100 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel.

(₹ in Lakhs)

Particulars	Impact on Profit : Increase/(Decrease)		Impact on equity Increase/(Decrease)	
	As at March 31,		As at March 31,	
	2024	2023	2024	2023
Interest rates - increase by 100 basis points *	-	-	-	-
Interest rates - decrease by 100 basis points *	-	-	-	-

* assuming all other variables as constant

The sensitivity disclosed in the above table is attributable to variable interest rate borrowings and the interest swaps. The above sensitivity analysis is based on a reasonably possible change in the under-lying interest rate of the Company's borrowings in ₹, USD (being the significant currencies in which it has borrowed funds), while assuming all other variables (in particular foreign currency rates) to be constant.

The sensitivity disclosed in the above table is attributable to variable interest rate borrowings . The above sensitivity analysis is based on a reasonably possible change in the under-lying interest rate of the Company's borrowings in ₹ & USD (being the significant currencies last year in which it has borrowed funds), while assuming all other variables (in particular foreign currency rates) to be constant.

iv. Price risk

The Company is exposed to price risk due to its Investment in equity instruments and mutual funds. The fair value of a financial instrument will fluctuate due to changes in market traded price. As at March 31, 2024, the carrying value of such equity instruments recognized at FVTOCI amounts to ₹ 26.01 Lakhs (As at March 31, 2023 ₹15.80 Lakhs) and carrying value of such mutual funds recognised at FVTPL amounts to ₹ 821.14 Lakhs (As at March 31, 2023 ₹ 762.87 Lakhs).

Price risk sensitivity:

10% increase or decrease in prices will have the following impact on profit/(loss) before tax and on other components of equity.

(₹ in Lakhs)

Particulars	Impact on Profit : Increase/(Decrease)		Impact on equity Increase/(Decrease)	
	As at March 31,		As at March 31,	
	2024	2023	2024	2023
Price - increase by 10.00%*	84.72	77.87	84.72	77.87
Price - decrease by 10.00% *	(84.72)	(77.87)	(84.72)	(77.87)

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

C. Credit Risk

Credit risk refers to risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company by failing to discharge its contractual obligations as agreed. The Company's exposure to credit risk arises primarily from financial assets such as trade receivables, derivative financial instruments, other balances with banks, loans and other receivables. The outstanding trade receivables are regularly monitored and appropriate action is taken for collection of overdue receivables. Credit risk arising from derivative financial instruments and other balances with banks is limited and there is no collateral held against these because the counterparties are banks and recognized financial institutions with high credit ratings assigned by the international credit rating agencies. The companies exposure are continuously monitored.

In addition, the Company is exposes to credit risk in relation to financial guarantees given to banks for the facilities availed by subsidiary. The Company's maximum exposures in this respect is the maximum amount the Company would have to pay if the guarantee is called upon.

The Company uses a provision matrix to determine impairment loss on portfolio of its Trade Receivables. The provision matrix is based on its historically observed default rates over the expected life of the Trade Receivable and is adjusted for forward-looking estimates. At every reporting date, the historically observed default rates are updated and changes in forward-looking estimates are analysed. The Company follows a simplified approach (i.e. based on life time ECL) for recognition of impairment loss allowances on trade receivables. For the purpose of measuring the life time ECL allowance for trade receivables, the Company uses a provision matrix which comprises a customer spread across the geographical areas and the same are grouped into homogenous group and assessed for impairment collectively. The outstanding trade receivables are regularly monitored and appropriate action is taken for collection of overdue receivables.

Table showing Movement in Expected Credit Loss Allowance:

(₹ in Lakhs)

Movement in the credit loss allowance	As at March 31,	
	2024	2023
Balance at the beginning of the year	463.88	298.74
Net Movement in expected credit loss allowance on trade receivables calculated at lifetime expected credit loss	(133.66)	165.14
Balance at the end of the year	330.22	463.88

The following table provides the information about exposure to credit risk and expected credit loss for trade receivables as at March 31, 2024

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	0- 90 Days	91-180 Days	181-270 Days	271-365 Days	More than 1 year	
Gross Carrying Amount	15,306.38	1,271.42	682.51	332.39	279.69	17,872.39
Expected Credit Rate	0.00%	0.00%	0.00%	15.20%	100.00%	1.85%
Expected Credit Loss	-	-	-	(50.53)	(279.69)	(330.22)
Carrying amount of Trade Receivable (Net)	15,306.38	1,271.42	682.51	281.86	-	17,542.17

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

Trade Receivable ageing as at March 31, 2023

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	0- 90 Days	91-180 Days	181-270 Days	271-365 Days	More than 1 year	
Gross Carrying Amount	13,884.06	992.99	54.77	26.79	544.38	15,502.99
Expected Credit Rate	0.00%	0.00%	0.00%	0.00%	85.21%	2.99%
Expected Credit Loss	-	-	-	-	(463.88)	(463.88)
Carrying amount of Trade Receivable (Net)	13,884.06	992.99	54.77	26.79	80.50	15,039.11

D. Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value. The Company maintains a cautious liquidity strategy, with a positive cash balance throughout the year. Management monitors the Company's liquidity position through rolling forecasts on the basis of expected cash flows. Cash flow from operating activities provides the funds to service and finance the financial liabilities. The Company's approach for managing liquidity is to ensure that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to Company's reputation. In addition, processes and policies related to such risks are overseen by the senior management. The management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

The table below provides details regarding the remaining contractual maturities of Company's financial liabilities at the reporting date based on contractual undiscounted payments:

(₹ in Lakhs)

Particulars	Less than 1 Year/ On Demand	1-5 years	More than 5 years	Total
As at March 31, 2024				
Non-derivative financial liabilities				
Borrowings	38,777.68	7,946.59	-	46,724.27
Trade Payables	9,406.96	-	-	9,406.96
Lease Liability	88.42	71.02	-	159.44
Other Financial Liabilities	1,827.00	-	-	1,827.00
	50,100.06	8,017.61	-	58,117.67
As at March 31, 2023				
Non-derivative financial liabilities				
Borrowings	28,213.58	4,881.69	635.56	33,730.83
Trade Payables	12,440.23	-	-	12,440.23
Lease Liability	352.11	159.44	-	511.55
Other Financial Liabilities	1,982.80	-	-	1,982.80
	42,988.72	5,041.13	635.56	48,665.41

Financing arrangement

The Company has sufficient sanctioned line of credit from its bankers / financiers; commensurate to its business requirements. The Company reviews its line of credit available with bankers and lenders from time to time to ensure that at all point of time there is sufficient availability of line of credit.

The Company pays special attention to the net operating working capital invested in the business. In this regard, as in previous years, considerable work has been performed to control and reduce collection periods for trade and other receivables, as well as to optimise accounts payable with the support of banking arrangements to mobilise funds.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

44. FINANCIAL INSTRUMENTS

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

Valuation

- i. The fair values of investment in government securities and quoted investment in equity shares is based on the current bid price of respective investment as at the Balance Sheet date.
- ii. The fair value of Foreign Currency Forward contracts is determined using forward exchange rates at the balance sheet date.
- iii. The carrying amount of financial assets and financial liabilities measured at amortized cost in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.
- iv. The fair values for long term loans, long term security deposits given and remaining non current financial assets were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs.
- v. The fair values of long term security deposits taken and non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs.

Fair Value measurement hierarchy

The fair value of financial instruments as referred below have been classified into three categories depending on the inputs used in the valuation technique.

The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

The categories used are as follows:

Level 1: Unadjusted quoted prices for identical instruments in an active market;

Level 2: Directly or indirectly observable market inputs, other than Level 1 inputs; and

Level 3: Inputs which are not based on observable market data.

The carrying amounts and fair values of financial instruments by class are as follows:

(₹ in Lakhs)

Particulars	As at March 31,			
	2024		2023	
	Carrying Amounts	Fair Value	Carrying Amounts	Fair Value
Financial Assets				
Measured at Fair Value Through Profit and Loss				
Derivatives				
Foreign currency forward contracts	219.09	219.09	-	-
Investments in Mutal Fund	821.14	821.14	762.87	762.87
	1,040.23	1,040.23	762.87	762.87

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(₹ in Lakhs)

Particulars	As at March 31,			
	2024		2023	
	Carrying Amounts	Fair Value	Carrying Amounts	Fair Value
Measured at Cost				
Investment in Joint venture and Associates	377.49	377.49	377.00	377.00
	377.49	377.49	377.00	377.00
Measured at Amortized Cost				
Loans	2,144.50	2,144.50	725.87	725.87
Security Deposit	880.48	880.48	714.10	714.10
Fixed Deposits	199.71	199.71	273.21	273.21
Interest Receivable on Fixed Deposits/ICD	439.81	439.81	413.94	413.94
Trade Receivable	17,542.17	17,542.17	15,039.11	15,039.11
Cash and Bank Balance	3,867.05	3,867.05	1,732.56	1,732.56
Advances	0.25	0.25	10.98	10.98
	25,073.98	25,073.98	18,909.77	18,909.77
Measured at FVTOCI				
Investment in equity instruments	26.01	26.01	15.80	15.80
	26.01	26.01	15.80	15.80
Total Financial Assets	26,517.71	26,517.71	20,065.44	20,065.44
Financial Liabilities				
Measured at Amortized Cost				
Borrowings	46,724.27	46,724.27	33,730.83	33,730.83
Lease Liability	159.44	159.44	511.55	511.55
Trade Payables	9,406.96	9,406.96	12,440.23	12,440.23
Other Financial Liabilities	1,827.00	1,827.00	1,982.80	1,982.80
Derivative financial liabilities				
Foreign currency forward contracts	-	-	297.15	297.15
Total Financial Liabilities	58,117.67	58,117.67	48,962.56	48,962.56

Level wise disclosure of financial instruments

(₹ in Lakhs)

Particulars	As at March 31,		Level	Valuation techniques and key inputs
	2024	2023		
Foreign currency forward contracts - Assets	219.09	-	2	Quotes from banks or dealers
Foreign currency forward contracts - Liabilities	-	297.15	2	Quotes from banks or dealers

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

45. RELATED PARTY DISCLOSURES

Related Party Disclosures as required by Ind AS 24 on “Related Party Disclosures” are given below:

Name of Related Parties and related party relationship where control exits with whom transactions have taken place during the year.

Other Related Parties

a	Name Of Company	Principal Place of Business	Proportionate ownership interest	
			As at March 31,	
			2024	2023
	Greentop Fresh and Frozen Foods Private Limited (Formerly Triglobal Foods Private Limited) - (Associate)	India	49%	49%
	Beyond Mango Private Limited - (Joint Venture)	India	50%	50%

b Companies in which Directors and / or their relatives have significant influence

Muller & Phipps (India) Limited
Western Press Private Limited
MPIL Corporation Limited
Kusum Masala Products

c Key Managerial Personnel (KMP) and their relatives

i. Key Managerial Personnel (KMP)

Mr. Moloy Saha - Chief Executive Officer

ii. Executive Directors

Non-Independent Directors
Mr. Milan Dalal

iii. Non-executive Directors

Non-Independent Directors
Mr. Bhupendra Dalal - Chairman
Mr. Raymond Simkins
Mrs. Pallavi Dhupelia (Upto June 13, 2023)

iv. Independent Directors

Mr. Vinod Kumar Beswal (Upto September 11, 2023)
Mrs. Kamlini Maniar (Upto September 11, 2023)
Mr. Hormazdiyaar Vakil
Mr. Maneck Davar
Mr. A. V. Seshadrinathan (w.e.f. August 07, 2023)
Mrs. Karishma Bhalla (w.e.f. August 07, 2023)
Mr. Sanjay Naik (w.e.f. November 09, 2023)

v. Relatives of Directors

Mr. Ameya Dhupelia - Son of Non Executive Director (Upto June 13, 2023)

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

Transaction with Related Parties

Particulars	(₹ in Lakhs)	
	Year ended March 31,	
	2024	2023
Compensation to key management personnel		
Salary and benefits		
Mr. Moloy Saha - Chief Executive Officer	102.49	141.06
Mr. Milan Dalal - Managing Director	120.00	120.00
Payments to Directors		
Sitting fees	15.50	13.55
Commission	59.71	63.25
Salary and benefits to Relatives of Directors		
Salary and benefits	-	59.18
Bad Debts Written off		
Muller & Phipps (India) Limited	0.62	-
Western Press Private Limited	3.19	-
Greentop Fresh and Frozen Foods Private Limited	742.93	-
Rent received from Related parties		
Beyond Mango Private Limited	0.12	0.11
Rent paid to Related parties		
MPIL Corporation Limited	7.80	6.00
Interest received from related parties		
Greentop Fresh and Frozen Foods Private Limited	-	25.76
Beyond Mango Private Limited	68.07	6.33
Interest received on Loan to key management personnel		
Mr. Moloy Saha - Chief Executive Officer	-	0.14
Interest paid to Related Parties		
Mrs. Pallavi Dhupelia	-	20.00
Guarantee Commission		
Mr. Bhupendra Dalal	63.29	-
Sale of Goods		
Mr. Bhupendra Dalal	0.10	-
Muller & Phipps (India) Limited	-	8.74
Purchase of Goods		
Western Press Private Limited	10.09	2.47
Transactions incurred by Company on behalf of Related Parties		
Expenses incurred		
Beyond Mango Private Limited (Net of Reimbursement)	0.01	-

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(₹ in Lakhs)

Particulars	Year ended March 31,	
	2024	2023
Transactions incurred by Related Parties on behalf of Company		
Security Deposit Paid		
MPIL Corporation Limited	2.00	-
Loans Repaid (Including interest)		
Mrs. Pallavi Dhupelia	-	305.53
Repayment of Loan by key management personnel		
Mr. Moloy Saha - Chief Executive Officer	-	2.07
Advances given for expenses to Key Managerial Person (Net of Expenses incurred)		
Mr. Moloy Saha - Chief Executive Officer	-	4.78
Investments made during the year		
Beyond Mango Private Limited	-	281.50
Inter Corporate Deposit Given/Unsecured Loan Given		
Greentop Fresh and Frozen Foods Private Limited	12.21	1.55
Beyond Mango Private Limited	468.50	317.14

Outstanding Balances

(₹ in Lakhs)

Particulars	Year ended March 31,	
	2024	2023
Trade Receivables		
Muller & Phipps (India) Limited	14.57	15.19
Greentop Fresh and Frozen Foods Private Limited	-	226.03
Trade Payables		
Western Press Private Limited	1.08	2.98
MPIL Corporation Limited	0.16	-
Advances recoverable in cash or in kind		
Western Press Private Limited	4.39	7.58
Advance for expenses given to key management personnel		
Mr. Moloy Saha - Chief Executive Officer	-	36.62
Interest Receivable on Inter Corporate Deposit		
Western Press Private Limited	0.80	0.80
Greentop Fresh and Frozen Foods Private Limited	-	88.67
Beyond Mango Private Limited	66.96	5.70
Interest receivable on Loan given to key management personnel		
Mr. Moloy Saha - Chief Executive Officer	-	5.53

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

(₹ in Lakhs)

Particulars	Year ended March 31,	
	2024	2023
Inter Corporate Deposit Given		
Greentop Fresh and Frozen Foods Private Limited	-	215.53
Beyond Mango Private Limited	785.64	317.14
Security Deposit Given		
MPIL Corporation Limited	257.00	255.00
Advance Given for Incorporation Expenses		
Beyond Mango Private Limited	0.24	0.11
Commission Payable		
Mr. Raymond Simkins	0.17	1.55
Director sitting fees payable		
Mr. Bhupendra Dalal	-	0.14
Mr. Hormazdiyaar Vakil	-	0.14
Mr. Raymond Simkins	-	1.43
Guarantee Commission payable		
Mr. Bhupendra Dalal	24.12	-
Non Current Investment		
Greentop Fresh and Frozen Foods Private Limited	0.49	-
Beyond Mango Private Limited	377.00	377.00
Salary Payable to key management personnel		
Mr. Moloy Saha - Chief Executive Officer	1.20	2.34
Mr. Milan Dalal - Managing Director	6.74	6.13

Terms and conditions of transactions with related parties:

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances on account of trade receivable, trade payable, other receivable, other payable and interest receivable on loan at the year end are unsecured and settlement occurs in cash.

Details of Loans repayable on demand

(₹ in Lakhs)

Type of Borrower	Type of Loan	Year ended March 31,			
		2024		2023	
		Loan Outstanding	% of Total Loan Outstanding	Loan Outstanding	% of Total Loan Outstanding
a. Associate	Inter- Corporate Deposit	-	-	215.53	29.69%
b. Joint Venture	Inter- Corporate Deposit	785.64	37.67%	317.14	43.69%
Total		785.64	37.67%	532.67	73.38%

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

46. DISCLOSURE AS PER IND AS 108 ON "SEGMENT REPORTING":

Based on internal reporting provided to the chief operating decision maker, sale of fruit pulp, frozen snacks, fruit & spices powder is only reportable segment for the group

Revenue from contracts with customers

I. Revenue from contracts with customers disaggregated based on geography :

(₹ in Lakhs)

Particulars	Year ended March 31,	
	2024	2023
Domestic	67,264.30	61,397.42
Export	34,748.80	38,541.82
Total	1,02,013.10	99,939.24

II. Non-Current Operating assets:

(₹ in Lakhs)

Particulars	Year ended March 31,	
	2024	2023
In India	28,523.30	23,468.95
Outside India	-	-
Total	28,523.30	23,468.95

Non-current assets for this purpose consists of property, plant and equipment, intangible assets, right of use and capital work in progress.

Information about major customers

Revenue of ₹ 13,322.79 Lakhs (₹ 20,448.67 Lakhs for the year ended March 31, 2023) are derived from a single external customer. These revenues are attributed to the domestic segment.

47. EXPORT BENEFITS

RoDTEP

The Company is also entitled to Remission of Duties and Taxes on Exported Products (RoDTEP) scheme w.e.f. January 1, 2021 vide Public Notice No.19/2015-20 notified on August 17, 2021. Accordingly, the Company has recognized benefits of ₹ 330.01 Lakhs in the year ended March 31, 2024 (year ended March 31, 2023 ₹ 382.43 Lakhs).

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

48. ADDITIONAL INFORMATION REQUIRED BY SCHEDULE III

As at March 31, 2024

(₹ in Lakhs)

Name of the entity in the group	Net Assets i.e, total assets minus total liabilities		Share in Profit or (Loss)		Share in Other Comprehensive Income/(Loss)		Share in Total Comprehensive Income/(Loss)	
	As % of consolidated Net Assets	Amount	As % of consolidated Profit or (Loss)	Amount	As % of consolidated Other Comprehensive Income	Amount	As % of consolidated Total Comprehensive Income	Amount
Parent Company								
Foods and Inns Limited	99.30%	39,577.11	100.05%	3,673.75	150.58%	1.57	100.06%	3,675.31
Subsidiaries (Group's share)								
Indian								
Kusum Spices (upto March 21, 2024)	0.00%	-	0.31%	11.27	(49.04%)	(0.51)	0.29%	10.76
FNI Spices Private Limited (w.e.f. March 22, 2024)	0.02%	9.74	(0.01%)	(0.24)	(1.54%)	(0.02)	(0.01%)	(0.26)
Non controlling interest	0.00%	0.05	0.00%	-	0.00%	-	0.00%	-
Udhyaan Agroproduct and Trading Private Limited	0.67%	268.94	(0.01%)	(0.19)	(0.00%)	-	(0.01%)	(0.19)
Joint Venture (Group's share)								
Indian								
Beyond Mango Private Limited	0.00%	-	(0.21%)	(7.56)	0.00%	-	(0.21%)	(7.56)
Associates (Group's share)								
Indian								
Green top Fresh and Frozen Foods Private Limited	0.00%	-	(0.14%)	(4.98)	0.00%	-	(0.14%)	(4.98)
Total	100.00%	39,855.84	100.00%	3,672.05	100.00%	1.04	100.00%	3,673.09

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

As at March 31, 2023

(₹ in Lakhs)

Name of the entity in the group	Net Assets i.e., total assets minus total liabilities		Share in Profit or (Loss)		Share in Other Comprehensive Income/(Loss)		Share in Total Comprehensive Income/(Loss)	
	As % of consolidated Net Assets	Amount	As % of consolidated Profit or (Loss)	Amount	As % of consolidated Other Comprehensive Income	Amount	As % of consolidated Total Comprehensive Income	Amount
Parent Company								
Foods and Inns Limited	97.55%	30,469.16	100.35%	4,757.53	91.03%	(17.71)	100.39%	4,739.82
Subsidiaries (Group's share)								
Indian								
Kusum Spices	2.45%	765.22	0.81%	38.60	4.49%	(0.87)	0.80%	37.73
Non controlling interest	0.00%	0.05	0.00%	-	0.00%	-	0.00%	-
Joint Venture (Group's share)								
Indian								
Beyond Mango Private Limited	0.00%	-	(0.01%)	(0.67)	0.00%	-	(0.01%)	(0.67)
Associates (Group's share)								
Indian								
Green top Fresh and Frozen Foods Private Limited	0.00%	-	(1.15%)	(54.50)	4.47%	(0.87)	(1.17%)	(55.37)
Total	100.00%	31,234.43	100.00%	4,740.96	100.00%	(19.45)	100.00%	4,721.51

49. EQUITY SETTLED SHARE BASED PAYMENTS EMPLOYEE STOCK OPTION PLAN

A. ESOP - I

On February 03, 2022, pursuant to approval by the shareholders in the AGM, the Board has been authorized to introduce, offer, issue and provide share-based incentives to eligible employees of the Company "Foods & Inns Limited - Employee Stock Option Plan 2021" ("ESOP 2021"/ "Plan") for grants of 14,66,760 stock options convertible into equivalent to number of equity shares of ₹ 1 each at exercise price of ₹ 54 .

Terms of vesting

Vesting period (years)	The vested stock options shall be exercisable not earlier than a minimum period of 1 (one) year and not later than a maximum period of 4 (four) years from the date of the grant (i.e. March 7, 2022).
Type of vesting	Graded - 25% at the end of each year from the date of grant

Movement of options granted	Year ended March 31, 2024		Year ended March 31, 2023	
	Average exercise price per share option	Number of options	Average exercise price per share option	Number of options
Opening balance	₹ 54.00	14,56,760	₹ 54.00	14,66,760
Granted during the year	-	-	-	-
Exercised during the year	₹ 54.00	(2,63,653)	-	-
Cancelled during the year	₹ 54.00	(23,110)	₹ 54.00	(10,000)
Vested during the year	₹ 54.00	3,58,413	₹ 54.00	3,66,690
Closing balance	₹ 54.00	11,69,997	₹ 54.00	14,56,760

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

The model inputs for fair value of option granted as on the grant date

Inputs	Year ended March 31, 2024	Year ended March 31, 2023
Exercise price	₹ 54.00	₹ 54.00
Dividend yield	0.24%	0.24%
Risk free interest rate	5.47%- 6.50%	5.47%- 6.50%
Expected volatility	54.55% to 58.66%	54.55% to 58.66%
Fair value per option	₹ 52.26	₹ 52.26
Expected life (years)	2.92 - 5.92	2.92 - 5.92
Model used	Black Scholes	Black Scholes

B. ("ESOP 2023 Plan A") and ("ESOP 2023 Plan B")

On August 07, 2023, pursuant to approval by the shareholders in the AGM, the Nomination and Remuneration Committee of the Company, has considered and approved the grants of 1,73,000 Options stock options convertible into equivalent to number of equity shares of ₹ 1 each at exercise price of ₹ 81 to eligible employees under "Foods & Inns Limited - Employee Stock Option Plan 2023" ("ESOP 2023" Plan A" and "Plan B").

Terms of vesting

Vesting period (years)	The vested stock options shall be exercisable not earlier than a minimum period of 1 (one) year and not later than a maximum period of 4 (four) years from the date of the grant (i.e. August 07, 2023).
Type of vesting	Graded - 25% at the end of each year from the date of grant

Movement of options granted During FY 2023-24

Particulars	("ESOP 2023 Plan A")		("ESOP 2023 Plan B")	
	Average exercise price per share option	Number of options	Average exercise price per share option	Number of options
Opening balance	-	-	-	-
Granted during the year	₹ 81.00	31,000	₹ 81.00	1,42,000
Exercised during the year	-	-	-	-
Cancelled during the year	-	-	-	-
Vested during the year	-	-	-	-
Closing balance	₹ 81.00	31,000	₹ 81.00	1,42,000

The model inputs for fair value of option granted as on the grant date

Inputs	("ESOP 2023 Plan A")	("ESOP 2023 Plan B")
Exercise price	₹ 81.00	₹ 81.00
Dividend yield	0.13%	0.13%
Risk free interest rate	6.97%- 7.01%	6.83%- 6.99%
Expected volatility	52.71% to 54.73%	50.76% to 55.35%
Fair value per option	₹ 127.21	₹ 119.28
Expected life (years)	2.5 -3.76	1.09 - 3.09
Model used	Black Scholes	Black Scholes

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)

The expected life of options is calculated based on the simplified method and is calculated as the average of the minimum life (vesting period) and the maximum life (i.e. vesting period + exercise period)

During the year ended March 31, 2024, the Company recorded an employee stock compensation expense of ₹ 265.97 Lakhs (year ended March 31, 2023 ₹ 377.98 Lakhs) in the Statement of Profit and Loss and the balance in share options outstanding account as at March 31, 2024 is ₹ 534.21 Lakhs (as at March 31, 2023: ₹ 403.68 Lakhs).

During the year ended March 31, 2024, employee stock options amounting to 23,110 numbers were cancelled on account of cessation of employment without relevant employee exercising their stock option (year ended March 31, 2023: 10,000 numbers). The options so cancelled has been reduced from outstanding stock option and added back to the balance in General Reserve account.

50. ADDITIONAL REGULATORY INFORMATION DETAILED IN CLAUSE 6L OF GENERAL INSTRUCTIONS GIVEN IN PART I OF DIVISION II OF THE SCHEDULE III TO THE COMPANIES ACT, 2013 ARE FURNISHED TO THE EXTENT APPLICABLE TO THE GROUP

- (i) The Group has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets during the year ended March 31, 2024 and March 31, 2023.
- (ii) The Group does not hold any Investment Property. Accordingly, reporting on fair valuation of Investment Property is not applicable.
- (iii) The Group does not hold any Intangibles assets under development. Accordingly, reporting on Intangibles assets under development ageing and completion schedule is not applicable.
- (iv) The Group does not have any benami property, where any proceeding has been initiated or pending against the Group for holding any benami property.
- (v) The Group has borrowings from banks on the basis of security of current assets and quarterly returns or statements of stock filed by the Group are in agreement with the books of accounts.
- (vi) The Group is not declared as wilful defaulter by any bank or financials institution or lender during the year.
- (vii) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (viii) The Group 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).
- (ix) The Company has complied with the number of layers for its holding in downstream companies prescribed under clause (87) of section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.
- (x) The Group 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:
 - a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the group (Ultimate Beneficiaries) or
 - b. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (xi) The Group 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:
 - a. 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
 - b. provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (xii) The Group has not undertaken any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024 (Contd.)**

- 51.** The Holding Company, one subsidiary and its joint venture incorporated in India have used accounting software for maintaining their respective books of accounts for the year ended March 31, 2024, which have 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, and is not being tampered with except for the instances mentioned below:
- With respect to the Holding Company incorporated in India, the audit trail feature was not enabled at the database level for accounting software to log any direct data changes;
 - With respect to one subsidiary, the accounting software used by the entity for maintaining its books of account for the year ended March 31, 2024, did not have a feature of recording audit trail (edit log) facility.

As per our report of even date attached

FOR G. M. KAPADIA & CO.

Chartered Accountants
Firm Registration No.104767W

SATYA RANJAN DHALL

Partner
Membership No. 214046

Date : May 17, 2024
Place : Mumbai

For and on behalf of the Board of Directors

BHUPENDRA DALAL

Chairman
(DIN : 00061492)

ANAND KRISHNAN

Chief Financial Officer

Date : May 17, 2024
Place : Mumbai

MILAN DALAL

Managing Director
(DIN : 00062453)

AMEYA MASURKAR

Company Secretary

MOLOY SAHA

Chief Executive Officer



Foods & Inns

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Corporate Office

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