MBFSL/CS/2024-25 **September 4, 2024**

To, Department of Corporate Relations, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001	To, National Stock Exchange of India Ltd, Exchange Plaza, C- 1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai– 400051
Scrip Code : 543253	**Scrip Symbol : BECTORFOOD**

Respected Sir/Madam,

Subject: Annual Report for the Financial Year 2023-24

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report of the Company for the financial year 2023-24 to be approved and adopted in the 29th (Twenty-Ninth) Annual General Meeting (AGM) of the Company scheduled to be held on September 27, 2024 at 11:00 a.m. IST through Video Conferencing/ Other Audio Visual Means.

In compliance with relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Notice convening the AGM and the Annual Report of the Company for the financial year 2023-24 is also being sent through electronic mode to all the members of the Company whose email addresses are registered with the Company/ Company's RTA or Depository Participant(s).

This Annual Report is also available on the website of the Company i.e. www.bectorfoods.com.

This is for your information and record.

Thanking You,

Yours faithfully

For Mrs. Bectors Food Specialities Limited

ATUL SUD
Digitally signed by ATUL SUD
Date: 2024.09.04 16:06:00 +05'30'

Atul Sud
Company Secretary and Compliance Officer
M.No. F10412

Mrs. Bector's

CREMICA ENGLISH OVEN

ANNUAL REPORT **2023-24**

Magic of Baking!

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Mrs. Bector's

CREMICA ENGLISH OVEN

Mrs. Bectors Food Specialities Limited (MBFSL) is one of the leading companies in the premium and mid-premium biscuits segment in North India under the brand 'Cremica', and a leading premium bakery player under the brand 'English Oven'. It is the preferred supplier to some of the largest QSR franchises, cloud kitchens and multiplexes in India.

Dividend Per Share
(In ₹)

3.25

Total dividend for the year 2023-24, including interim and final (proposed) dividend.

About this Report

Welcome to MBFSL's Annual Report 2023-24!

This report provides an update on our key business activities and performance over the financial year 2023-24, reflective of our commitment to transformation and growth. The report also contains statutory reports, including auditor's reports and audited financial statements, in compliance with regulatory reporting requirements.

Report Scope

This report covers the activities of Mrs. Bectors Food Specialities Limited. The period of reporting coverage comprises the financial year 2023-24, that is the period of 1 April 2023 to 31 March 2024.

Reporting Principles

This report is aligned to the global integrated reporting principles. We have used this reporting framework to focus on our material issues that we believe are at the intersection of our environmental and social impact, linked to our enterprise and hence shareholder value.

Reporting Responsibility

The contents of this report have been reviewed by the management. They have ensured the integrity of the information and to the best of their knowledge they believe that the report provides a true and complete view of the activities and performance of the company during the year and also captures all relevant material issues in a transparent manner.

Suggestions and Feedback

We look forward to your suggestions and feedback on our reporting initiatives. Please write to us on parveen.goel@bectorfoods.com

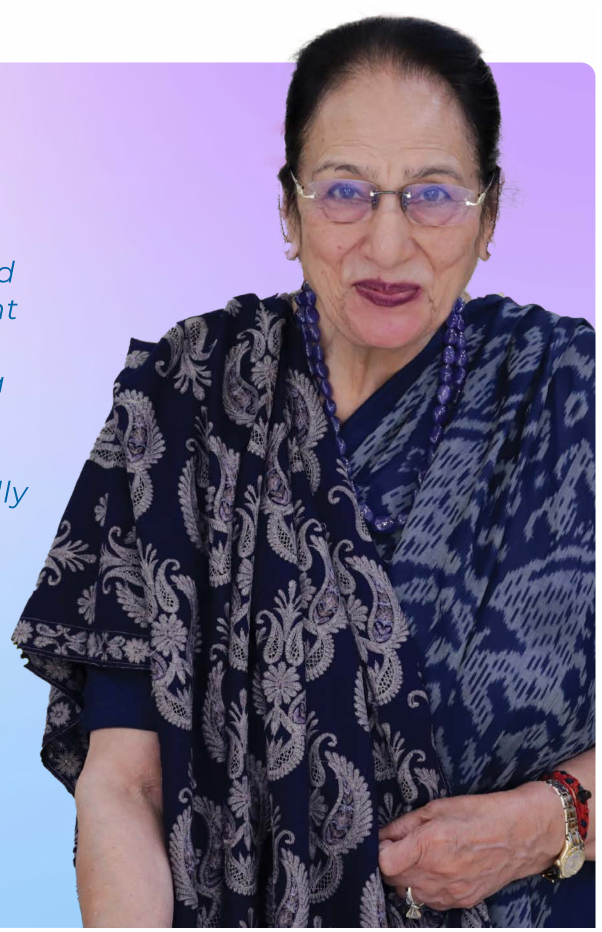
Forward-looking statements

The report makes use of certain statements related to the company's business operations, industry, objectives, business strategy, management plans and expectations. Such statements can be identified by the usage of words such as 'anticipates', 'believes', 'estimates', 'expects', 'intends', 'may', 'outlook', 'plans', 'will' and other similar words that imply future operating or financial performance of the company. Since such statements are contingent on assumptions, there is a probability of deviations from expected outcomes. These statements are intended to establish our current expectations according to logical assumptions and not act as a guarantee of future outcomes. The company's actual results could be affected by various factors, risks and uncertainties and could vary materially from the projections indicated by the forward-looking statements. The company does not undertake any obligation nor has any intention to update or revise any forward-looking statements in case of future events.

Inspiring Institutional Excellence

MRS. RAJNI BECTOR WAS CONFERRED THE PADMA SHRI FOR HER CONTRIBUTION TO TRADE AND INDUSTRY!

"I feel deeply blessed and want to express my heartfelt gratitude to the central government for recognising my services back in 2021. It was an honor then, and I remain thankful to my family, children, and staff. This recognition was a proud moment for me and everyone at Bectors. I dedicate this award to everyone who went the extra mile to make it possible. I also extend my thanks to our customers, whose belief in and support for us inspired us to continually strive to deliver the best products in our category."



Padma Shri Rajni Bector
FOUNDER,
MRS. BECTORS FOOD SPECIALITIES LIMITED

Awards won

Conferred with the Padma Shri for contribution to trade and industry in 2021

Felicitated by SBI for outstanding achievement as an entrepreneur and serving as a role model for women in 2017

'Lifetime Achievement Award' and 'Pride of Punjab' by Global Achievers Forum in 2017

'Woman of Excellence' from FICCI Ladies Organisation, Ludhiana in 2014

'Hall of Fame 2010, The Premier League' by the Human Factor in 2010

'Outstanding Woman Entrepreneur' by Small Industries Development Bank of India in 2010

Award for Excellence from FICCI Ladies Organisation, Ludhiana in 2009

FY2024 Update

Revenues (net)
(In ₹ Crore)

1,624

Up 19% YoY

Gross Profit
(In ₹ Crore)

758

Up 25% YoY

EBIDTA
(In ₹ Crore)

242

Up 38% YoY

PAT
(In ₹ Crore)

140

Up 56% YoY

Gross Profit Margin
(In %)

46.7%

44.6% FY2023

EBIDTA Margin
(In %)

14.9%

12.9% FY2023

PAT Margin
(In %)

8.6%

6.6% FY2023

** Figures are on consolidated basis*

KEY TAKEAWAYS OF THE YEAR

- Defended and expanded market share in both biscuits and bakery despite elevated competitive intensity
- Catered to 70+ countries around the world
- Signed Kareena Kapoor Khan as brand ambassador, and “Apna Apna Cremica” – “Goodness of Fibre” and “Bun Great toh Burger Great” campaigns with the celebrity mother drove consumer awareness for Cremica and English Oven products
- Commissioned two biscuit lines in Rajpura
- Operationalised Bhiwadi plant for bakery products

Biscuits
Cremica

Biscuit Segment Revenues (In ₹)

990 Crore

23%
YoY Growth

One of the largest premium and mid-premium biscuits player in North India

Domestic, exports and CSD sales

Domestic range:
Cookies, creams, digestives, Marie and crackers

Exports range:
Crackers, cookies and creams

Exports to

70+ countries

GROWTH STRATEGY

- Increase share of premium products
- Develop niche products and more nutritious variants, such as millets-based biscuits
- Leverage longstanding relationships with institutional customers
- Enable digital marketing initiatives and brand promotions in various e-commerce channels

Bakery

English Oven

Bakery Segment Revenues (In ₹)

572 Crore

17% YoY Growth

- Among India's leading premium bakery player
- Range of breads, bakery and gourmet products
- **Leading QSR and institutional customers:** McDonalds, KFC, Burger King, Subways, Domino's, etc.
- Among the few key vendors in India working for the institutional supply of processed/semi- processed dough-based offerings
- Foray into frozen foods, such as frozen burger buns, flaked buttery laminated products, dessert spreads, filled snacks, etc.
- Dedicated product lines for desserts, pizzas, garlic breads, croissants, etc.
- Retail and institutional sales

GROWTH STRATEGY

- Build on our position of an innovative, premium bakery brand
- Introduce new and exciting products, such as frozen buns, dessert jars and brownies in the retail segment
- Ensure differentiated offerings, like sub and footlong breads and sourdough for emerging affluent consumers
- Increase product price realisations

LETTER TO SHAREHOLDERS

Paving the path to sustainable progress

Dear Shareholders,

On behalf of Mrs. Bectors Food Specialities Limited, I extend a warm welcome to you to our Annual Report for the year 2023-24. Shareholder will be happy to note that the total dividend for 2023-24 works out to ₹ 3.25 per share, including interim dividend of ₹ 1.25 per share and final dividend of ₹ 2 per share announced for the year.

I am especially pleased to address you at a time when the company reported a very strong performance for the financial year, registering the highest-ever revenues and net profit for the year. Both our business segments, that is biscuits and bakery, reported excellent performance, reflecting our ability to expand market share within an overall competitive consumer environment.

Our consolidated revenues (net) grew appreciably by 19% YoY to ₹ 1,624 crore, while our PAT expanded by 56% to ₹ 140 crore in 2023-24, comprising a net profit margin of 8.6%, which is the highest-ever in our history. Our gross profit rose by 25% to ₹ 758 crore and EBIDTA by 38% to ₹ 242 crore during the year.

What these numbers highlight is our robust all-round operational performance, backed by the launch of new products, especially in the premium range, entry into newer markets, and the impact of many cost savings initiatives that helped unlock operational and financial value.

The Indian economy is on a strong footing, with GDP growing by a significant 8.2% in 2023-24, up from the 7% growth achieved in the previous year. The India story is domestic consumption-driven with significant scope for penetration-led growth. Active channelisation of household savings into newer investment avenues, a vibrant startup ecosystem, strong stock market momentum, pro-business government policies, and formalisation of the economy are some of the factors that will continue to deliver an economic dividend, going forward.

There is a very long growth runway for our sectors too. On the biscuits side, though India has accomplished remarkable growth over the last five years, consumption still lags behind developed countries like the UK, US, etc. Biscuits consumption trails even countries such as Sri Lanka. While India's per capita biscuits consumption stands at about 2.5 kg per year, it is 13.6 kg in the UK, 10 kg in the US, and 4 kg in Sri Lanka.

Likewise, on the bakery side too, India offers a golden opportunity. The breads and buns market, estimated at ₹ 50 billion in FY2020, is projected to surge to ₹ 76 billion by FY2025, clocking a 9% growth rate. However, the premium segment is estimated to expand even faster at 15%, growing from ₹ 7 billion in FY2020 to ₹ 15 billion in FY2025.

Considering the long-term prospects, the focus on accelerating our value creation journey remains unabated as we tap into both the India opportunity as well as the potential in international markets. For this, we are anchoring our business strategy on continuous investment in expanding our brand portfolio as well as developing a future-ready supply chain with state-of-the-art manufacturing establishments.

Our business is one in which winning in the market day in and day out is crucial for success. In this regard, we have achieved our stated objective of doubling direct coverage to 3 lakh+ outlets in two years, making our products more accessible to a larger consumer base. On the export front too, the Cremica brand has marked its presence in 70+ countries around the world. Unleashing the full value of our products and distribution network, we will continue to adopt a calibrated expansion strategy in both our domestic and international markets.

We launched Project Impact 1.0, a journey towards cost transformation throughout the organisation. This will lay a strong future foundation across the numerous fronts of our business, including operations, procurement, supply chain, packaging, etc., that will help minimise waste, streamline logistics, enhance operational efficiency, reduce costs, etc. Technology and digitalisation are also important pillars of our operations. After finding benefits in SFA and DMS implementation on the selling and distribution side, we are exploring tech leverage in other areas of our business too.

On the production side, while we commissioned two biscuit lines in Rajpura, two more additional lines are expected to be added in the current financial year. The development of the Dhar plant in Madhya Pradesh is in advanced stages and is set for starting commercial production this financial year.

In the bakery segment too, we completed an important expansion activity with the operationalisation of our Bhiwadi plant in 2023-24. This will help make deeper inroads into the north Indian market, especially the NCR. The Khopoli bakery in Maharashtra and the bakery in Kolkata, West Bengal, are estimated to begin commercial production in the year 2025. This will widen the access of our bakery products in the western and eastern parts of the country.

Rise in discretionary income and social media exposure to food and consumption trends from around the world has triggered a desire among Indian consumers to explore different cuisines and indulge in premium products. Marking this shift, we have developed strong capability in premium frozen foods, such as artisan cookies, flaked buttery laminated products, filled puffs and snacks, etc. This trend is also fuelled by QSRs that are expanding beyond the metro markets and especially into Tier II and III regions.

Embracing key practices in ESG is a top priority of the management. These are being integrated more profoundly into the business, which is playing a vital role in our decision-making and analysis of growth opportunities, material risks and sustainability drivers. Our employees are central to our ESG endeavours and I am proud how they have continued to prioritise learning and training to enrich their professional journey and contribute to the goals of the organisation. We offer many routine and specialised programs and workshops to ensure they remain equipped with the knowledge of best practices.

In closing my statement, I want to express my gratitude to my Board colleagues for their dedication, counsel and support. Together, the Board took numerous decisions during the year that will bear positive outcomes in the years ahead.

I deeply thank all our employees for their efforts, dedication and sincerity.

I would also like to acknowledge our customers for their support and trust in our products. Finally, I am grateful for the support and cooperation received from our shareholders and regulators.

We will continue to work hard to be an example of an institution everyone can be proud of.

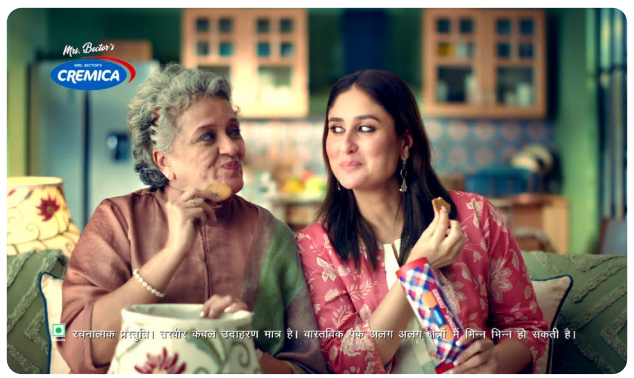
Thank you.

Anoop Bector
MANAGING DIRECTOR

Marketing Campaigns

CREATING AWARENESS THROUGH CONTINUOUS MARKETING AND BRAND DEVELOPMENT ACTIVITIES ACROSS BOTH TRADITIONAL AND DIGITAL APPROACHES.

Cremica Brand TVC with Kareena Kapoor Khan



English Oven Digital Campaigns

Portfolio and Packaging Innovation

WE ENSURE CONTINUOUS ENGAGEMENT WITH THE MARKET TO GAIN INSIGHTS INTO CONSUMER TASTES AND PREFERENCES AND OTHER TRENDS. THIS SHARPEN OUR FOCUS ON INNOVATION, THUS ENSURING RELEVANCE AND RELATABILITY.

BISCUITS

- Cremica Milkyz, a milk-based cookie
- Cremica Bakefit Millet, a millet-based cookie
- Cremica Melto, a vanilla chocolate sandwich cookie
- Cremica cashew delight cookie

BAKERY

- Rusk
- Sourdough and focaccia breads (launched in select retail and e-commerce channels)
- Multigrain bread upgradation to further strengthen foothold in the premium bread segment
- Atta Kulcha launch to further enhance the kulcha portfolio
- Preservative-free vanilla cake
- 12-piece pav
- 6-piece pav packaging was improvised to give a younger and more dynamic look

PACKAGING UPDATION

- English Oven – New retail look

Financial Capital

OUR FINANCIAL CAPITAL COMPRISES THE POOL OF FUNDS AVAILABLE TO US FOR DEPLOYMENT, WHICH INCLUDES DEBT, RETAINED EARNINGS AND EQUITY. WE CONTINUOUSLY FOCUS ON EFFECTIVE MANAGEMENT STRATEGIES TO DRIVE LONG-TERM FINANCIAL PERFORMANCE AND SUSTAINABLE RETURNS FOR OUR SHAREHOLDERS.

SDGs impacted

- 7 AFFORDABLE AND CLEAN ENERGY
- 8 DECENT WORK AND ECONOMIC GROWTH
- 9 INDUSTRY, INNOVATION AND INFRASTRUCTURE

Strategic objectives

- Financial excellence
- Cost management
- Business resilience

Key objectives

- Access cost-effective funding
- Maintain sound credit metrics
- Lower cost of capital
- Fund capex/opex through the most optimal investment mix

Total balance sheet
(In ₹ Mn)
11,003

Revenue from operations
(In ₹ Mn)
16,239

Net profit
(In ₹ Mn)
1,404

Something Interesting!

4.44 crore

MBFSL earned revenue of ₹ 4.44 crore per day in 2023-24.

Something Interesting!

70 & 11

MBFSL manufactures 70 million biscuit packs and 11 million bread loaves every month and 1.3 million buns every day.

Key objectives

MBFSL's current annual production capacity stands at around 148,000 MT for biscuits and 95,000 MT for bakery products. We are expanding our capacity with an additional 38,000 MT for biscuits and 24,000 MT for bakery products. Once completed, the company's total production capacity will rise to 187,000 MT for biscuits and 119,000 MT for bakery products. The company's manufacturing facilities are equipped with advanced technology and automated systems from Denmark, Germany, Italy and the US.

To feed the growth in production, the company is focusing on augmenting its distribution channels. In this regard, it was able to achieve the following:

- Increase reach in general trade outlets from 2.16 lakh to 3.17 lakh, representing a 47% jump
- Expansion in modern trade outlets reach from 2,325 to 3,139, comprising a 35% increase
- Growth in distributors from 256 to 620, marking a 142% increase

The company is further enhancing its footprint in new-age channels, such as quick-commerce, with availability across all major quick-commerce platforms.

Manufacturing footprint

BISCUITS

- Tahliwal, HP
- Rajpura, Punjab
- Phillaur, Punjab

BREADS AND BUNS

- Greater Noida, UP
- Bhiwadi, Rajasthan
- Khopoli, Maharashtra
- Bengaluru, Karnataka
- Kolkata, WB (Upcoming)
- Bengaluru, Karnataka (Upcoming)
- Dhar, MP (Upcoming)
- Khopoli, Maharashtra (Upcoming)

Manufactured Capital

OUR MANUFACTURED CAPITAL COMPRISES OUR INTEGRATED MANUFACTURING ASSETS, INCLUDING OUR BISCUIT AND BAKERY LINES AND SUPPORTING ANCILLARY INFRASTRUCTURE. IT ALSO COMPRISES OUR LOGISTICS AND DISTRIBUTION INFRASTRUCTURE THAT ARE CRUCIAL FOR LAST-MILE DELIVERY. ALIGNED WITH OUR GROWTH ASPIRATIONS, WE ARE CONTINUOUSLY EXPANDING OUR PRODUCTION CAPACITIES AND CUSTOMER TOUCHPOINTS, SERVING OUR CUSTOMERS WITH A LARGER ARRAY OF PRODUCTS.

SDGs impacted

8 DECENT WORK AND ECONOMIC GROWTH
9 INDUSTRY, INNOVATION AND INFRASTRUCTURE
11 SUSTAINABLE CITIES AND COMMUNITIES

Strategic objectives

- Customer outreach
- Operational excellence
- Cost management

Principal Objectives

- Optimise production efficiencies
- Ensure cost discipline
- Augment resource consumption
- Maximise waste recycling/re-utilisation
- Ensure alignment with performance targets

Super stockists
400+

Biscuits production capacity (In MT)
143,304

Distributors - Biscuits
900+

Depots
16

Cremica preferred outlets
5,000+

Bakery production capacity (In MT)
89,237

Distributors - Bakery
295+

Something Interesting!

47.38%

Many of our employees are long-tenured, being with the company for 5+ years.

Human Capital

OUR HUMAN CAPITAL IS CONSTITUTED BY OUR PEOPLE WHO ARE THE HEART OF OUR COMPANY. THEIR KNOWLEDGE, SKILLS, PERSEVERANCE, ENTHUSIASM, PASSION AND COMMITMENT TO WORK ENSURE THAT WE REMAIN SUSTAINABLE AND VALUE-GENERATIVE IN THE LONG-TERM.

SDGs impacted

Key objectives

Transparency and best practices are fundamental principles that frame MBFSL's approach to managing its human capital. The company has demonstrated openness in the adoption of best practices to create a robust and conducive environment that allows employees to grow and thrive in the workplace. Our endeavour is to foster a work culture that promotes collaboration, innovation, inclusivity, high performance and adaptation. This has led us on the path of innovation and value creation.

Strategic objectives

- People retention
- Career fulfillment
- Rights and dignity

Total employees

2,634

Learning and development

We believe that skill is the new source of competitive value, especially in a rapidly-evolving world. We focus on developing a tomorrow-ready organisation and harness our approach through ensuring learning and development for employees across all levels, giving thrust to continual learning. We have also built new-age learning ecosystems that facilitate learning while ensuring best-in-class learning experiences. Our endeavour is to equip our people with domain skills and other functional competencies, including professional, behavioural and leadership, that prime them for long-term success.

Diversity mix

14.67%

MRS BECTORS FOOD SPECIALITIES LIMITED

Something Interesting!

534+

MBFSL has 384+ SKUs in biscuits and 150+ SKUs in breads, Indian and western bakery.

Technology modernisation

We are undertaking various projects to bolster our technology foundation and ensure a future-ready enterprise. Some of these are mentioned below:

- Revamped internal infrastructure with CISCO Meraki high-end firewall and HA. We also secured the organisation by implementing AD, SEG, XDR, EDR and DLP
- Implemented a state-of-the-art HRMS and payroll solution that helped transform employee experience by digitising the entire lifecycle of the employee's tenure at the company
- Enabled digitisation of primary and secondary sales tracking at the biscuits segment that enhanced stock visibility at the outlet level

Intellectual Capital

OUR INTELLECTUAL CAPITAL ENCOMPASSES OUR KNOWLEDGE, EXPERTISE AND TECHNOLOGY, HELPING US DRIVE INNOVATION AND OPERATIONAL EFFICIENCY AND ENABLING AN ORGANISATION FIT FOR THE FUTURE IN A COMPETITIVE MARKET ENVIRONMENT.

SDGs impacted

8 DECENT WORK AND ECONOMIC GROWTH
9 INDUSTRY, INNOVATION AND INFRASTRUCTURE
11 SUSTAINABLE CITIES AND COMMUNITIES

Strategic objectives

- Customer outreach
- Operational excellence
- New product development

Key objectives

- Innovation
- New product commercialisation
- Bouquet of international offerings in biscuits segment
- Modern technologies and best practices
- Market development activities
- Environmental goals

New products launched

5

Strengthening our brands

We have taken numerous initiatives in innovation and manufacturing to supply new products to our customers, thus staying relatable and relevant to them. Few examples include:

- Upgradation of multigrain bread with a unique and superior offering through 11 grains and made available across all the regions of the company's operations
- Preservative-free vanilla cake launched at an attractive price point and with a one-month shelf life
- Launch of 12-piece pav and packaging improvisation of 6-piece pav to give a younger and more dynamic look

Growth Levers

01

Leading Brands
Cremica and English Oven that have become household staples in many parts of India

02

Formidable
presence in biscuits exports

03

Portfolio
value-addition and premiumisation, supported by discretionary income growth and emergence of new channels such as q-commerce

04

Advanced
and modern manufacturing facilities with automated systems

05

Strong
multichannel distribution network, with 550,000+ outlets in North India alone

06

Technology
leverage to support business growth and operational excellence

07

Focus
on ESG as a core part of our business strategy

Bolstering Our Social Capital

Growing with the community under our "Goodness Together" initiative

WE HAVE ALWAYS UPHELD OUR RESPONSIBILITY AND OBLIGATION TO THE BROADER SOCIETY. OUR SOCIAL RESPONSIBILITY IS CRUCIAL AS IT FOSTERS TRUST WITH COMMUNITY MEMBERS, ENHANCES OUR REPUTATION, AND CONTRIBUTES TO SUSTAINABLE GROWTH BY ADDRESSING SOCIETAL NEEDS, THUS POSITIVELY IMPACTING THE SOCIETY.

The company undertook two long-term projects during the year. The first comprised the development of a sports stadium in Patiala, Punjab, for achieving the goal of building infrastructure for the future generations and promoting sports, health and fitness.

The second project constitutes building a school through the Om Shri Sai Sewa Trust. Under the project, the company will enhance the school's infrastructure with four classrooms, computers and a vocational hall with the aim of educating and guiding underprivileged students, especially those from poor backgrounds, to foster a love for learning.

The projects are aligned to the following Sustainable Development Goals (SDGs):


Aident Grroup Women Enpowerment


Dialysis Machine Donated to Shri Rama Sevak Society


ITI Patiala Signing of MOU


School Renovation

PHDRDF

PHDRDF

OUR ESG APPROACH

Committed to Net-Zero Carbon Emissions by 2050!

ESG PURPOSE

SERVING HIGH QUALITY TASTE AND NUTRITION "RESPONSIBLY"

ENVIRONMENTAL	SOCIAL	GOVERNANCE
Waste management, emissions and energy, human rights, sustainable agriculture and sourcing, water management and circular packaging	Food safety and quality, employee wellbeing, nutrition & health, supply chain management, responsible marketing and labelling	Corporate governance, risk management, data privacy and security

DEFINING OUR PATHWAY TO NET-ZERO – OUR 2030 GOALS

- Increase the share of renewable energy to 50%
- Zero liquid discharge in factories
- 100% of packaging to be made from recycled or compostable or renewable materials
- 100% packaging is recyclable, reusable and/or of compostable materials
- Achieve 25% women representation across the organisation

Through our mission of zero-carbon emissions by 2050, we contribute to SDG #13 – Climate Action.

13 CLIMATE ACTION

Our Board

OUR BOARD IS COMPOSED OF EMINENT INDIVIDUALS WHO BRING WIDE RANGING SKILLS AND EXPERIENCE THAT ENHANCE DECISION-MAKING AND ORGANISATIONAL STEWARDSHIP.

Mr. Ashish Agarwal

CHAIRMAN AND INDEPENDENT DIRECTOR

- Board member since February 10, 2023
- Appointment as Chairman of the Board on February 10, 2023

Mr. Ashish Agarwal is B.Com, FCA, CPA (USA), DISA. He is a Practicing Chartered Accountant since 1991. Currently, he is the President of District Taxation Bar Association (Direct Taxes), Ludhiana, a body of around 600 professionals practicing in the field of income tax. He has completed certificate course on Forensic Audit & Fraud Detection, Valuation and Concurrent Audit conducted and certified by ICAI. He was a Public Nominee Director of LSC Securities Ltd from August 2011 to March 2015 and former Treasurer of Sutlej Club, Ludhiana. He is also an Insolvency Professional since October 2017 and is empanelled with Punjab National Bank (PNB) and is currently handling insolvency matters on behalf of PNB.

Specialty:

- Finance and taxation
- Insolvency matters
- Management and administrative matters

Mr. Anoop Bector

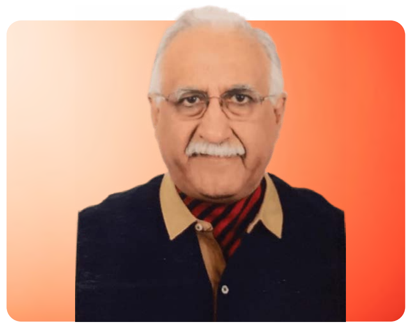
MANAGING DIRECTOR

- Board member since Company's incorporation on 19 September 1995

Mr. Anoop Bector holds a bachelor's degree in commerce from Satish Chander Dhawan Government College, Panjab University. He also completed a training programme on international supply chain management, conducted by McDonald's in Singapore in 2001. He was awarded the 'Business Knight of Punjab' by The Economic Times in 2015. He was appointed as a non-official member of the board of management of Punjab Agricultural University, Ludhiana, on June

Specialty:

- Business experience of over 25 years
- Specialist knowledge of supply chain and trade marketing
- Regulatory and stakeholder liaison
- Leadership skills



Mr. Manu Talwar

CHIEF EXECUTIVE OFFICER

- Appointed as Chief Executive Officer w.e.f. May 02, 2022

Mr. Manu Talwar has over 30 years of proven business leadership experience in profitable business expansion, operations and general management, primarily in the consumer facing industry. He is a Chartered Accountant who became a CFO, gaining experience in business both at Voltas and Pepsi. The role of establishing business processes during his early days at Coca-Cola India as they acquired bottlers gave him an opportunity to take up the business head role in Coca-Cola. He has also led businesses in Coca-Cola, Airtel and Viom during their high growth phase. He also had the opportunity of managing tough times at Coca-Cola (pesticide scare, 2003), Viom (telecom license cancellation, 2012) and successfully managed business turnaround and transformation. Mr. Talwar has also led a family-run business at Luxor as CEO with impressive growth in market and financial indicators while transitioning the company from family managed to a professionally driven enterprise. He also has the experience of working with Lenskart as a part of the start-up's growth journey.

Specialty:

- Business leadership experience of over 30 years
- Business strategy and growth
- Commercial and finance
- Human resource management
- Relationship / stakeholder management

Mr. Ishaan Bector
WHOLETIME DIRECTOR

- Board member since February 15, 2016

Mr. Ishaan Bector holds a bachelor's degree in arts from Michigan State University, USA, and attended a management programme for family business from the Indian School of Business. He currently holds the position of 'Director – Breads', heading the breads and bakery business of the Company.

Specialty:
- New-age leadership experience
- Strong knowledge of supply chain
- Customer liaison

Mr. Suvir Bector
WHOLETIME DIRECTOR

- Board member since April 1, 2021

Mr. Suvir Bector graduated with bachelor's degree in arts with honours in management with marketing from the University of Exeter and has a master's in global supply chain management from Cass Business School, City University, London.

Specialty:
- New-age leadership
- Specialist knowledge in marketing and supply chain
- Customer liaison

Mr. Parveen Kumar Goel
WHOLETIME DIRECTOR

- Board member since May 1, 2008

Mr. Parveen Kumar Goel holds a bachelor's degree in commerce from S.C. Dhawan Government College, Ludhiana, Panjab University. He is a qualified chartered accountant from the Institute of Chartered Accountants of India.

Specialty:
- Finance and taxation
- Stakeholder liaison

Mr. Rajiv Dewan
INDEPENDENT DIRECTOR

- Board member since July 10, 2018

Mr. Rajiv Dewan is a fellow member of the Institute of Chartered Accountants of India and is a practicing Chartered Accountant. He has over 25 years of experience in taxation and business restructuring consultancy. He is currently a partner in R. Dewan & Co., Chartered Accountants, Ludhiana. In the past, he has served as a director in various companies, including JSW Vallabh Tinplate Private Limited, Punjab Communications Limited, Trident Aerospace Limited, Trinetra Technologies Limited, Trident Powercom Limited, Trident Brokers Limited, Trident Research Limited and Trident Brands Limited.

Specialty:
- Finance and taxation
- Strategic business stewardship

Mrs. Pooja Luthra
INDEPENDENT DIRECTOR

- Board member since September 19, 2020

Mrs. Pooja Luthra holds a bachelor's degree in Commerce from Jesus & Mary College, Delhi University, master's degree in arts - industrial/organisational psychology from Chicago School of Professional Psychology, and a post-graduation diploma in business administration – global business operations from Shri Ram College of Commerce, Delhi University. She has over 17 years of experience as a consulting specialist. She is also associated with Trident Limited as a director on their board.

Specialty:
- Business transformation
- Human resource development

Mr. Alok Kumar Misra
INDEPENDENT DIRECTOR

- Board member from February 11, 2022 till August 27, 2024

Mr. Alok Kumar Misra holds a Masters in Statistics, Post-Graduate Diploma in Personnel Management from FMS, Delhi University and CAIIB. He is also a fellow member of Certified Institute of Bankers of Scotland, Zambian Institute of Bankers, and an associate member of Australasian Institute of Banking & Finance. He started his career as a probationary officer in Bank of India and went on to have an illustrious professional innings spanning over 38 years in the banking industry, during which he headed various banking operations, including as in-charge of Bank of India's international operations as its General Manager (International), as a Managing Director of Indo-Zambia Bank Ltd and as Executive Director of Canara Bank. Throughout his career, he has been known as a dynamic leader and a true team person.

Specialty:
- Finance, banking and accounting
- Management and administrative matters

Management Discussion & Analysis

GLOBAL ECONOMIC SCENARIO

From early 2023, the global economic journey has been eventful, starting with the Russia-Ukraine war that triggered a global energy and food crisis and a considerable surge in inflation, followed by a globally synchronized monetary policy tightening. Tension flared up between Gaza and Israel too, complicating the geopolitical challenges.

Yet, despite many overcast predictions, the world avoided a recession, the banking system remained largely resilient, and key emerging market economies did not suffer any major losses. Resilient growth and faster disinflation point towards favourable supply developments, including the fading of earlier energy price shocks and rebound in labour supply supported by strong immigration flows in many advanced economies. Decisive policy actions, as well as improved monetary policy frameworks, especially in emerging market economies, have helped anchor inflation expectations.

According to April 2024 IMF World Economic Outlook report, global growth is projected at 3.2% in 2023 and is forecasted to maintain the same pace through 2024 and 2025. For advanced economies, growth is projected to rise slightly from 1.6% in 2023 to 1.7% in 2024 and 1.8% in 2025, with the increase mainly reflecting a recovery in the Euro area from low growth in 2023. In emerging market and developing economies, growth is projected to moderate slightly from 4.3% in 2023 to stable at 4.2% in 2024 and 2025, with a moderation in emerging and developing Asia offset mainly by rising growth for economies in the Middle East and Central Asia.

Global headline inflation is expected to decline from an annual average of 6.8% in 2023 to 5.9% in 2024 and 4.5% in 2025. A more frontloaded decline is expected for advanced economies, with inflation falling to 2.6% in 2024 from 4.6% in 2023 and expected to decline further to 2% in 2025. For emerging market and developing economies, inflation is likely to be unchanged at 8.3% in 2024 and is expected to fall to 6.2% in 2025. The moderation in global inflation in 2024 reflects a broad-based decline in global core inflation. The drivers of declining core inflation differ by country but include the effects of still-tight monetary policies, a related softening in labour markets and fading pass-through effects from earlier declines in relative prices, notably in that of energy

(Source: IMF, World Economic Outlook, https://www.imf.org/en/Publications/WEO).

While the global economic outlook appears optimistic with steady growth projections and declining inflation, persistent challenges such as the need to further stabilize inflation, manage sovereign debt and address climate change underscore the importance of decisive and collaborative actions. As we navigate the complexities of an interconnected world, sustained efforts towards sustainable development, inclusive growth and environmental stewardship remain paramount.

INDIAN ECONOMY

With a GDP (Gross Domestic Product) of around USD 4 trillion, the Indian economy has grown significantly in recent years, ranking as the fifth largest in the world according to the IMF. This growth has been fuelled by decisive policy actions, extensive reforms, a consumption-based economy, significant technology advancements, and a thriving entrepreneurial culture

(Source: https://www.forbesindia.com/article/explainers/gdp-india/85337/1).

Government actions have played a key role in promoting macroeconomic stability and establishing an atmosphere that is favourable to the expansion of trade and industry. India's position as a major player in the global economy has been cemented by the government's resolute approach to enacting reforms, which has been centred on enhancing the business climate, encouraging domestic manufacturing, drawing in foreign capital, and stimulating the start-up ecosystem.

Headline Consumer Price Index (CPI) inflation has been progressively falling since the previous fiscal year, which is encouraging for the economy. The current financial year saw inflation reach a peak of 7.8% in April 2022, then fall to 5.7% in March 2023 and then further lower to 4.9% in March 2024.

Amidst global challenges, the Indian economy has stayed resilient. Buoyed by strong domestic demand and backed by robust macroeconomic fundamentals, the country has emerged as the fastest growing major economy in the world in 2023-24, rising by a stellar 8.2% during the year. The government's capital expenditure push, recovery of the manufacturing and services sectors, upturn in the investment cycle, and robust balance sheets of banks and corporations all contribute to the positive outlook for business and consumers.

The main risks to the nation's GDP prospects include climate shocks, volatile global financial markets and heightened geopolitical tensions. The IMF has projected India's GDP to grow by 7% in 2024-25.

PACKAGED FOODS INDUSTRY

Government Thrust

One of the biggest food processing industries globally, India's output is predicted to reach USD 535 billion by 2025–2026. A significant part of connecting Indian farmers with consumers in both home and foreign markets is played by the food processing industry. All efforts are being made by the Ministry of Food Processing Industries (MoFPI) to promote investments at every stage of the value chain. Two million+ people are employed in the food processing sector, which accounts for 12.22% of all employment created in the registered factory sector.

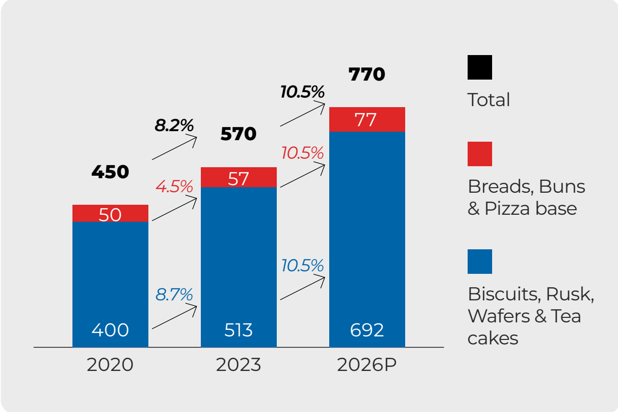
The launch of the Production-Linked Incentive (PLI) Scheme in Food Products for Enhancing India's Manufacturing Capabilities and Enhancing Exports – Atmanirbhar Bharat – has received agreement from the Union Cabinet. A total of 158 applications have been approved under various categories for the food processing industry. By 2026-27, the scheme will likely have enabled the growth of food processing capacity by over ₹30,000 crore and generated additional employment possibilities, both direct and indirect, for roughly 2.5 lakh people. Around ₹7,099 crore has been invested under the Scheme, according to statistics provided by PLI beneficiaries.

INDIAN BISCUITS AND BAKERY INDUSTRY

At ₹570 billion, the Indian retail biscuit and bakery market is projected to grow at a CAGR of approximately 10.5% over the next three years, reaching an approx. size of ₹770 billion by FY2026. Fuelled by structural demand factors, the market has expanded during the last three years at a CAGR of 8.2%.

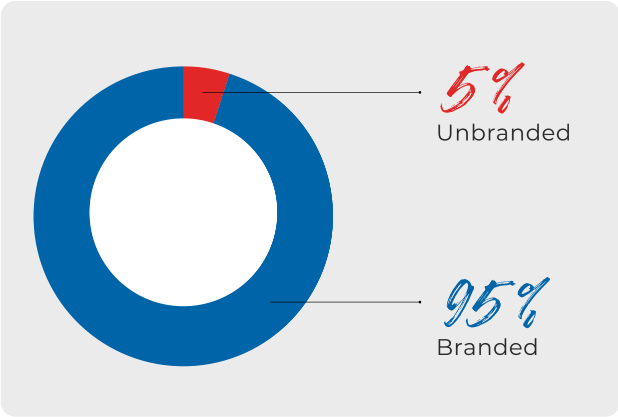
Around 90% of the market is made up of biscuits and other bakery snacks, including rusks, wafers and tea cakes, which together account for over ₹513 billion. Bread products such as buns, pizza bases and loaves account for ₹57 billion of the remaining 10% of the market.

Indian Biscuit and Bakery Industry
(In ₹ Bn)



Source: Technopak Analysis

Branded vs Unbranded - Biscuit



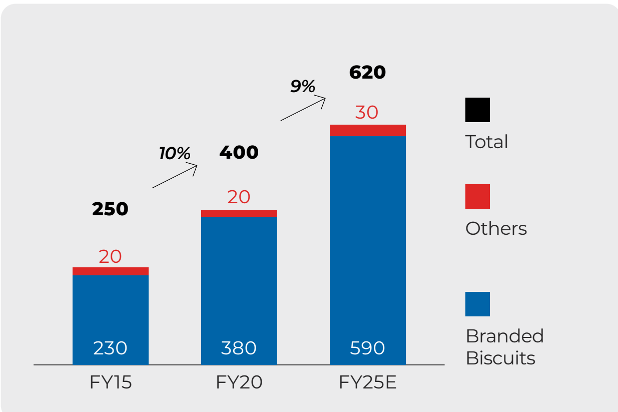
As much as 95% of the Indian biscuit market comprises branded players. Due to rising consumer preferences and disposable incomes, branded cookies will become more and more common. Small bakery businesses, cottage industries and household-style manufacturing facilities dominate the non-branded biscuit market. These businesses depend on satisfying local tastes and maintaining good ties with retailers.

BISCUITS MARKET

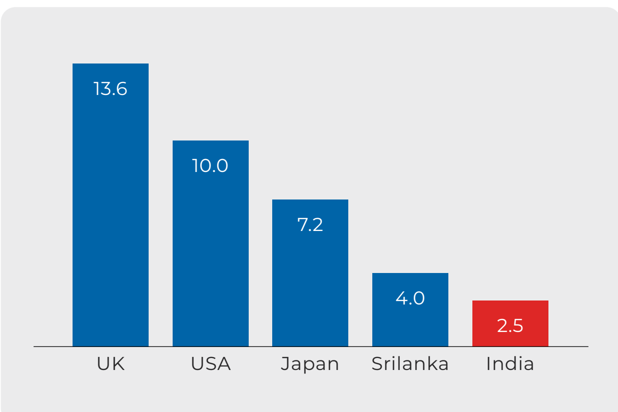
Increasing health consciousness, industrial advancements, urbanization, and increasing disposable income are the primary drivers propelling the Indian biscuits market.

In 2022, the size of the Indian biscuit market was projected to be USD 3.19 billion. The market is expected to grow at a CAGR of 4.13% between 2023-2029, with a projected value of about USD 4 billion by that year. The primary drivers of the market's expansion include consumer desire for clean-label, health-conscious products, such gluten-free, low-calorie, low-fat and high-fibre biscuits. Novel forms, fresh tastes, eye-catching packaging and healthier substitutes draw customers and help the business grow. In addition, India's urbanization propensity and rising disposable income are fuelling the market for biscuits.

Growth in Biscuit Market
(In ₹ Bn)



Low per capita spending on biscuits
Per Capita Consumption (Kg/Year)



Source: Technopak Analysis

The per capita consumption of biscuits in India has significantly increased in the last 5 years. However, it is far behind developed economies like the US, UK and other developing countries, like China and Sri Lanka.

The growing trend of casual snacking is one of the major factors boosting the growth of the biscuits market. Out-of-home snacking is growing in popularity as more people are entering the workforce and spending longer amounts of time outside their homes. The demand for biscuits among various snacks has also increased recently. Furthermore, with rising health consciousness among consumers, the demand for better-for-you or BFY offerings has also increased, as consumers prefer healthful products even in the premium categories.

Growth Drivers

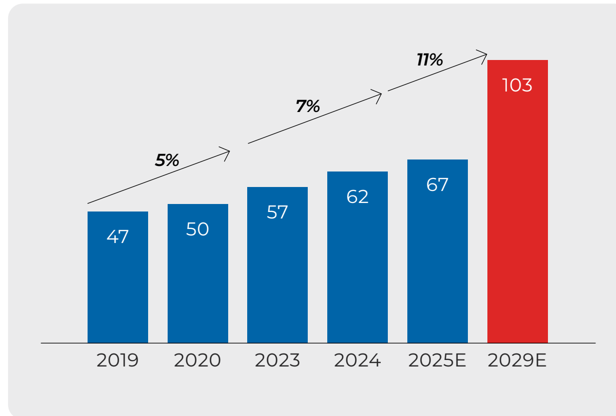
- Premium quality biscuits and larger pack size
- Active lifestyle and the need for cookies and biscuits as snacks, especially on-the-go consumption
- Better For you or BFY offerings for example biscuits that are lower in calories, boost fibre intake, Low GI etc
- Packaging innovation that not only enhance product appeal but also extend product shelf life
- Emergence of new sales channels, such as quick-commerce that satisfy the instant and indulgent consumption wants of consumers

BREADS AND BUNS INDUSTRY

Market size and growth

Growing at a CAGR of 5%, the Indian retail breads and buns market was valued at ₹62 billion in FY2024, up from ₹47 billion in FY2019. Throughout FY2024, the market expanded by 7% annually. In FY2025, the market is projected to grow to ₹67 billion and in FY2029, to ₹103 billion, registering a CAGR of 11%.

Indian breads and buns retail market size
(In ₹ Bn) (FY)

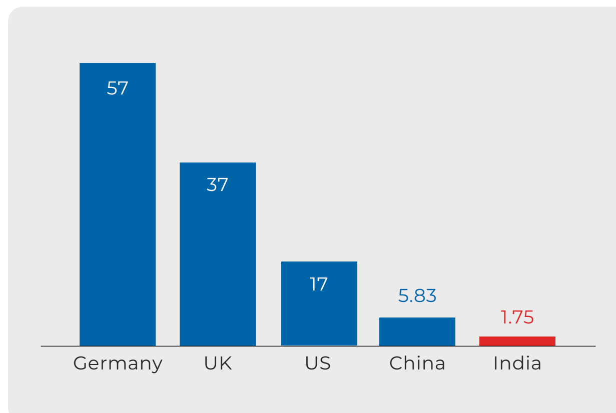


Source: Technopak Analysis

Per capita consumption of bread

There are large regional and national variations in bread consumption. In 2015, the per capita consumption of bread in India was 1 kg; by 2023, it had grown to 1.75 kg. However, comparing consumption to other major economies like China, the US, UK, Germany, etc., India's per capita consumption of bread is still much lower, indicating scope for growth.

Country-wise per capita consumption of bread
(In kg, 2023) Per capita consumption of bread (in kg)



Source: Technopak Secondary Research

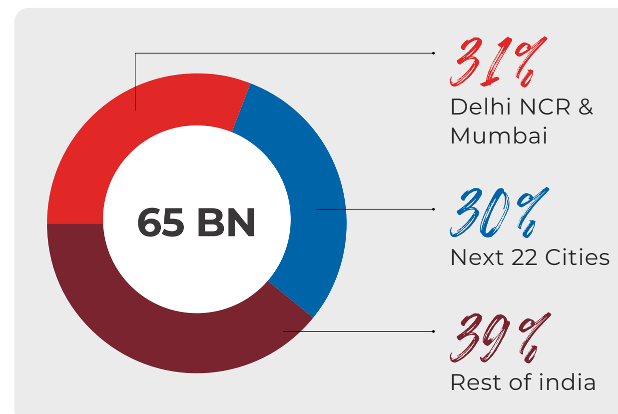
Branded vs un-branded bread

National, regional and local companies that manufacture a broad range of breads and buns under respective labels make up the branded portion of the industry. The bigger companies have extensive distribution networks, large-scale operations and state-of-the-art production facilities that strictly adhere to quality rules. With distribution and reach in Tier 2 and beyond, the branded category has been growing beyond Metros and Tier 1 cities. Local producers and suppliers that produce bread on a somewhat smaller scale and serve local markets make up the unbranded group. Typical bread varieties in their product line-up are white bread and buns, as well as regional and local specialties like kulcha and pav. However, in addition to basic breads that account for the majority of sales, the branded segment product portfolio offers a much wider range of options, such as whole wheat, multigrain, gourmet and specialty breads, among others.

For the breads and buns industry, the branded segment is projected to account for 64% of sales or ₹40 billion in FY2024.

In Indian cities, eating bread is an adaptive food habit. It is typically eaten with breakfast and snacks. It is also a component of traditional snacks that include bread items like kulcha and pav. Approximately 61% of the nation's branded market share is derived from the top-24 cities. There is a growing need for bread, particularly in major cities like Delhi NCR and Mumbai, and customers are rapidly gravitating towards premium and premium plus category bread options. Additionally, there is a rise in demand for breads and buns, especially whole wheat and multigrain varieties, from Tier 2 cities.

Branded breads and buns: City-wise market share (FY2024)



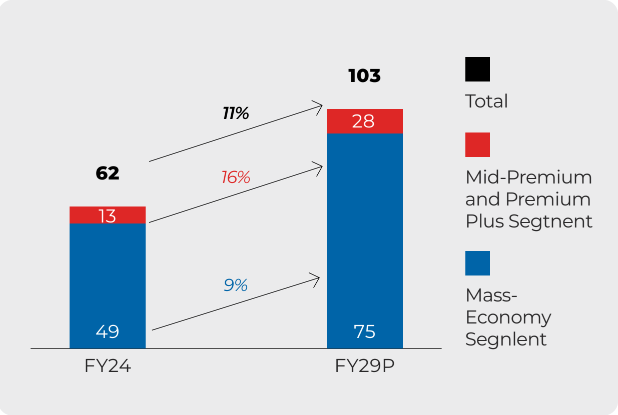
- Top two cities: Mumbai and Delhi
- Next 22 cities: Bengaluru, Hyderabad, Ahmedabad, Chennai, Kolkata, Surat, Pune, Jaipur, Lucknow, Kanpur, Nagpur, Visakhapatnam, Indore, Bhopal, Patna, Vadodara, Chandigarh, Amritsar, Madurai, Ludhiana, Coimbatore and Kochi

Price segmentation

Depending on the type and price of the bread, breads and buns are categorized as mass-economy, mid-premium, and premium plus. Simple bread varieties, such as white and brown, are primarily priced per kilogram below ₹100 Rs 125, placing them in the mass-economy category. The upwardly mobile consumer base is favouring artisanal, flavourful and value-added breads, such multigrain, sourdough, garlic, nutritious and so on. This is indicative of the premiumization trend in this category.

Market share of different breads and buns based on price (FY24)

(In ₹ Bn)



Source: Technopak Analysis

For the indicated time period, the mid-premium and premium plus segments are anticipated to grow at a CAGR of 16% and 20%, respectively. Due to variables like a shift in customer demand for healthier and specialty products, increased disposable income, and a tendency to spend, the categories are predicted to develop faster than the market as a whole.

In India, the premium plus market is a niche with a few well-known players. In the premium plus category, there are specific specialty and nutritious breads such as protein breads and footlong breads flavoured with cheese, roasted garlic, parmesan, and oregano. In this section, there are also ciabatta, panini, and pita breads.

Future outlook and growth drivers

01 Market growth

The increasing presence of organized retail and e-commerce platforms is expected to fuel continued expansion in both urban and rural markets.

02 Technology and innovation

Using cutting-edge baking techniques will extend product shelf life and boost the nutritional value of bread and bun items. Increased use of automation boosts output and assures consistent product quality while producing large volumes.

03 Growth of organized retail and q-commerce

The growth of organized retail establishments and q-commerce platforms has expanded the bread and bun goods' market reach and distribution, which has fuelled the industry's overall growth. Online grocery shopping is becoming more and more popular, providing customers with convenient alternatives to buy a wide variety of bread and bun items.

04 Higher consumption of healthier options

As consumers look for more nutrient-dense and healthy bread and bun options, demand for multigrain, wholewheat, and nutritional breads is predicted to rise. This is due to increased consumer knowledge and preference for healthier bread options.

05 Urbanisation and lifestyle shifts

As disposable incomes rise, there is a trend towards urbanisation and a surge in the market for quick-to-eat and handy food items. Bread is easily accessed and convenient to eat, which influences both single and multipack consumption. Growing disposable income stimulates demand for premium and premium plus breads.

Director's Report

Dear members

Your Directors are pleased to present the 29th Annual Report on the affairs of the Company together with the audited statement of accounts for the year ended on 31st March, 2024.

FINANCIAL PERFORMANCE

(Amount in Rs. million)

Particulars	Standalone		Consolidated	
	For the year ended 31 March 2024	**For the year ended 31 March 2023**	**For the year ended 31 March 2024**	**For the year ended 31 March 2023**
Revenue from Operations	15,117.48	12,643.17	16,239.45	13,621.39
Other Income	174.61	116.13	190.09	120.23
Total Income	15,292.09	12,759.30	16,429.54	13741.62
Less: Expenses	12941.41	11,119.11	13,815.06	11,869.35
Less: Finance Cost	118.38	128.95	118.39	129.12
Less: Depreciation and Amortization	579.51	491.23	613.96	532.77
Net profit/ (loss)	-	-	0.69	(3.35)
Profit before Taxation	1,652.79	1,020.01	1,882.82	1,207.03
Less: Tax Expense (Deferred & Current)	419.59	257.48	479.21	306.29
Profit for the year	1233.20	762.53	1403.61	900.74
Add: Other Comprehensive Income / (loss) for the year	(2.30)	(0.58)	(2.59)	(0.55)
Total Comprehensive Income for the year	1230.90	761.95	1401.02	900.19
Earnings per Share				
Basic (Rs.)	20.97	12.96	23.87	15.31
Diluted (Rs.)	20.96	12.96	23.85	15.31

PERFORMANCE REVIEW

On standalone basis, the Company reported revenue from operations of Rs. 15,117.48 million for the financial year 2023-24, as compared to Rs. 12,643.17 million in the previous financial year 2022-23, registering a growth of 19.57%. Profit before financial expenses, depreciation, other income and taxation stood at Rs. 2,176.07 million, as compared to Rs. 1,524.06 million in the previous year. Net profit for the year under review amounted to Rs. 1233.20 million, as compared to Rs. 762.53 million in the previous year, registering a substantive increase of 61.72% over the previous year.

On consolidated basis, the Company reported revenue from operations of Rs. 16,239.45 million for the financial year 2023-24 as compared to Rs. 13,621.39 million in the previous financial year 2022-23, registering a growth of 19.22%. Profit before financial expenses, depreciation, other income and taxation stood at Rs. 2,424.39 million, as compared to Rs. 1,752.04 million in the previous year. Net profit for the year under review amounted to Rs. 1403.61 million, as compared to Rs. 900.74 million in the previous year, registering a substantive increase of 55.83% over the previous year.

CREDIT RATING

The Company was accorded credit rating by two rating agencies namely CRISIL and ICRA. ICRA has given the rating AA-/ Positive (pronounced "Double A minus Positive") for long-term borrowings and ICRA A1+ (pronounced "ICRA A one plus") for short- term borrowings. CRISIL vide its rating letter dated 08th August, 2024 has revised the Long-term rating of the Company from AA-/ Stable to AA-/ Positive (pronounced "Double A minus Positive") for Long-term borrowings and reaffirmed the short term rating as CRISIL A1+ (pronounced "CRISIL A one plus") for short-term borrowings.

TRANSFER TO RESERVES

Your Directors do not propose to transfer any amount to reserves.

DIVIDEND

The Directors in their meeting held on 08.02.2024 have declared an interim dividend of Rs. 1.25 per equity share of face value of Rs. 10/- each (i.e. 12.5%).

Further your Directors are pleased to recommend a final dividend of Rs. 2.00 per equity share of face value of Rs. 10/- each (i.e. 20%) for the year ended March 31, 2024 in the Board Meeting held on 30.05.2024. The dividend, subject to the approval of members at the Annual General Meeting on Friday, September 27, 2024, will be paid within the time period stipulated under the Companies Act, 2013 (subject to deduction of tax at source).

The Dividend recommended is in accordance with the Company's Dividend Distribution Policy. The Dividend Distribution Policy of the Company is available on the Company's website at https://www.bectorfoods.com/panel/uploads/investor/09302021075016MBFSL-DividendDistributionPolicy.pdf Link is not opening when we click please reinsert the link.

MATERIAL CHANGES

(a) Material changes between the date of the Board report and end of financial year

There have been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

(b) Material events during the year under review

There were no material events occurred during the year under review.

(c) Significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

During the year under review, there has been no such significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in the future.

SUBSIDIARY COMPANY/ASSOCIATE COMPANY

At the close of financial year 2023-24, the Company had three subsidiary companies, viz.:

i. Bakebest Foods Private Limited

ii. Mrs Bector's English Oven Limited

iii. Mrs. Bectors Food International (FZE)

The company also has one associate company viz., Cremica Agro Foods Limited as on 31st March 2024.

Pursuant to the provisions of Section 129 of the Companies Act, 2013 and the Companies (Accounts) Rules, 2014, the Company has attached along with the financial statements, a separate statement containing the salient features of the financial statements of its subsidiary companies in the manner prescribed under the Companies Act, 2013 and rules made thereunder in form AOC-1 (Annexure- C).

CONSOLIDATED FINANCIAL STATEMENTS

Pursuant to the provisions of Section 129 of the Companies Act, 2013 and the Companies (Accounts) Rules, 2014, the consolidated financial statements of the Company and its subsidiaries have been prepared in the same form and manner as mandated by Schedule III of the Companies Act, 2013 and shall be laid before the forthcoming Annual General Meeting (AGM) of the Company.

The consolidated financial statements of the Company have also been prepared in accordance with relevant accounting standards issued by the Ministry of Corporate Affairs forming part of this Annual Report. In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of the Company and audited accounts of each of its subsidiaries are available on the Company's website at www.bectorfoods.com.

STATUTORY AUDITOR & AUDIT REPORT

M/s B S R & Co. LLP, Chartered Accountants, (firm registration No.101248W/W-100022) were appointed by the shareholders for their second term at the 24th Annual General Meeting as Statutory Auditors of the Company to hold office for the period of five years from financial year 2019-20 to 2023-24, i.e. from the conclusion of the 24th Annual General Meeting till the conclusion of the 29th Annual General Meeting.

Since, the term of M/s B S R & Co. LLP, Chartered Accountants, will be expiring at the conclusion of the 29th AGM, it's been proposed by the Board of Directors in their meeting held on August 27, 2024, to appoint M/s. Walker Chandiok & Co. LLP, Chartered Accountants (Firm's Registration No.: 001076N/N500013) as Statutory Auditors, subject to approval of the Members of the company for a period of 5 years, i.e. to hold office from the conclusion of the 29th AGM of the company till the conclusion of the 34th AGM of the company.

The Auditors have given unmodified report as there are no qualifications, observations or adverse remarks made by the Auditors in their Report for the year ended March 31, 2024.

CHANGE IN THE NATURE OF BUSINESS

As required to be reported pursuant to Section 134(3)(q) read with Rule 8(5)(ii) of Companies (Accounts) Rules, 2014, there is no change in the nature of business carried on by the Company during the financial year 2023-24.

DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

The following is the constitution of the Board of Directors and key managerial personnel as on date:

Sr. No.	Name of the Director/ KMP	Designation
1.	Mr. Ashish Agarwal	Chairman & Independent Director
2.	Mr. Anoop Bector	Managing Director
3.	Mr. Manu Talwar	Chief Executive Officer
4.	Mr. Ishaan Bector	Whole-time Director
5.	Mr. Suvir Bector	Whole-time Director
6.	Mr. Parveen Kumar Goel***	Whole-time Director
7.	Mr. Alok Kumar Misra*	Independent Director
8.	Mr. Rajiv Dewan**	Independent Director
9.	Ms. Pooja Luthra	Independent Director
10.	Mr. Arnav Jain***	Chief Financial Officer
11.	Mr. Atul Sud	Compliance Officer and Company Secretary

*Mr. Alok Kumar Misra has resigned from the Company w.e.f. 27.08.2024.

** Mr. Rajiv Dewan has been re-appointed as an Independent Director of the Company for the second period of five years w.e.f 10.07.2023 to 09.07.2028. His appointment was approved by the members of the company at the Annual General Meeting held on 29.09.2023.

***Mr. Arnav Jain has been appointed as Chief Financial Officer w.e.f. 11.08.2023 in place of Mr. Parveen Kumar Goel, Wholetime Director of the Company, who resigned from the position of CFO w.e.f 11.08.2023

WOMAN DIRECTOR

In terms of the provisions of Section 149 of the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Pooja Luthra has been appointed as Independent Woman Director on the Board of the Company.

MEETING OF INDEPENDENT DIRECTORS

Pursuant to the requirements of Schedule IV of the Companies Act, 2013 and in terms of Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of the Independent Directors of the Company was convened on February 8, 2024 to review the matters as laid down in the aforesaid schedule and regulations.

DEPOSITS

(Amount in Rs.)

Particulars	Amount
Deposits accepted during the year (including renewed during the year)	Nil
Deposits remained unpaid or un claimed at the end of the year	Nil
Default in repayment of deposits or payment of interest thereon during the year and if so number of such cases and the total amount involved at the beginning of the year maximum during the year at the end of the year	Nil

(Amount in Rs.)

Particulars	Amount
Deposits which are not in compliance with requirement of chapter V of the Companies Act, 2013	Nil

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is attached herewith as Annexure – A.

CORPORATE SOCIAL RESPONSIBILITY

In accordance with the requirements of the provisions of Section 135 of the Companies Act, 2013, the Company has constituted a CSR Committee. The Company has also formulated a CSR Policy, which is available on Company's website at https://www.bectorfoods.com/panel/uploads/investor/09042023044712MBFSLCSRpolicy.pdf

During the year under review, in compliance with the provisions of Section 135 of the Companies Act, 2013, the Companies (Corporate Social Responsibility) Rules, 2014 and the various notifications/circulars issued by the Ministry of Corporate Affairs, the Company was supposed to spend Rs. 17.49 Mn during the Financial Year 2023-24 out of which it has contributed an amount of Rs. 13.36

Mn directly or indirectly through implementing agencies engaged in activities specified in Schedule VII of the Companies Act, 2013. The remaining amount left unspent has been transferred to the CSR Unspent Account opened with Bank. The CSR Committee had approved two long-term projects in relation to development of sports stadium at Patiala and building School via Om Shri Sai Sewa Trust on which the total amount left unspent will be spent over a period of 3 Financial Years.

In the first project of the Company, Mrs. Bectors Food Specialities Limited, has recommended an amount of Rs. 4.00 Mn, for development of sports stadium at Patiala under CSR Policy of the Company, for achieving the goal of building infrastructure for the future generations. For the said project the Company has spent an amount of Rs. 1.04 Mn during the FY24 and the remaining amount of Rs. 2.96 Mn will be spent over a period of 3 years.

In the second project of the Company Mrs. Bectors Food Specialities Limited, has recommended an amount of Rs. 2.5 Mn for building School via Om Shri Sai Sewa Trust. Under this project the Company will be Enhancing School Infrastructure with 4 Classrooms, Computers, and a Vocational Hall with the ultimate aim of educating and guiding underprivileged students, especially those from poor and undereducated backgrounds, to foster a love for learning over a period of 3 years.

The above projects are aligned with the sustainable development goals (SDGs) and these activities will be implemented directly by the Company.

The salient features of the CSR policy along with the Report on CSR projects/ activities are given in Annexure-B to this Directors' Report.

NUMBER OF MEETINGS OF THE BOARD

During the year 2023-24, the Board of Directors met 5 times on May 25, 2023, August 5, 2023, September 4, 2023, November 10, 2023 and February 8, 2024.

BOARD COMMITTEES

The Company has constituted the following committees in compliance with the Companies Act, 2013 and the Listing Regulations.

1. Audit Committee;
2. Nomination and Remuneration Committee;
3. Stakeholders' Relationship Committee;
4. Corporate Social Responsibility Committee and
5. Risk Management Committee.

All these committees have been established as a part of the best corporate governance practices. There have been no instances where the Board has not accepted any recommendation of the aforesaid committees. The details in respect to the compositions, powers, roles, and terms of reference etc., are provided in the Corporate Governance Report forming part of this report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 134(3) (c) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed that:

(i) in the preparation of the annual accounts for the financial year ended 31st March, 2024, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(ii) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2024 and of the profit and loss of the Company for that period.

(iii) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(iv) the Directors had prepared the annual accounts on a going concern basis; and

(vi) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DECLARATION BY INDEPENDENT DIRECTORS

The Independent Directors furnished a declaration that they meet the criteria of Independence as provided in sub section 6 of Section 149 of the Companies Act, 2013 at the Board meeting held on 30th May, 2024.

Company's policy on Directors' Appointment and Remuneration, including Criteria for Determining Qualifications, Positive Attributes, Independence of a Director and other Matters provided under sub-section (3) of Section 178.

The Board on the recommendation of the Nomination and Remuneration Committee framed a policy for selection and appointment of Directors, senior management and their remuneration and to develop and recommend to the Board a set of Corporate Governance Guidelines. The policy of the Company on Directors appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of Directors and other matters provided under Section 178(3) of the Companies Act, 2013 and Regulation 19 of the Listing Regulations is available on the Company's website at www.bectorfoods.com.

Broad terms of reference of the committee inter-alia include:

a) To identify persons who are qualified to become Directors and who may be appointed as KMPs and in senior management position in accordance with the criteria laid down, recommend to the Board for their appointment and removal;

b) To carry out evaluation of every Director's performance;

c) To identify the criteria for determining qualifications, positive attributes and independence of a director;

d) To finalise the remuneration for the Directors, key managerial personnel and senior management personnel;

e) To assess the independence of Independent Directors; and

f) Such other key issues/matters as may be referred by the Board or as may be necessary in view of the provision of the Companies Act, 2013 and Rules thereunder and the SEBI (LODR), whenever applicable.

In this context, the committee will also review the framework and processes for motivating and rewarding performance at all levels of the organisation, will review the resulting compensation awards, and will make appropriate proposals for Board approval.

BOARD EVALUATION

The Nomination and Remuneration Committee of the Company had approved a Nomination and Remuneration policy containing the criteria for performance evaluation, which was approved and adopted by the Board of Directors. The key features of this policy have also been included in the report. The policy provides for evaluation of the Board and the individual Directors, including the Chairman of the Board and Independent Directors.

Subsequent to the year under review, the evaluation for the period 2023-24 was completed as per the policy adopted in compliance with the applicable provisions of the Act. The Board's assessment was discussed with the full Board evaluating, amongst other things, the full and common understanding of the roles and responsibilities of the Board, contribution towards development of the strategy and ensuring robust and effective risk management, understanding of the operational programs being managed by the Company, receipt of regular inputs, receipt of reports by the Board on financial matters, budgets and operations services, timely receipt of information with supporting papers, regular monitoring and evaluation of progress towards strategic goals and operational performance, number of Board meetings, committee structures and functioning, etc.

The members concluded that the Board was operating in an effective and constructive manner.

DISCLOSURE OF REMUNERATION OF DIRECTORS AND EMPLOYEES OF THE COMPANY

Information as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in Rule 5(2) and 5(3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 is annexed hereto as Annexure–F and forms part of this report.

ANNUAL RETURN

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013 read with the rules made thereunder, the Annual Return of the Company has been disclosed on the website of the Company and web link thereto is https://www.bectorfoods.com/panel/uploads/investor/08242024061723AnnualReturn2023-24.pdf.

SECRETARIAL AUDIT REPORT

M/s. B.K. Gupta & Associates, Practicing Company Secretaries, Ludhiana, were appointed to conduct Secretarial Audit of the Company for the financial year 2023- 24 pursuant to section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel), Rules 2014. A report submitted by them is attached herewith as Annexure–E. There was no qualification, reservation or adverse remark in the Report of the Secretarial Auditor.

CORPORATE GOVERNANCE

The Company is committed to follow the best Corporate Governance practices, including the requirements under the SEBI Listing Regulations and the Board is responsible to ensure the same from time to time. The Company has duly complied with the Corporate Governance requirements. Further, a separate section on Corporate Governance in compliance with the provisions of Regulation 34 of the Listing Regulations read with Schedule V of the said regulations, along with a certificate from a Practicing Company Secretary confirming that the Company is and has been compliant with the conditions stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 forms part of the Annual Report.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year 2023-24 were on an arm's length basis and in the ordinary course of business and were in compliance with the applicable provisions of the Companies Act, 2013 and the Listing Regulations. None of the transactions with related parties fall under the scope of Section 188(1) of the Act. There are no material related party transactions made by the Company during the year under review. Given that the Company does not have anything to report pursuant to Section 134(3) (h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC- 2, therefore the same is not provided.

All such transactions are placed before the Audit Committee for review/approval. The Audit Committee grants omnibus approval for the transactions that are in the ordinary course of the business and repetitive in nature. All related party transactions are placed before the Audit Committee on a quarterly basis. As good governance practice, the same are also placed before the Board for seeking their approval. Disclosures, as required under Indian Accounting Standards ("IND AS") – 24, have been made in the Note No. 47 to the Consolidated Financial Statements. Further, in terms of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the transactions with person/ entity belonging to the promoter/promoter group holding 10% or more shareholding in the Company have been disclosed in the accompanying financial statements.

The policy on related party transactions, as formulated by the Board is available on the Company's website at https://www.bectorfoods.com/panel/uploads/investor/09302021075757MBFSL-PolicyonMaterialityofRPT.pdf

SHARE CAPITAL AND PROVISION OF MONEY BY COMPANY FOR PURCHASE OF ITS OWN SHARES BY TRUSTEES OR EMPLOYEES FOR THE BENEFIT OF EMPLOYEES

The paid-up share capital of the Company is Rs. 58,81,74,740 divided into 5,88,17,474 equity shares of Rs. 10 each. During the year under review, the company has set-up 'Bector Employee Welfare Trust' pursuant to the Employee Stock Option Scheme 2023 ("ESOS 2023") which was approved by the shareholders in the AGM held on September 29, 2023. The said trust is empowered to purchase shares from the secondary market, in one or more tranches at such point(s) and grant the shares as approved by the Committee to the eligible employees of the Company on such terms and conditions which the committee deems fit.

UTILISATION OF ISSUE PROCEEDS

The Company proposed to raise fund in one or more tranches, by issuance of equity shares and/or other eligible securities upto an amount of Rs. 4000 Mn. Subject to compliance with applicable laws and regulations. This Issue has been authorised and approved by our Board of Directors pursuant to its resolution passed on June 21, 2024. Subsequently, our Shareholders' have authorised and approved the Issue through a special resolution passed in the EGM held on July 26, 2024.

RISK MANAGEMENT POLICY

The Company has a Risk Management Policy with the objective to formalise the process of identification of potential risk and adopt appropriate risk mitigation measures through a risk management structure. The Risk Management Policy is a step taken by the Company towards strengthening the existing controls. The business of the Company solely depends upon agricultural produce, which is highly seasonal and this is a major element of risk which may threaten the existence of the Company.

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(3) read with Schedule V of the Listing Regulations, is presented separately and forms part of this Annual Report.

AUDIT COMMITTEE AND VIGIL MECHANISM

As required under Section 177 of the Companies Act, 2013 and Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Board of Directors have already constituted an Audit Committee, which, as at the close of the financial year under review, comprised of Mr. Rajiv Dewan, Independent Director as Chairman, Mr. Parveen Kumar Goel, Wholetime Director, Mr. Ashish Agarwal, Independent Director and Mr. Alok Kumar Misra as Members.

The committee held Four meetings during the year under review.

The Board of Directors established a vigil mechanism to redress genuine concerns/grievances of employees and Directors of the Company. Mr. Seeraj Beri, Manager Accounts, has been designated as Whistle and Ethics Officer to hear the grievances of employees and Directors of the Company; however, offences of serious nature may be brought to the attention of the Chairman of the Audit Committee of the Company. The Audit Committee regularly reviews the working of the mechanism. No complaint was received during the year under review.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

Business Responsibility and Sustainability Report ("BRSR") for the year under review, as stipulated under 34(2)(f) of the SEBI Listing Regulations to be submitted by top-1,000 listed entities based on their market capitalization as on March 31, 2024, is presented separately and forms part of this Annual Report.

HUMAN RESOURCE & INDUSTRIAL RELATIONS

During the year under review, the Company enjoyed cordial relations with workers and employees at all levels of the organisation. A detailed section on Human Resources/ Industrial Relations is provided in the Management Discussion and Analysis Report, which forms part of this Annual Report.

DISCLOSURE REGARDING ISSUE OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS

The Company, under the provision of Section 43 read with Rule 4(4) of the Companies (Share Capital and Debentures) Rules, 2014 has not issued any equity shares with differential rights.

DISCLOSURE REGARDING ISSUE OF SWEAT EQUITY SHARES

The Company, under the provision of Section 54 read with Rule 8(13) of the Companies (Share Capital and Debentures) Rules, 2014 has not issued any sweat equity shares.

DISCLOSURE REGARDING ISSUE OF EMPLOYEE STOCK OPTIONS

Pursuant to the resolution of our Board of Directors dated September 4, 2023 and of our shareholders' resolution dated September 29, 2023, our Company has instituted the Employee Stock Option Scheme 2023 ("ESOS 2023") which became effective from September 29, 2023 and continues to be in force. In accordance with ESOS 2023, Company can grant from time to time, in one or more tranches, not exceeding 2,94,087 (Two Lakh Ninety Four Thousand Eighty Seven) employee stock options ("Options") to or for the benefit of such person(s) working exclusively with the Company, and its group including the subsidiaries and holding companies, whether in or outside India, including any director, whether whole-time or not (excluding the employees/directors who are promoters and persons belonging to the promoter group, independent directors and directors holding directly or indirectly more than 10% (ten percent) of the outstanding equity shares of the Company) subject to their eligibility as may be determined under the Scheme, exercisable into not more than 2,94,087 (Two Lakh Ninety Four Thousand Eighty Seven) equity shares of face value of Rs. 10/- (Rupees Ten) each fully paid-up, to be sourced from secondary acquisition, in one or more tranches at such point(s) in time as decided, through an irrevocable employee welfare trust of the Company namely 'Bector Employee Welfare Trust' set-up by the Company The detailed Report on the ESOS 2023 is given the Annexure–D.

VOLUNTARY REVISION OF FINANCIAL STATEMENTS OR BOARD'S REPORT

The Company is complying with the provisions of Section 129 or 134 of Companies Act, 2013, so there was no voluntary revision done by the Company during financial year 2023-24.

Statement in respect of adequacy of Internal Financial Control with reference to the Financial Statements

Pursuant to Section 134 (3)(q) read with Rule 8(5) (viii) of Companies (Accounts) Rules, 2014, and ICAI guidance note on adequacy of internal financial controls with reference to financial statements – it is stated that there is adequate internal control system in the Company. The Company has an effective and reliable internal control system commensurate with the size of its operations. The internal control system provides for well- documented policies and procedures that are aligned with global standards and processes.

RECEIPT OF ANY COMMISSION/REMUNERATION BY MD / WTD OF COMPANY FROM ITS HOLDING OR SUBSIDIARY

The Company does not have any holding company. Further, no subsidiary company of the Company has paid any commission/ remuneration to the MD/WTD of the Company for the financial year 2023-24.

STATEMENT INDICATING THE MANNER IN WHICH FORMAL ANNUAL EVALUATION HAS BEEN MADE BY THE BOARD OF ITS OWN PERFORMANCE, ITS DIRECTORS, AND THAT OF ITS COMMITTEES

In line with the provisions of the Companies Act, 2013, the Board evaluation was carried out through a structured evaluation process by all the Directors based on the criteria such as composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual Directors, including the Chairman of the Board. They were evaluated on parameters such as their education, knowledge, experience, expertise, skills, behaviour, leadership qualities, level of engagement, independence of judgement, decision-making ability for safeguarding the interest of the Company, stakeholders and its shareholders. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and Non- Independent Directors was carried out by the Independent Directors. The Board was satisfied with the evaluation process and the results thereof.

REPORTING

There was no fraud reported to the Board during the year under review.

DISCLOSURE REGARDING PREVENTION OF SEXUAL HARASSMENT

The Company is committed to maintaining a productive environment for all its employees at various levels in the organisation, free of sexual harassment and discrimination on the basis of gender. The Company has framed a policy on prevention of sexual harassment in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. The Company has also set up "Internal Complaint Committee" ('the Committee') to redress complaints received regarding sexual harassment, which has formalised a free and fair enquiry process with clear timelines. During the year under review, the Company had not received any complaint of harassment.

PARTICULARS OF LOAN, GUARANTEES OR INVESTMENTS (LGSI) UNDER SECTION 186

The Company has not given any loans, or provided any guarantees, or security as specified under Section 186 of the Companies Act, 2013.

The Company has made a total investment of Rs. 48,00,000 @ Rs. 10 per share in Solarstream Renewable Services Private Limited during FY22 and FY23 and has been allotted 4,80,000 shares in the said Company. After investment, the Company is holding 4.90% equity holding in the Company

INTERNAL AUDITOR

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial disclosures.

Pursuant to the provisions of Section 138 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, the Company has appointed Grant Thornton Bharat LLP, Gurgaon, as Internal Auditors to conduct internal audit for the financial year 2023-24.

The Company has an Internal Audit Department to test the adequacy and effectiveness of internal control systems laid down by the management and to suggest improvement in the systems. Internal Audit Reports are discussed with the management and are reviewed by the Audit Committee of the Board. Grant Thornton Bharat LLP, Gurgaon, conducted the internal audit for the financial year 2023-24 and no reportable weakness in the system was observed.

INTERNAL FINANCIAL CONTROLS AUDIT

During the financial year 2023-24 under review, the Company's internal controls were tested by M/s Genikon Services Pvt. Ltd., and no reportable weakness in the system was observed.

COST AUDITORS

In terms of the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, appointment of Cost Auditor is not applicable to our Company.

SECRETARIAL STANDARDS

The Secretarial Standards SS-1 and SS-2 relating to 'Meetings of the Board of Directors and General Meetings' issued and notified by the Institute of Company Secretaries of India as amended/ replaced from time to time have been complied with by the Company during the financial year under review.

THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKCRUPTCY CODE, 2016

N.A. during the year under review.

THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANK OR FINANCIAL INSTITUTIONS

N.A. during the year under review.

ACKNOWLEDGMENT

Your Directors take this opportunity to place on record their appreciation and sincere gratitude to all associates for their valuable support, and look forward to their continued co- operation in the years to come. Your Directors acknowledge the support and co-operation received from the employees and all those who have helped in the day-to-day management.

For and on behalf of the Board of Directors
For **Mrs. Bectors Food Specialities Limited**

Sd/-
(Ashish Agarwal)
Chairman
(DIN: 00775296)

Place: Phillaur
Date: 27.08.2024

Annexure-A

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO PURSUANT TO SECTION 134 (3) (M) OF THE COMPANIES ACT, 2013 READ WITH RULE 8 OF THE COMPANIES (ACCOUNTS) RULES 2014 ARE PROVIDED BELOW:

The Company operates in a safe and environmentally responsible manner for the long-term benefit of all stakeholders. The Company is committed to take effective measures to conserve energy and drive energy efficiency in operations.

A. CONSERVATION OF ENERGY

(i) Measures taken for conservation of energy:

a) Replacement of florescent lamps with energy efficient LED lights in all plants/units

b) Installed new baking ovens at Rajpura manufacturing facility with enhanced technology to increase fuel efficiency

c) In-house training on energy conservation to plant members and employees

d) Solar power panels installed at the Greater Noida, Rajpura, Tahliwal, Khopoli and Phillaur manufacturing facility. Solar Power Consumption increased by 15% from FY23 to FY24

e) Air pressure reduction in plants to reduce compressed air energy cost

f) Usage of piped natural gas (PNG) at our plant locations to reduce pollution.

g) Conducted a pilot with Maersk logistics to transition to electric vehicles for delivery of products

h) Rain water harvesting was initiated. In the FY24, the company has built 2 ponds, one in Phillaur and one in Rajpura under its CSR initiative to encourage the same.

i) Scope 1+2 intensity (greenhouse Gas Emissions) has decreased by 7% from FY23 to FY24

j) Waste collection and recycling the same through certified vendors.

(ii) Steps taken by the Company for utilizing alternate source of energy and capital investment on energy conservation equipment.

The Company is using PNG (piped natural gas) at its Tahliwal manufacturing facility as an alternate source of energy, which is more cost efficient. From January, 2023 the Company has started using LPG at the said facility. The Company has invested in renewable energy and has installed solar power panels at its plant in Rajpura, Phillaur, Noida and Khopoli with an investment of more than Rs. 5 cr.

(iii) Impact of measures at (i) and (ii) above:

Your Company will save Rs. 10 Crore in a span of 15 years through use of Renewable energy.

B. TECHNOLOGY ABSORPTION

The efforts made towards technology absorption:

The Company is motivated to continuously work for the process of technology development. The team undertakes specific time- bound programmes to improve technology which are tried on pilot scale/lab basis to achieve the desired results and then up-scaled at the manufacturing level. We have installed new automated cookies manufacturing line sourced from Denmark at our Rajpura biscuit plant. We have also added large blast freezing, individual quick freezing and holding freezers to increase our capacity by installing an automated bread and bun manufacturing line sourced from Germany and the United States of America, respectively, at our Greater Noida manufacturing facility. These equipment/lines are energy-efficient, highly productive and equipped with best-in-class safety features.

Benefits derived

The Company has benefited significantly in terms of better product quality, increased labour productivity and reduced operating cost.

The Company has been able to build its brand as a manufacturer of world-class biscuits.

C. RESEARCH AND DEVELOPMENT (R & D)

Your Company has a state-of-the-art R&D centre and expertise which enables the development of innovative, high quality and consumer centric products. On the Biscuit side in the recent past, your Company launched new products such as 'Milkyz', 'Cremelo', 'Zero Maida Bread', 'Atta Kulcha', 'Millet Cookies' and as of June 30, 2024, our product portfolio for our biscuits category consists of 384 SKUs. We also manufacture 'Oreo' biscuits and 'Chocobakes' cookies on contract basis for Mondelez India Foods Private Limited. Other than this we have launched rusk in the FY23 under English Oven Brand and our subsidiary Company Mrs. Bector's English Oven Limited has started new business of Kiosk setup.

D. FOREIGN EXCHANGE EARNINGS AND OUTGO

(Rs. in million)

Particulars	FY 2023-2024	FY 2022-2023
Total foreign exchange received (CIF value of export)	4837.25	3,606.02
Total foreign exchange used	440.37	126.78

For and on behalf of the Board of Directors
For **Mrs. Bectors Food Specialities Limited**

Sd/-
(Ashish Agarwal)
Chairman
(DIN: 00775296)

Place: Phillaur
Date: 27.08.2024

Annexure-B

ANNUAL REPORT ON CSR ACTIVITIES

1. BRIEF OUTLINE ON CSR POLICY OF THE COMPANY

Our philosophy is to undertake socially useful programmes for welfare and sustainable development of the community at large. Our initiatives include those aimed at promoting health care, promoting education, women heath and empowerment to promote wellness and equality among women and water conservation in around our operations for the benefit of the society.

Driving these initiatives, the CSR Committee of the Board has recommended to the Board a list of activities relating to cleanliness, promoting health care, Eradicating poverty and malnutrition, and Promoting education which have been stipulated in Schedule VII of the Companies Act, 2013 and to spend at least two percent of the average net profits of the Company made during the three immediately preceding financial years.

In view of the Ministry of Company Affairs notification dated 22nd January, 2021 'MCA' vide Companies (CSR Policy) Amendment Rules, 2021, the Board approved the CSR policy as per the recommendations made by the Corporate Social Responsibility Committee and decided to implement CSR projects directly or through implementing agencies as per the guidelines of MCA and as approved by the CSR committee from time to time.

COMPOSITION OF CSR COMMITTEE

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Parveen Kumar Goel	Wholetime Director	2	2
2.	Pooja Luthra	Independent Director	2	2
3.	Ashish Agarwal	Independent Director	2	2

2. PROVIDE THE WEB-LINK WHERE COMPOSITION OF CSR COMMITTEE, CSR POLICY AND CSR PROJECTS APPROVED BY THE BOARD ARE DISCLOSED ON THE WEBSITE OF THE COMPANY: THESE DETAILS CAN BE ACCESSED

https://www.bectorfoods.com/panel/uploads/investor/09042023044712MBFSLCSRpolicy.pdf

3. PROVIDE THE DETAILS OF IMPACT ASSESSMENT OF CSR PROJECTS CARRIED OUT IN PURSUANCE OF SUB-RULE (3) OF RULE 8 OF THE COMPANIES (CORPORATE SOCIAL RESPONSIBILITY POLICY) RULES, 2014, IF APPLICABLE (ATTACH THE REPORT)

Not Applicable for the FY 23-24.

4. DETAILS OF THE AMOUNT AVAILABLE FOR SET OFF IN PURSUANCE OF SUB-RULE (3) OF RULE 7 OF THE COMPANIES (CORPORATE SOCIAL RESPONSIBILITY POLICY) RULES, 2014 AND AMOUNT REQUIRED FOR SET OFF FOR THE FINANCIAL YEAR, IF ANY

Nil

5. AVERAGE NET PROFIT OF THE COMPANY AS PER SECTION 135(5) :

Rs. 874.68 million

6. (A) TWO PERCENT OF AVERAGE NET PROFIT OF THE COMPANY AS PER SECTION 135(5)

Rs. 17.49 million

(B) SURPLUS ARISING OUT OF THE CSR PROJECTS OR PROGRAMMES OR ACTIVITIES OF THE PREVIOUS FINANCIAL YEARS

Nil

(C) AMOUNT REQUIRED TO BE SET OFF FOR THE FINANCIAL YEAR, IF ANY

Nil

(D) TOTAL CSR OBLIGATION FOR THE FINANCIAL YEAR (6A+6B-6C)

Rs. 17.49 million

7. (A) CSR AMOUNT SPENT OR UNSPENT FOR THE FINANCIAL YEAR:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
13.36 million	5.46 million*	18.04.2024	-	-	-

* The Company was required to transfer an amount of Rs. 4.13 Mn in Unspent CSR Account. However, the Company has recognized two projects for which the company has allotted Rs. 2.5 Mn for Project 1 and Rs. 2.96 Mn for Project 2. Hence, the company transferred an amount of Rs. 5.46 Mn in total to the Unspent CSR Accounts.

(B) DETAILS OF CSR AMOUNT SPENT AGAINST ONGOING PROJECTS FOR THE FINANCIAL YEAR

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No).	Location of the project.		Project duration.	Amount allocated for the project (in Rs.)	Amount spent in the current financial Year (in Rs.)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.)	Mode of Implementation- Direct (Yes/ No)	Mode of Implementation Through Implementing Agency	
				State	District						Name	CSR Registration Number
1.	Development of sports stadium at Patiala	Training to promote Sports	Yes	Patiala, Punjab		3 Years	2.96	0	2.96	Yes	-	-
2.	Promotion of Education	Promotion of Education	Yes	Ludhiana, Punjab		3 Years	2.50	0	2.50	Yes	Om Shri Sai Sewa Trust	CSR00005739

(C) DETAILS OF CSR AMOUNT SPENT AGAINST OTHER THAN ONGOING PROJECTS FOR THE FINANCIAL YEAR:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Amount spent for the project (in Rs. million).	Mode of Implementation - Direct (Yes/No).	Mode of Implementation - Through Implementing Agency	
				State.	District.			Name	CSR Registration number.
1.	Promotion of Education	Promotion of Education	Yes	Rajpura, Punjab		0.85	No	Om Shri Sai Sewa Trust	CSR00005739
2.	Conservation of water and Environmental Improvement	Environmental sustainability	Yes	Ludhiana, Punjab		0.85	Yes	-	-
3.	Conservation of water and Health	Promoting of health care and Environment Sustainability	No	Rajpura, Punjab and Noida, UP		2.96	No	PHD Rural Development Foundation	CSR00004676
4.	Conservation of water and Environmental Improvement	Ensuring environmental sustainability	Yes	Phillaur, Punjab		1.53	No	Aident Social Welfare Organisation	CSR00000766
5.	Medical Treatment	Promoting Heath Care	Yes	Phillaur, Punjab		0.05	Yes	-	-
6.	Promotion of Education	Promotion of Education	No	Jammu		2.50	No	Shri Mata Vaishno Devi Charitable Society	CSR00039740
7.	Medical Treatment and Education	Promoting Heath Care and Promotion of Education	No	Hyderabad, Telangana		0.35	No	Art of Causes	CSR00043429
8.	Promotion of Education	Promotion of Education	Yes	Ludhiana, Punjab		0.10	No	Social Action Group	CSR00017204
9.	Eradicating hunger, poverty and malnutrition	Eradicating hunger, poverty and malnutrition	No	Ahmedabad, Gujarat		0.20	No	Arya Foundation	CSR00032202

(1) Sl. No.	(2) Name of the Project.	(3) Item from the list of activities in Schedule VII to the Act.	(4) Local area (Yes/No).	(5) Location of the project. State. District.	(6) Amount spent for the project (in Rs. million).	(7) Mode of Implementation - Direct (Yes/No).	(8) Mode of Implementation - Through Implementing Agency: Name	(8) CSR Registration number.
10.	Promoting Heath Care	Promoting Heath Care	No	Gurugram, Haryana	0.15	No	Sambandh Health Foundation	CSR00003568
11.	Development of Sports Stadium	Training to promote sports	Yes	Patiala, Punjab	1.04	Yes	-	-
12.	Promotion of Education	Promotion of Education	Yes	Patiala, Punjab	0.39	Yes	-	-
13.	Ensuring Environmental Sustainability	Ensuring environmental sustainability	Yes	Ludhiana, Punjab	0.50	Yes	Bharat Vikas Parishad Vivekanand Sewa Trust	CSR00005295
14.	Eradicating hunger, poverty and malnutrition	Eradicating hunger, poverty and malnutrition	Yes	Ludhiana, Punjab	0.08	Yes	-	-
15.	Promotion of Education (School for deaf children)	Promotion of Education	Yes	Ludhiana, Punjab	0.10	No	Ludhiana Educational Society	CSR00023999
16.	Promotion of Education	Promotion of Education	Yes	Ludhiana, Punjab	0.23	No	Bal Vikas Trust	CSR00018625
17.	Promotion of Education	Promotion of Education	Yes	Ludhiana, Punjab	0.23	Yes	-	-
18.	Promoting Heath Care (Civil Hospital)	Promoting Heath Care	Yes	Phillaur, Punjab	0.35	Yes	-	-
19.	Animal Welfare	Ensuring environmental sustainability	Yes	Ludhiana, Punjab	0.10	No	Shri Mataji Gauvansh Sewa Sansthan	CSR00005097
	Total				12.56			

(D) AMOUNT SPENT IN ADMINISTRATIVE OVERHEADS: Rs. 0.80 Mn

(E) AMOUNT SPENT ON IMPACT ASSESSMENT, IF APPLICABLE - Nil

(F) TOTAL AMOUNT SPENT FOR THE FINANCIAL YEAR (8B+8C+8D+8E) – Rs. 13.36 million

(G) EXCESS AMOUNT FOR SET OFF, IF ANY

Sl. No.	Particular	Amount (Rs In Millions)
1.	Two percent of average net profit of the company as per section 135(5)	17.49
2.	Total amount spent for the Financial Year	13.36
3.	Excess amount spent for the financial year	Nil
4.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
5.	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

9. (A) DETAILS OF UNSPENT CSR AMOUNT FOR THE PRECEDING THREE FINANCIAL YEARS:

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs)	Amount spent in the reporting Financial Year (in Rs).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any. Name of the Fund	Amount (in Rs).	Date of transfer.	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs).
				NIL			

(B) DETAILS OF CSR AMOUNT SPENT IN THE FINANCIAL YEAR FOR ONGOING PROJECTS OF THE PRECEDING FINANCIAL YEAR(S):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	**Project ID**	**Name of the Project.**	**Financial Year in which the project was commenced.**	**Project duration.**	**Total amount allocated for the project (in Rs).**	**Amount spent on the project in the reporting Financial Year (in Rs).**	**Cumulative amount spent at the end of reporting Financial Year. (in Rs)**	**Status of the project -Completed /Ongoing**
1	Promotion of Education	Promotion of Education at ITI Patiala*	FY23	3 Years	4.50	2.59	2.59	Completed
2	Conservation of water and Environmental Improvement	Environmental Sustainability at PAU, Ludhiana	FY23	9 Months	1.00	1.00	1.00	Completed

* The total unspent CSR amount for the FY 2023 was Rs. 3.59 Mn. The company approved two long term projects in relation to ITI Patiala and PAU Ludhiana. The ITI Patiala project had an approved budget of Rs. 4.50 Mn, which exceeded the immediate CSR expenditure needs. This surplus covers not only the purchase of tools and renovation of the workshop but also includes funding for a trainer's salary over three years to support the new Baker & Confectioner course. So the liability of the company in respect of CSR expenditure is duly met.

9. CASE OF CREATION OR ACQUISITION OF CAPITAL ASSET, FURNISH THE DETAILS RELATING TO THE ASSET SO CREATED OR ACQUIRED THROUGH CSR SPENT IN THE FINANCIAL YEAR (ASSET WISE DETAILS)

(A) DATE OF CREATION OR ACQUISITION OF THE CAPITAL ASSET(S): Not Applicable

(B) AMOUNT OF CSR SPENT FOR CREATION OR ACQUISITION OF CAPITAL ASSET: Nil

(C) DETAILS OF THE ENTITY OR PUBLIC AUTHORITY OR BENEFICIARY UNDER WHOSE NAME SUCH CAPITAL ASSET IS REGISTERED, THEIR ADDRESS ETC.: Nil

(D) PROVIDE DETAILS OF THE CAPITAL ASSET(S) CREATED OR ACQUIRED (INCLUDING COMPLETE ADDRESS AND LOCATION OF THE CAPITAL ASSET): Nil

10. SPECIFY THE REASON(S), IF THE COMPANY HAS FAILED TO SPEND TWO PER CENT OF THE AVERAGE NET PROFIT AS PER SECTION 135(5)

Not applicable

For and on behalf of the Board of Directors
For **Mrs. Bectors Food Specialities Limited**

Sd/-
(Ashish Agarwal)
Chairman
(DIN: 00775296)

Place: Phillaur
Date: 27.08.2024

Annexure-C

FORM AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

PART "A": SUBSIDIARIES

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Subsidiary 1

(Amount in Rs. Million)

Sr. No.	Particulars	Details
1	Name of the subsidiary	Bakebest Foods Private Limited
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as of holding company, i.e. 31.03.2024
3	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	Since the company is an Indian company, this clause is not applicable
4	Share capital	201.50
5	Reserves & surplus	576.34
6	Total assets	868.76
7	Total Liabilities	90.92
8	Investments	Nil
9	Turnover	1115.10
10	Profit before taxation	233.77
11	Provision for taxation	60.38
12	Profit after taxation	173.39
13	Proposed Dividend	Nil
14	% of shareholding	100

Subsidiary 2

(Amount in Rs. Million)

Sr. No.	Particulars	Details
1	Name of the subsidiary	Mrs. Bector's English Oven Limited
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as of holding company, i.e. 31.03.2024
3	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	Since the company is an Indian company, this clause is not applicable
4	Share capital	20.00
5	Reserves & surplus	(3.20)
6	Total assets	20.45
7	Total Liabilities	3.65
8	Investments	Nil
9	Turnover	9.96
10	Profit before taxation	(3.03)
11	Provision for taxation	(0.76)
12	Profit after taxation	(2.27)
13	Proposed Dividend	Nil
14	% of shareholding	100

Subsidiary 3

(Amount in AED Million)

(Amount in Rs. Million)

Sr. No.	Particulars	Details
1	Name of the subsidiary	Mrs. Bectors Food International (FZE)
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as of holding company, i.e. 31.03.2024
3	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	AED
4	Share capital	0.15
5	Reserves & surplus	(0.06)
6	Total assets	0.15
7	Total Liabilities	0.06
8	Investments	Nil
9	Turnover	Nil
10	Profit after taxation	(0.09)
11	% of shareholding	100

PART "B": ASSOCIATES/JOINT VENTURES

Statement pursuant to first proviso Section 129 (3) of the Companies Act, 2013 relation to Associate Companies and Joint Ventures

(Amount in Rs. Million)

(Amount in Rs. Million)

Sr. No.	Particulars	Details
1	Name of associate	Cremica Agro Foods Limited
2	Latest audited Balance Sheet date	31.03.2024
3	Shares of Associate held by the company on the year end	
	No. of Shares	19,37,268
	Amount of Investment in Associates	19.37
	Extend of Holding%	43.09
4	Description of how there is significant influence	Mrs. Bectors Food Specialities Limited controls more than 20% of total voting power of Cremica Agro Foods Limited
5	Reason why the associate is not consolidated	Controlling right is not there
6	Net worth attributable to shareholding as per latest audited Balance Sheet	Rs. 36.96 million
7	Profit/Loss for the year	
	Considered in Consolidation	Rs. 0.69 million
	Not Considered in Consolidation	-

For and on behalf of the Board of Directors
For **Mrs. Bectors Food Specialities Limited**

Sd/-
(Ashish Agarwal)
Chairman
(DIN: 00775296)

Place: Phillaur
Date: 27.08.2024

ANNEXURE – D

DETAILS OF BECTOR EMPLOYEE STOCK OPTIONS SCHEME, 2023("ESOS 2023") UNDER SECTION 62 OF THE COMPANIES ACT, 2013 READ WITH RULE 12(9) OF THE COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014 AND SECURITIES AND EXCHANGE BOARD OF INDIA (SHARE BASED EMPLOYEE BENEFITS) REGULATIONS, 2014

Particulars	Fiscal 2024
Total Options that can be granted	2,94,087
Total options granted	40,000
Total options Vested	NIL
Vesting framework • First tranche of 13200 (33%): In FY25 • Second tranche of 13200 (33%): In FY26 • Third tranche of 13600 (34%): In FY27	
Exercise price of options in Rs. (as on the date of grant of options)	Rs. 946.50
Options forfeited/ lapsed/ cancelled (cases where options cancelled due to termination of employment)	NIL
Variation of terms of options	N.A.
Money realized by exercise of options (Rs.)	NIL
Total number of options in force	40,000
Options exercised (since implementation of the ESOS 2023)	NIL
Total number of Equity Shares arising as a result of granted options without considering effect of options cancelled (including options that have been exercised)	NIL
Employee wise details of options granted to;	
(i) key managerial person	40,000
(ii) any other employee who receives a grant of options in any one year of option amounting to five percent or more of options granted during that year	NIL
(iii) identified employees who were granted option, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant;	NIL

For and on behalf of the Board of Directors
For **Mrs. Bectors Food Specialities Limited**

Sd/-
(Ashish Agarwal)
Chairman
(DIN: 00775296)

Place: Phillaur
Date: 27.08.2024

ANNEXURE – E

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024

[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members,
MRS.BECTORS FOOD SPECIALITIES LIMITED,
Theing Road, Phillaur,
Distt. Jalandhar (PB) 144410.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by MRS.BECTORS FOOD SPECIALITIES LIMITED (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided to 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 covering the financial year ended on 31st March, 2024 complied with the statutory provisions listed hereunder and also that the company has proper board processes and 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 MRS. BECTORS FOOD SPECIALITIES LIMITED ("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;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

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

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

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

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

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; **(Not applicable during the audit period)**

e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable during the audit period)**

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;

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations,2018; **(Not applicable during the audit period)**

i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable during the audit period)** and

(vi) We have relied on the representation made by the Company & its Officers for system and mechanism formed by the Company for compliances under other applicable Acts as Environmental Laws & Labor Laws as per list attached herewith.

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

a) Secretarial Standards issued by The Institute of Company Secretaries of India;

b) The Listing Agreements entered into by the Company with the BSE Limited and National Stock Exchange of India Limited.

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

We further report that

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

Adequate notice is given to all directors to schedule the board meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views were captured and recorded as part of the minutes.

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.

We further report that during the audit period the Company has not undertaken any specific event/action that can have a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

➢ Shareholders of the Company at their annual general meeting held on 29.09.2023 approved the following :-

- Continuation of Mr. Rajiv Dewan as Non-Executive independent Director of the company for second term for a period of five years by special resolution;
- 'Bector Employee Stock Option Scheme 2023' ("ESOS 2023" or "Scheme") by special resolution;
- Grant Of Employee Stock Options to the Employees Of Subsidiary Company(ies) of The Company Under 'Bector Employee Stock Option Scheme 2023 by special resolution;
- Secondary acquisition of shares through trust route for the implementation of 'Bector Employee Stock Option Scheme 2023 by special resolution;
- Provision of money by the company for purchase of its own shares by the Trust under the 'Bector Employee Stock Option Scheme 2023 by special resolution.

For **B.K. Gupta & Associates**
Company Secretaries
Peer Review No: - S2003PB540600

(CS Bhupesh Gupta)
CS :- 4590
CP No :- 5708
UDIN :- F004590F000449375

Place :- Ludhiana
Date :- 25.05.2024

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

Laws applicable to the industry to which the Company belongs, as identified and confirmed by the management of the company and confirmed that the company has complied with these laws:

- Food Safety & Standards Act, 2006 and regulations made thereunder
- Legal Metrology Act, 2009 and Legal Metrology (General) Rules, 2011
- Legal Metrology (Packaged Commodities) Rules, 2011
- The Factories Act, 1948
- Industrial Disputes Act, 1947
- The Payment of Wages Act, 1936
- The Minimum Wages Act, 1948
- Employee State Insurance Act, 1948
- Employee Provident Fund and Miscellaneous Provisions Act, 1952
- The Maternity Benefit Act, 1961
- The Payment of Bonus Act, 1965
- The Contract Labour (Regulation and Abolition) Act, 1970
- The Payment of Gratuity Act, 1972
- The Equal Remuneration Act, 1976
- The Environment (protection) Act, 1986
- Water (Prevention & Control of Pollution) Act, 1974 and rules thereunder
- Air (Prevention & Control of Pollution) Act 1981 and rules thereunder
- The Hazardous Other Wastes (Management and Transboundary Movement) Rules, 2016.

Annexure:-A

To
The Members,
MRS.BECTORS FOOD SPECIALITIES LIMITED,
Thawing Road, Phillaur,
Distt. Jalandhar (PB) 144410.

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 the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random 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 **B.K. Gupta & Associates**
Company Secretaries
Peer Review No: - S2003PB540600

(CS Bhupesh Gupta)
CS :- 4590
CP No :- 5708
UDIN :- F004590F000449375

Place :- Ludhiana
Date :- 25.05.2024

Annexure - F

DISCLOSURE IN THE BOARDS' REPORT UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014

1. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the Financial Year 2023-24, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2023-24 are as under:

Sr. No.	Name & Designation of Director/KMP	Remuneration received in FY2023-24 (in Rs. million)	% Increase in remuneration in FY2023-24	Ratio of Remuneration to each Director to median remuneration of employees
1	Anoop Bector, Managing Director	63.81	14.15%	295.42
2	Manu Talwar, CEO	16.71	37.98%	77.36
3	Ishaan Bector, Whole-time Director	25.42	15.97%	117.69
4	Suvir Bector, Whole-time Director	25.45	12.11%	117.82
5	Parveen Kumar Goel, Whole-time Director	7.16	3.32%	33.15
6	Arnav Jain, CFO	6.52	NA	30.19
7	Rajiv Dewan, Independent Director	0.125	(16.67) %	0.58
8	Pooja Luthra, Independent Director	0.125	(16.67) %	0.58
9	Alok Kumar Misra, Independent Director	0.125	(16.67) %	0.58
10	Ashish Agarwal, Independent Director	0.125	400.00%	0.58
11	Atul Sud, Company Secretary & Compliance Officer	1.47	17.91%	6.81

* Mrs. Rajni Bector receives remuneration from its subsidiary Company, Bakebest Foods Private Limited. She does not receive any remuneration from Mrs. Bectors Food Specialities Limited.

**Independent Directors are paid Director Sitting Fees and commission/ professional fess where ever applicable.

2. The median fixed remuneration of employees of the Company during the financial year was at Rs. 2.16 lakhs per annum.
3. In the financial year, there was increase of 34.16% in the median fixed remuneration of employees.
4. There were 2,634 permanent employees on the rolls of Company as on March 31, 2024.
5. Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year 2023-24 was 7.60%, whereas increase in the managerial remuneration for the same financial year was 9.60%.
6. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for directors, key managerial personnel and other employees.

Statement of particulars of employees under Section 197 of the Companies act, 2013 read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Directors' Report for the year ended 31.03.2024

A. Details of the Directors employed throughout the year, who were in receipt of remuneration which in aggregate was not less that Rs. 102 lakhs per annum as follows:

Sr. No.	Name & Designation	Age in years	Qualification and experience	Nature of employment (contractual otherwise)	Date of commencement of employment	Remuneration received (in Rs. million)	Last employment	Whether Director, relative of any Director/ Manager
1	Anoop Bector, Managing Director	61	BCom and has experience of more than 30 years	Permanent	September 19, 1995	63.81	MD of Cremica Agro Foods Limited	Yes

Sr. No.	Name & Designation	Age in years	Qualification and experience	Nature of employment (contractual otherwise)	Date of commencement of employment	Remuneration received (in Rs. million)	Last employment	Whether Director, relative of any Director/ Manager
2	Ishaan Bector, Whole-time Director	35	Bachelor's degree in Arts from Michigan State University and has an experience of 12 years	Permanent	July 1, 2011	25.42	N.A.	Yes
3	Suvir Bector, Wholetime Director	29	Bachelor's degree in arts with honours in management with marketing from University of Exeter and has a Master's in global supply chain management from Cass Business School, City University in London and has an experience of 5 years	Permanent	July 24, 2018	25.45	N.A.	Yes

B. Details of the Employees employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month as follows:

Sr. No.	Name & Designation	Age in years	Qualification and experience	Nature of employment (contractual otherwise)	Date of commencement of employment	Remuneration received (in Rs. million)	Last employment	Whether Director, relative of any Director/ Manager
1	Rashmi Bector, Vice President (Business Development)	58	Bachelor's degree in Arts and has an experience of 22 years	Permanent	August 1, 1999	16.78	N.A.	Yes
2	Sanchali Gupta, Head-International Business, Middle East	38	MBA - International Business (Symbiosis Institute of International Business) and has an experience of 15 years	Permanent	January 1, 2022	13.47	IFFCO Group (Dubai)	No
3	Manu Talwar, Chief Executive Officer	60	B Com, FCA	Permanent	May 2, 2022	16.71	Voltas, Pepsi	No
4	Nitesh Kotian, Chief Business Officer-Domestics Biscuits Division	48	B.Com, Masters in Marketing Management and has more than 20 years of experience.	Permanent	July 6, 2021	12.59	Devyani Food Industries Limited	No

C. Statement showing names of top-10 employees in terms of remuneration drawn during the year is as follows:

Sr. No.	Name & Designation	Age in years	Qualification and experience	Nature of employment (contractual otherwise)	Date of commencement of employment	Remuneration received (in Rs. million)	Last employment	Whether Director, relative of any Director/ Manager
1	Anoop Bector, Managing Director	61	B Com and has an experience of more than 30 years	Permanent	September 19, 1995	63.81	MD of Cremica Agro Foods Limited	Yes
2	Ishaan Bector, Whole-time Director	35	Bachelor's degree in Arts from Michigan State University and has an experience of 9 years	Permanent	July 1, 2011	25.42	N.A.	Yes

Sr. No.	Name & Designation	Age in years	Qualification and experience	Nature of employment (contractual otherwise)	Date of commencement of employment	Remuneration received (in Rs. million)	Last employment	Whether Director, relative of any Director/ Manager
3	Suvir Bector Whole-time Director	29	Bachelor's degree in arts with honours in management with marketing from University of Exeter and has a Master's in global supply chain management from Cass Business School, City University in London and has an experience of 5 years	Permanent	July 24, 2018	25.45	N.A.	Yes
4	Rashmi Bector, Vice President (Business Development)	58	Bachelor's degree in Arts and has an experience of 21 years	Permanent	August 1, 1999	16.78	N.A.	Yes
5	Sanchali Gupta, Head-International Business, Middle East	38	MBA - International Business (Symbiosis Institute of International Business) and has an experience of 15 years	Permanent	January 1, 2022	13.47	IFFCO Group (Dubai)	No
6	Manu Talwar, Chief Executive Officer	60	B Com, FCA	Permanent	May 2, 2022	16.71	Voltas, Pepsi	No
7	Nitesh Kotian, Chief Business Officer- Domestics Biscuits Division	48	B.Com, Masters in Marketing Management and has more than 20 years of experience.	Permanent	July 6, 2021	12.59	Devyani Food Industries Limited	No
8	Hemant Narbadashankar Trivedi, Business Growth Manger - West Africa	37	MBA from ICFAI	Permanent	February 9, 2022	8.62	IFFCO Group (Dubai)	No
9	Rajeev Dubey, Director, Breads Sales	53	B Com from University of Delhi	Permanent	August 23, 2018	7.98	Harvest Gold	No
10	Parveen Kumar Goel, Wholetime Director	61	B Com, CA	Permanent	April 02, 2007	7.16	Eveline International	No

For and on behalf of the Board of Directors
For **Mrs. Bectors Food Specialities Limited**

Sd/-
(Ashish Agarwal)
Chairman
(DIN: 00775296)

Place: Phillaur
Date: 27.08.2024

Corporate Governance Report

To comply with Regulation 34, read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['SEBI (LODR) Regulations'], the report containing the details of Corporate Governance of Mrs. Bectors Food Specialities Limited ('the Company'/'MBFSL') is as follows:

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The corporate governance philosophy of the Company is driven by the interest of stakeholders, focus on fairness and transparency, and the business needs of the organization. Corporate governance is quintessential for the enhancement of shareholder value, protection of interest of public shareholders, and growth, profitability and stability of the business. Aligning itself to this philosophy, the Company has placed corporate governance on a high priority.

Mrs. Bectors Food Specialities Limited ("the Company") is committed towards achieving the highest standards of corporate governance by maintaining the right balance between economic, social, individual and community goals. A good governance process provides transparency of corporate policies and the decision-making process, and also strengthens internal systems and helps in building good relations with all stakeholders.

The highlights of the Company's corporate governance practices are:

- The Company has always conducted itself by adhering to the core values of transparency, accountability and integrity in all its business practices and management.
- The Company believes that a business can be successful if it is ethical and meets the aspirations of all its stakeholders, which include shareholders, employees, suppliers, customers, investors, communities and policy-makers. Responsible corporate conduct is integral in the way the Company does its business.
- The Company focuses on embracing best corporate practices in every facet of its operations for maximising shareholders' value.
- The Company ensures compliance with all applicable laws and regulations.
- The Company believes in carrying out its operations in a sustainable manner with optimal utilisation of natural resources.
- The Company engages itself in a credible and transparent manner with all its stakeholders to ensure that its long-term strategies and vision are communicated well.

The Board of Directors ('the Board') are responsible for and committed to sound principles of corporate governance in the Company. The Board plays a crucial role in overseeing how the management serves the short and long-term interests of shareholders and other stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board. We keep our governance practices under continuous review and benchmark ourselves to best practices across the globe.

2. BOARD OF DIRECTORS

The Board of Directors and its committees provide leadership and guidance to the Company's management while discharging its fiduciary responsibilities, directs as well as reviews business objectives and management strategic plans, and monitors the performance of the Company. The Company has a professional Board with right mix of knowledge, skills and expertise in diverse areas with an optimum combination of Executive and Non-Executive Directors, including Independent Directors and Women Directors. Besides having financial literacy, vast experience, leadership qualities and the ability to think strategically, the Directors are committed to ensure the highest standards of corporate governance. During the year, Mr. Rajiv Dewan has been re-appointed as an Independent Director of the Company for the second period of five years, w.e.f 10.07.2023 to 09.07.2028. His appointment was approved by the members of the company at the Annual General Meeting held on 29.09.2023.

The Company has a Non-Executive Chairman who is also an Independent Director of the Company and is not related to the Wholetime Director. The composition of the Board and category of Directors as on 31.03.2024 is as follows:

Category	Name of Director
Managing Director	Mr. Anoop Bector
Wholetime Directors	Mr. Ishaan Bector Mr. Suvir Bector Mr. Parveen Kumar Goel
Independent Directors	Mr. Ashish Agarwal Mr. Rajiv Dewan Mrs. Pooja Luthra Mr. Alok Kumar Misra

Relationship inter-se: Except Mr. Anoop Bector, Mr. Ishaan Bector and Mr. Suvir Bector, none of the Directors of the Company are related to any other Director of the Company.

3. KEY FUNCTIONS OF THE BOARD

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

4. BOARD MEETINGS

The Board of Directors meets at least once in every quarter and also as and when required. During the year under review, the Board met on 5 (Five) occasions, i.e., on May 25, 2023, August 5, 2023, September 4, 2023, November 10, 2023 and February 8, 2024. The maximum gap between any two Board meetings was less than one hundred and twenty days.

The Board/committee meetings are pre-scheduled and for that notice and agenda papers are circulated to the Directors/ committee members well in advance before the respective meetings of the Board/ committees to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. However, in case of business exigencies or urgency, meetings are convened at a shorter notice with appropriate approvals or resolutions passed by way of circulation, as permitted by law, which are noted in the subsequent meeting. The applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) are also complied with by the Company.

A. The following table describes the composition and category of each Director on the Board, their status, their attendance at the Board meetings and the last Annual General Meeting, together with the details of number of other directorships and committee membership(s)/chairmanship(s) of each Director as at 31.03.2024:

Name of the Director	Category of Director	No. of Board Meetings Attended	Attendance at AGM held on 29.09.2023	No. of Directorship in listed entities, including this listed entity	No. of membership in audit/ stakeholders' Committee, including this listed entity	No of post of chairperson in audit/ stakeholders committee held in listed entities, including this listed entity	Name of other listed entities in which they hold Directorship
Mr. Ashish Agarwal	Non-Executive - Independent Director, Chairperson	5	Yes	1	2	Nil	NA
Mr. Anoop Bector	Executive Director, MD	5	Yes	1	Nil	Nil	NA
Mr. Ishaan Bector	Executive Director	5	Yes	1	Nil	Nil	NA
Mr. Parveen Kumar Goel	Executive Director	5	Yes	1	1	Nil	NA
Mr. Suvir Bector	Executive Director	5	Yes	1	Nil	Nil	NA
Mr. Rajiv Dewan	Non-Executive - Independent Director	5	Yes	2	4	4	Trident Limited

Name of the Director	Category of Director	No. of Board Meetings Attended	Attendance at AGM held on 29.09.2023	No. of Directorship in listed entities, including this listed entity	No. of membership in audit/ stakeholders' Committee, including this listed entity	No of post of chairperson in audit/ stakeholders committee held in listed entities, including this listed entity	Name of other listed entities in which they hold Directorship
Mrs. Pooja Luthra	Non-Executive - Independent Director	5	No	1	1	Nil	NA
Mr. Alok Kumar Misra	Non-Executive Independent Director	5	Yes	3	4	Nil	Monte Carlo Fashions Limited*, Investment Trust of India Limited

*The second tenure of Mr. Alok Kumar Misra expired as an Independent Director In Monte Carlo Fashions Limited. Henceforth he no longer holds the position of Independent Director on the Board of Monte Carlo Fashions Limited.

SHAREHOLDING DETAILS OF DIRECTORS AS ON 31.03.2024:

Details of the Directors' shareholding in the Company is given as follows:

Name of Directors	No. of shares
Mr. Anoop Bector	1,25,61,900
Mr. Ishaan Bector	5100
Mr. Suvir Bector	5100
Mr. Parveen Kumar Goel	15,230
Mr. Ashish Agarwal	15
Mrs. Pooja Luthra	2800

B. SKILLS/EXPERTISE/COMPETENCE OF THE BOARD OF DIRECTORS

The Directors on the Board are eminent industrialists/professionals and have expertise in their respective functional areas, bringing with them the reputation of independent judgement and experience which adds value to the Company's business. Directors are inducted on the Board on the basis of their possession of skills identified by the Board and their special skills with regards to the industries/fields they come from.

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

The core skills/expertise/competencies identified by the Board of Directors as required in the context of its business(es) and sector(s) for it to function effectively:

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

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

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

iv) Financial/technical/professional skills and specialised knowledge to assist the ongoing aspects of the business.

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

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

Skills/Expertise/ Competencies	Ashish Agarwal	Anoop Bector	Ishaan Bector	Suvir Bector	Parveen Kumar Goel	Rajiv Dewan	Pooja Luthra	Alok Kumar Misra
Knowledge	✓	✓	✓	✓	✓	✓	✓	✓
Behavioural skills	✓	✓	✓	✓	✓	✓	✓	✓
Strategy and planning	✓	✓	✓	✓	✓	✓	✓	✓
Financial/technical/ professional skills and specialised knowledge to assist the ongoing aspects of the business	✓	✓	✓	✓	✓	✓	✓	✓
Governance	✓	✓	✓	✓	✓	✓	✓	✓

The eligibility of a person to be appointed as a Director of the Company is dependent on whether the person possesses the requisite skill sets identified by the Board, as above, and whether the person is a proven leader in running a business that is relevant to the Company's business or is a proven academician in the field relevant to the Company's business. The Directors so appointed are drawn from diverse backgrounds and possess special skills with regards to the industries/fields from where they come.

Every Independent Director, at the first meeting of the Board in which he/she participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he/she meets the criteria of independence as provided under the law.

C. SEPARATE MEETING OF INDEPENDENT DIRECTORS

Schedule IV of the Companies Act, 2013 and Regulation 25(3) of the SEBI Listing Regulations, mandates the Independent Directors of the Company to hold at least one meeting in a financial year without the attendance of Non-Independent Directors and members of the management. The separate Independent Directors' meeting was scheduled and conducted via video conferencing on February 8th, 2024. The meeting was chaired by Mr. Ashish Agarwal, Independent Director, wherein the Independent Directors, inter alia, discussed the following:

i. Reviewed the performance of Non-Independent Directors and the Board as a whole;

ii. Reviewed the performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors;

iii. Assessed the quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the Board to effectively and reasonably perform its duties. All the Independent Directors were present at this meeting through tele-conferencing. The outcome of the meeting was apprised to the Chairman of the Company.

D. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company on appointment of an Independent Director, issues a formal Letter of Appointment setting out the terms of appointment, duties and responsibilities. The Company, in terms of Regulation 25(7) of Listing Regulations, has also put in place a system to familiarize the Independent Directors of their roles, rights, responsibilities, nature of industry in which the Company operates, business model of the Company, and ongoing events relating to the Company. It aims to provide the Independent Directors an insight into the Company's functioning and to help them to understand its business in depth so as to enable them to contribute significantly during the deliberations at the Board and committee meetings. The details of familiarisation programme imparted to Independent Directors during the financial year 2023-24 are available at the Company's website and can be accessed at www.bectorfoods.com.

E. RESIGNATION OF INDEPENDENT DIRECTOR

Mr. Alok Kumar Misra, Independent Directors of the Company has resigned on 27.08.2024 before the expiry of their tenure. In his resignation letter he has confirmed that there are no other material reasons other than pre-occupations and other personal commitments for his resignation.

F. CONFRMATION ABOUT INDEPENDENT DIRECTORS

It is confirmed that in the opinion of the board, the independent directors fulfil the conditions specified in the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 and are independent of the management.

G. SENIOR MANAGEMENT:

The Details of Senior Management are as follows:

Sr. No.	Name	Position
1.	Manu Talwar	Chief Executive Officer (CEO)
2.	Arnav Jain	Chief Finance Officer (CFO)
3.	Kumar Gaurav	Head - Information Technology
4.	Apoorva Bais	Head - Marketing
5.	Nitesh Kotian	Chief Business Officer
6.	Brijesh Solanki	Chief Projects Officer – VP
7.	SS Chaudhari	Director – Manufacturing
8.	Prem Vishwanathan	Chief People Officer -Vice President
9.	Rajeev Dubey	Director - Bread Sales
10.	Lokendra Chauhan	Director-Manufacturing Operations
11.	Atul Sud	Company Secretary and Compliance Officer

During the year under review, there was following change in the senior management since the close of the previous financial year.

Sr. No.	Name	Position	Nature of Change
1.	Arnav Jain	Chief Finance Officer (CFO)	Appointment
2.	Brijesh Solanki	Chief Projects Officer – VP	Appointment
3.	Prem Vishwanathan	Chief People Officer -Vice President	Appointment
4.	Lokendra Chauhan	Director-Manufacturing Operations	Appointment
5.	Harsh Vardhan Singh	Vice President-Procurement	Resignation
6.	Jaspreet Singh Chadha	Head-Supply Chain & Management	Resignation
7.	Neeraj Aggarwal	Director-Manufacturing, Biscuits	Resignation

H. DIRECTORS' DIRECTORSHIPS/COMMITTEE MEMBERSHIPS

The number of Directorships and committee positions held by the Directors are in conformity with the limits laid down in the Companies Act, 2013 and Listing Regulations, as on 31st March, 2024. As per Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 none of the Directors were a member in more than ten committees, nor a chairman in more than five committees across all companies. Further, as per Regulation 17A of the Listing Regulations, Independent Directors of the Company do not serve as Independent Directors in more than seven listed companies. Further, the Managing Director of the Company does not serve as an Independent Director in any listed entity.

I. BOARD MEETING PROCEDURES

The Board is presented with detailed notes, along with the agenda papers, well in advance of the meeting. All material information is incorporated in the agenda for facilitating meaningful and focused discussions at the meeting. Where it is not practical to attach any document to the agenda, the same is tabled before the meeting with specific reference to this effect in the agenda. In special and exceptional circumstances, additional or supplementary items on the agenda are permitted. The required information, as enumerated in Part A of Schedule II of the Listing Regulations, is regularly made available to the Board of Directors for discussion and consideration at Board meetings.

J. INFORMATION SUPPLIED TO THE BOARD

Regular presentations are made to the Board of Directors covering business operations, finance, sales, accounts, marketing, compliances and other important business issues. The annual operating and capital budget(s) are approved by the Board of Directors. The Board spends considerable time in reviewing the actual performance of the Company vis à- vis the approved budget.

5. COMMITTEES OF THE BOARD:

The Board of Directors has constituted various Committees of the Board in accordance with the provisions of Companies Act, 2013 and the Listing Regulations to take informed decisions in the best interests of the Company. These committees monitor the activities falling within their terms of reference. These committees play an important role in the overall management of day-to-day affairs and governance of the Company. Details on the role and composition of these committees, including the no. of meetings held during the financial year and attendance at meetings are provided below:

(A) Audit Committee

The Audit Committee comprises of 4 (four) members (3 are Non-Executive Directors and 1 is Executive Director) and majority being Independent Directors.

During the year under review, the Audit Committee met on 4 (four) occasions, viz. May 25, 2023, August 5, 2023, November 10, 2023 and February 8, 2024 to deliberate on various matters. Not more than 120 days lapsed between any two consecutive meetings of the Audit Committee during the year. The necessary quorum was present at all the meetings.

The composition of the Audit Committee as at 31.03.2024 and particulars of meetings attended by the members during the financial year 2023-24 are given hereunder:

(A) Audit Committee

Name of Committee members	Category	No. of meetings attended
Mr. Rajiv Dewan	Non-Executive - Independent Director, Chairperson	4
Mr. Parveen Kumar Goel	Whole-time Director, Member	4
Mr. Alok Kumar Misra*	Non-Executive - Independent Director, Member	4
Mr. Ashish Agarwal	Non-Executive - Independent Director, Member	4

*Mr. Alok Kumar Misra has resigned w.e.f 27.08.2024

SCOPE AND TERMS OF REFERENCE:

The role of the Audit Committee shall include the following:

1) Oversight of the financial reporting process and disclosure of financial information relating to the Company to ensure that the financial statements are correct, sufficient and credible;

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

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

4) Reviewing the financial statements with respect to its unlisted subsidiary(ies), in particular investments made by such subsidiary(ies) of the Company;

5) Reviewing with the management the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

   i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;

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

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

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

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

   vi. Disclosure of any related party transactions; and

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

6) Reviewing with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

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

8) Reviewing and monitoring the auditor's independence and performance, and effectiveness of the audit process;

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

10) Scrutiny of inter-corporate loans and investments;

11) Valuation of undertakings or assets of the Company, whichever is necessary;

12) Evaluation of internal financial controls and risk management systems;

13) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

14) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

15) Discussion with internal auditors of any significant findings and follow up thereon;

16) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

17) Discussion with statutory auditors before the audit commences about the nature and scope of audit as well as post- audit discussion to ascertain any area of concern;

18) Looking into the reasons for substantial defaults in payment to depositors, shareholders (in case of non- payment of declared dividends) and creditors;

19) Recommending to the Board the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;

20) Reviewing the functioning of the whistle blower mechanism;

21) Overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee directly hearing grievances of victimisation of employees and Directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;

22) Approval of appointment of Chief Financial Officer (i.e., the Whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc., of the candidate;

23) Reviewing the utilisation of loans and/or advances from/investments by the holding company in the subsidiary exceeding rupees 100 Crore or 10% of the asset size of the subsidiary, whichever is lower, including existing loans/ advances/ investments existing as on the date of coming into force of the provision; and

24) Carrying out any other functions required to be carried out by the Audit Committee in terms of the applicable law.

(B) Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprises of 3 (three) members (all are Non-Executive Directors) and the Chairman of the Committee is an Independent Director. During the year under review, the committee met 5 times, i.e. on May 25, 2023, September 4, 2023 and February 07, 2024. The necessary quorum was present at the meeting. The Company Secretary acts as the secretary of the committee.

The composition of the Nomination and Remuneration Committee as at 31.03.2024 and particulars of meetings attended by the members during the financial year 2023-24 are given hereunder:

Name of Committee members	Category	No. of meetings attended
Mr. Rajiv Dewan	Non-Executive - Independent Director, Chairperson	3
Mrs. Pooja Luthra	Non-Executive - Independent Director, Member	3
Mr. Ashish Agarwal	Non-Executive - Independent Director, Member	3

SCOPE AND TERMS OF REFERENCE:

1) Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration

of the Directors, key managerial personnel and other employees;

2) Formulation of criteria for evaluation of performance of Independent Directors and the Board;

3) Devising a policy on Board diversity;

4) Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance (including Independent Director);

5) Determining whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of directors;

6) Recommend to the Board, all remuneration, in whatever form, payable to the senior management;

7) Determining the Company's policy on specific remuneration packages for Executive Directors and recommending remuneration of such Directors and any increase therein from time to time, within the limit approved by the members of the Company;

8) Recommending remuneration to Non-Executive Directors in the form of sitting fees for attending meetings of the Board and its committees, remuneration for other services, commission on profits;

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

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

   a) The SEBI Insider Trading Regulations; and

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

11) Perform such functions as are required to be performed by the Nomination and Remuneration Committee under the SEBI (Share Based Employee Benefits) Regulations, 2014, including the following:

   a) Administering the ESOS 2023;

   b) Determining the eligibility of employees to participate under the ESOS 2023;

   c) Granting options to eligible employees and determining the date of grant;

   d) Determining the number of options to be granted to an employee;

   e) Determining the exercise price under the ESOS 2023; and

   f) Construing and interpreting the ESOS 2023 and any agreements defining the rights and obligations of the Company and eligible employees under the plan, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOS 2023, and

12) Perform such other activities as may be delegated by the Board or specified/provided under the Companies Act, 2013 as amended or by the SEBI Listing Regulations, as amended or by any other applicable law or regulatory authority. The Nomination and Remuneration policy of the Company is available on the Company's website at http://www.bectorfoods.com

PERFORMANCE EVALUATION:

In compliance with the requirements of the provisions of Section 178 of the Companies Act, 2013 and the Listing Regulations, the Company has devised a policy for performance evaluation of Independent Directors, Board, committees and other Directors, which include criteria for performance evaluation of the Non-Executive Directors and Executive Directors. The evaluation of the Independent Directors was carried out by the Board, excluding the Director being evaluated, and that of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The exercise was carried out through a structured evaluation process covering various aspects of the Board's functioning, such as composition of the Board and committees, experience and competencies, performance of specific duties and obligations, governance issues, etc.

The performance was reviewed on the basis of the criteria, such as contribution of the individual Director to the Board and committee meetings, like preparedness on the issues to be discussed, meaningful and constructive contribution, inputs in meetings, etc.

REMUNERATION TO DIRECTORS:

The remuneration paid to Executive Directors is determined by the Nomination and Remuneration

Committee, subject to approval of the Board that is subject to the limits laid down under Section 197 and Schedule V of the Companies Act, 2013 and in accordance with the terms of Appointment approved by the shareholders of the Company. The Non-Executive Directors have not been paid any remuneration, except sitting fees or commission as approved by the shareholders for attending the Board meetings. The details of remuneration paid to Directors during the financial year ended March 31, 2024 are as follows:

(Rs. in million)

Name of Director	Salaries, perquisites and allowances	Commission/ Professional fees	Sitting fees	Total
Mr. Anoop Bector	63.81	-	-	63.81
Mr. Ishaan Bector	25.42	-	-	25.42
Mr. Suvir Bector	25.45	-	-	25.45
Mr. Parveen Kumar Goel	7.16	-	-	7.16
Mr. Rajiv Dewan	-	-	0.125	0.125
Mrs. Pooja Luthra	-	-	0.125	0.125
Mr. Alok Kumar Misra	-	-	0.125	0.125
Mr. Ashish Agarwal	-	-	0.125	0.125

DIRECTORS WITH PECUNIARY RELATIONSHIP OR BUSINESS TRANSACTION WITH THE COMPANY:

The Executive Directors receive salary, perquisites, allowances and other benefits in accordance with their terms of appointment, while all the Non-Executive Directors/Independent Directors receive sitting fees for attending the Board meetings. It is also to be noted that the transactions with other entities where Chairman & Managing Director/Executive Directors are interested are being carried out by the Company in its ordinary course of business and on arm's length basis, in compliance with the laws applicable thereto.

CRITERIA FOR MAKING PAYMENTS TO DIRECTORS AND KEY MANAGERIAL PERSONNEL:

As per the Nomination & Remuneration Policy of the Company, the Board, on the recommendation of the Nomination and Remuneration Committee, reviews and approves the remuneration payable to Executive Directors and Key Managerial Personnel. The Board and the committee considers the provisions of the Companies Act, 2013, the limits approved by the shareholders, and the individual and corporate performance in recommending and approving the remuneration of Executive Directors and Key Managerial Personnel. Further, the Managing Director of the Company is authorized to decide the remuneration of KMP (other than Managing/ Executive Director) and the senior management based on prevailing HR policies of the Company.

The remuneration/sitting fees, as the case may be, paid to Non-Executive/Independent Director, shall be in accordance with the provisions of the Act and the Rules made thereunder for the time being in force, or as may be decided by the committee/ Board/ shareholders.

(c) STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee comprises of 3 (three) members. During the year under review, the committee met on 1 (one) occasion, viz. February 7, 2024. The committee looks into various queries/issues relating to shareholders/ investors, including non-receipt of dividend, annual report, etc. Mr. Atul Sud is the Company Secretary and Compliance Officer of the Company.

The table below highlights the composition and attendance of the members of the Committee as on March 31, 2024:

Name of Committee members	Category	No. of meetings attended
Mr. Rajiv Dewan	Non-Executive - Independent Director, Chairperson	1
Mrs. Pooja Luthra	Non-Executive - Independent Director, Member	1
Mr. Ashish Agarwal	Non-Executive – Independent Director, Member	1

During the year under review the Company received no complaints from the shareholders. So no complaint of the shareholders was pending as on 31.03.2024.

Scope and terms of reference:

The role of the Stakeholders' Relationship Committee shall include the following:

1. Considering and resolving grievances of shareholders and other security holders;
2. Redressal of grievances of the security holders of the Company, including complaints in respect of allotment of equity shares, non-receipt of

declared dividends, annual reports, balance sheets of the Company, etc.;

3. 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.

4. Review of measures taken for effective exercise of voting rights by shareholders;

5. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent;

6. Review of various measures and initiative taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by shareholders of the Company;

7. Allotment of equity shares, approval of transfer or transmission of equity shares or any other securities;

8. Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.; and

9. Carrying out any other functions required to be undertaken by the Stakeholders' Relationship Committee under the applicable law.

(D) Corporate Social Responsibility Committee

The Board has constituted a Corporate Social Responsibility (CSR) Committee in compliance with the provisions of Section 135 of the Companies Act, 2013, comprising Mr. Parveen Kumar Goel as Chairman and Mr. Ashish Agarwal and Mrs. Pooja Luthra as members. The Committee met two times during the year, viz., 05.08.2023 and 08.02.2024.

The table below highlights the composition and attendance of the members of the committee as on March 31, 2024.

Name of Committee members	Category	No. of meetings attended
Mr. Parveen Kumar Goel	Executive Director, Chairperson	2
Mr. Ashish Agarwal	Non- Executive – Independent Director, Member	2
Mrs. Pooja Luthra	Non - Executive - Independent Director, Member	2

Scope and terms of reference:

The role of the CSR committee shall include the following:

1) Formulate and recommend to the Board, a corporate social responsibility policy which shall indicate the activities to be undertaken by the Company, as specified in Schedule VII of the Companies Act, 2013;

2) Review and recommend the amount of expenditure to be incurred on the activities referred to above;

3) Monitor the corporate social responsibility policy of the Company and its implementation from time to time; and

4) Any other matter as the CSR Committee may deem appropriate, after approval of the Board, or as may be directed by the Board from time to time.

The annual report on CSR activities undertaken by the Company forms part of the Board's Report as Annexure.

(B) Risk Management Committee

The Board has constituted a Risk Management Committee, which comprises Mr. Parveen Kumar Goel as Chairperson and Mr. Ashish Agarwal and Mr. Rajiv Dewan as members of the committee.

The committee met twice during the year, viz.,21.07.2023 and 12.01.2024. The attendance of the members of the committee is as given below:

Name of Committee members	Category	No. of meetings attended
Mr. Parveen Kumar Goel	Executive Director, Member Chairperson	2
Mr. Rajiv Dewan	Non-Executive - Independent Director, Member	2
Mr. Ashish Agarwal	Non-Executive - Independent Director, Member	2

Scope and terms of reference:

The role of the Risk Management Committee shall include the following:

1) To review and assess the risk management system and policy of the Company from time to time and recommend for amendment or modification thereof;

2) To frame, devise and monitor risk management plan and policy of the Company;

3) To review and recommend potential risk involved in any new business plans and processes;

4) To review and monitor cyber risk to the extent applicable to the Company; and

5) Any other similar or other functions as may be laid down by the Board from time to time and/or as may be required under the applicable law.

Governance codes

i. Policy on Code of Conduct for Directors and Senior Management:

The Company has adopted a code of conduct ("the code") for Directors and senior management, which is applicable to the Board of Directors and the senior management of the Company. The Board of Directors and the members of the senior management team of the Company are required to affirm annual compliance of this code. A declaration signed by the Managing Director of the Company to this effect is placed at the end of this report. The code requires Directors and employees to act honestly, fairly, ethically, and with integrity and conduct themselves in a professional, courteous and respectful manner. The code is displayed on the Company's website, viz. https://www.bectorfoods.com/panel/uploads/investor/09302021074903MBFSL-Code-of-conduct-for-DirectorsandtheSeniorManagement.pdf

ii. Conflict of interests:

Each Director informs the Company on an annual basis about the Board and the committee positions he occupies in other companies, including chairmanships and notifies changes during the year, if any. The members of the Board while discharging their duties, avoid conflict of interest in the decision-making process. The members of Board restrict themselves from any discussions and voting in transactions in which they have concern or interest.

iii. Insider trading code:

The Company has adopted a policy for the prevention of insider trading, an internal code of conduct for regulating, monitoring and reporting of trades by designated persons ("the PIT code") in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time ("the PIT regulations"). The code is applicable to promoters, member of promoter's group, all Directors and such designated persons who are expected to have access to unpublished price sensitive information relating to the Company. The Company Secretary is the Compliance Officer for monitoring adherence to the said PIT regulations. The Company has put in place adequate and effective system of internal controls to ensure compliance with the requirements of the PIT regulations. A structured digital database is being maintained by the Company, which contains the names and other particulars as prescribed of the persons covered under the codes drawn up pursuant to the PIT regulations.

The Company has formulated a policy and procedure for inquiry in case of leak of un published price sensitive information or suspected leak of unpublished price sensitive information ('UPSI'). The policy is formulated to maintain ethical standards in dealing with sensitive information of the Company by persons who have access to UPSI. The rationale of the policy is to strengthen the internal control systems to ensure that the UPSI is not communicated to any person except in accordance with the insider trading norms.

3. SUBSIDIARY COMPANIES

The Company has three subsidiary companies, viz.:

i. Bakebest Foods Private Limited

ii. Mrs. Bector's English Oven Limited

iii. Mrs. Bectors Food International (FZE)

The composition of the Board of Directors of Bakebest Foods Private Limited is as under:

Name of Directors	Designation
Mr. Anoop Bector	Managing Director
Mr. Ashish Agarwal	Chairman and Non-Executive Independent Director
Mr. Nem Chand Jain	Non-Executive Independent Director
Mr. Ram Sajeevan Verma	Wholetime Director

The composition of the Board of Directors of Mrs. Bector's English Oven Limited is as under:

Name of Directors	Designation
Mr. Anoop Bector	Director
Mr. Parveen Kumar Goel	Director
Mr. Shantilal Sukalal Chaudhari	Director

4. GENERAL BODY MEETINGS

A) THE DETAILS OF THE LAST THREE ANNUAL GENERAL MEETING(S) OF THE COMPANY ARE GIVEN AS FOLLOWS:

Financial year	Day & date	Time	Venue	No. of Special Resolutions Passed
2022-2023	Friday 29.09.2023	11:00 hours (IST)	Through VC	5
2021-2022	Friday 30.09.2022	11:00 hours (IST)	Through VC	5
2020-2021	Thursday 05.08.2021	11:00 hours (IST)	Through VC	5

B) POSTAL BALLOT/EXTRA-ORDINARY GENERAL MEETING

During the year under preview there was no resolution was passed by Postal Ballot and no Extra-Ordinary General Meeting was held.

5. MEANS OF COMMUNICATION

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

b) The approved financial results are sent to the stock exchanges forthwith and published in 'Financial Express' (English newspaper) and Desh Sewak (local language Punjabi newspaper) within forty-eight hours of approval thereof. The Company's financial results and official press releases are displayed on the Company's website: www.bectorfoods.com.

c) Investor presentations, official press releases and other general information are sent to the stock exchange(s) and are also displayed on the Company's website: www.bectorfoods.com

d) Management Discussion and Analysis report forms a part of the annual report.

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

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

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

The Company has designated an email-ID for investor services, i.e. atul.sud@bectorfoods.com and the same is prominently displayed on the Company's website, i.e. www.bectorfoods.com

6. GENERAL SHAREHOLDER INFORMATION

(i) 29th Annual General Meeting: Friday, 27th day of September, 2024, at 11:00 AM through VC/OAVM

(ii) Financial year: April 1, 2023 to March 31, 2024

(iii) Results for the quarter ending (tentative): 30th June, 2024 – First week of August, 2024

30th September, 2024 – Second week of November, 2024

31st December, 2024 – Second week of February, 2024

31st March, 2025 – Fourth week of May, 2025

(iv) Dividend payment record date: Friday, 20th September, 2024

Date of book closure: Saturday, September 21, 2024 to Friday, September 27, 2024 (both days inclusive)

(v) Listing on stock exchanges: The equity shares of the Company are listed on the following stock exchanges:- BSE Limited (BSE)

Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.

National Stock Exchange of India Limited (NSE) Exchange Plaza, Bandra – Kurla Complex, Bandra (E), Mumbai - 400 051.

(vi) ISIN : INE495P01012

Stock Code/Symbol: BSE- 543253 NSE- BECTORFOOD

(vii) Listing fee/Annual custody fee:

The annual listing fee has been paid to the BSE and NSE for the financial year 2024-2025. The Company has also made the payment of annual custody fee to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for the financial year 2024-25.

(viii) Market price data:

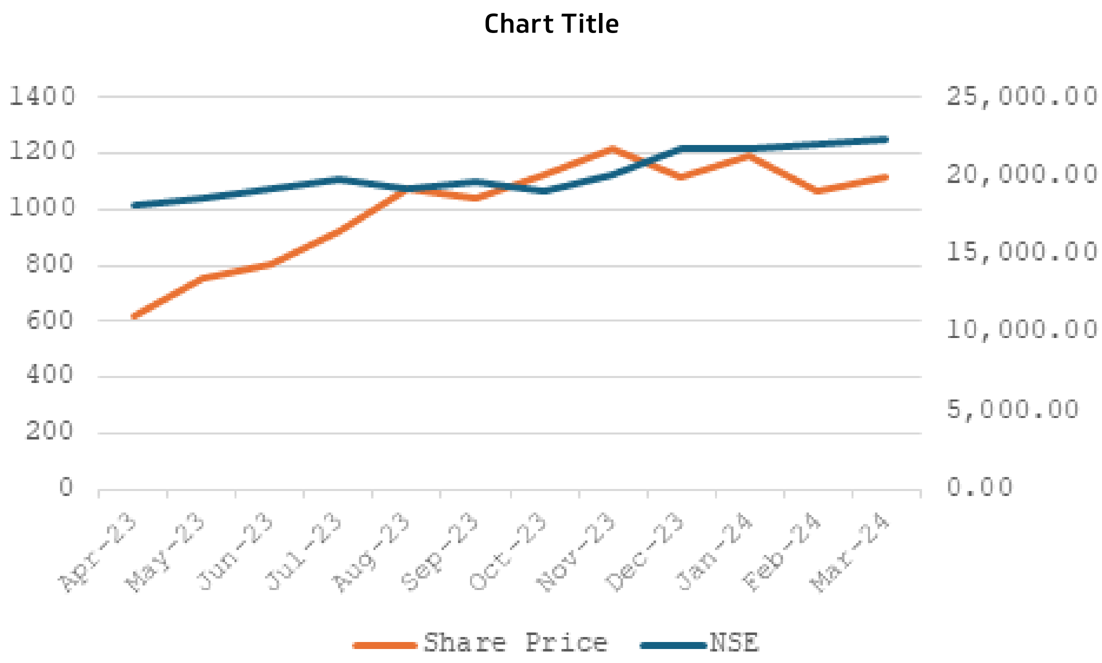
The details of monthly high/low market price of the equity shares of the Company at BSE Ltd (BSE) and at the National Stock Exchange of India Ltd (NSE) for the year under review is provided hereunder:

(Amount in Rs.)

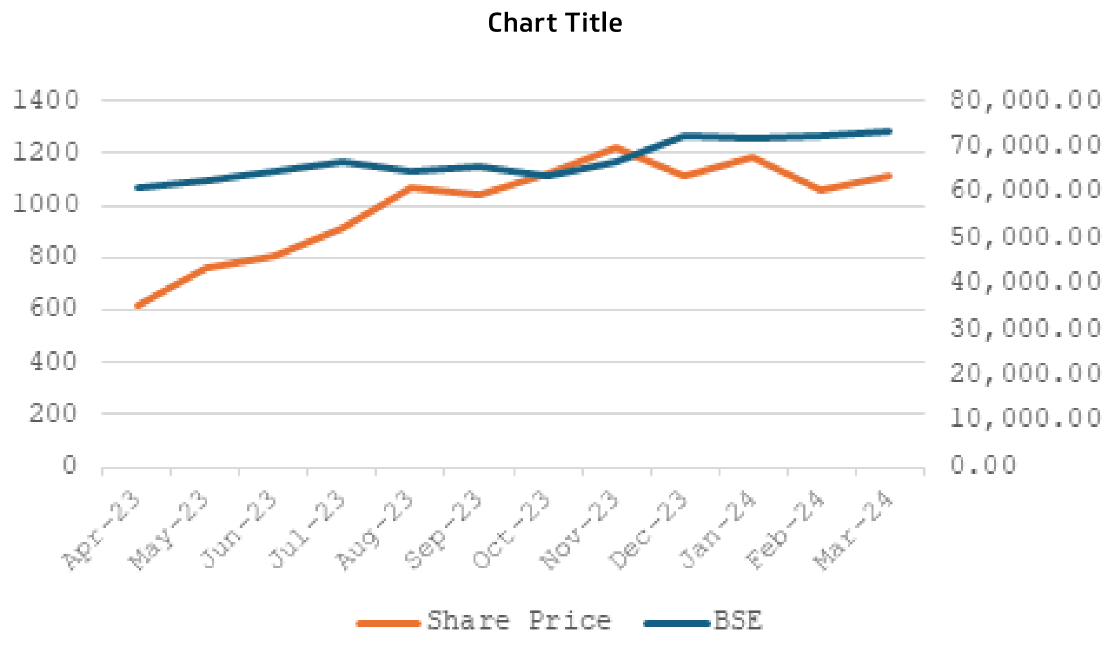
Financial year		NSE			BSE	
2023-24	**High**	**Low**	**Close**	**High**	**Low**	**Close**
April-23	621.00	535.75	618.05	621.00	536.85	617.95
May-23	813.95	600.00	758.30	813.70	607.05	757.35
June-23	857.25	757.25	806.95	856.75	751.05	806.50
July-23	928.85	786.50	918.70	928.65	785.05	917.05
August-23	1,134.95	861.20	1,073.30	1134.75	850.05	1077.50
September-23	1,078.70	918.00	1,042.70	1084.80	926.30	1042.05
October-23	1,195.50	963.10	1,120.65	1195.00	963.60	1120.20
November-23	1,373.95	1,116.55	1,220.15	1373.00	1117.90	1220.05
December-23	1,249.40	1,092.70	1,118.00	1254.15	1090.70	1116.55
January-24	1,246.00	1,113.10	1,189.35	1246.00	1114.40	1189.90
February-24	1,265.95	975.75	1,062.55	1264.10	976.00	1064.55
March-24	1,122.00	964.30	1,114.70	1124.00	964.40	1114.30

(ix) Performance of the Company's equity share price in comparison to BSE and NSE indices:

Company's Share Price vs NSE Nifty



Company's Share Price vs BSE Sensex



(x) Registrar to Issue and Transfer Agent

The work related to share transfer registry in terms of both physical and electronic mode is being dealt with by

M/s. Link Intime India Private Limited at the address given below:

Link Intime India Pvt Ltd

Noble Heights, 1st Floor, Plot No. NH-2, C-1 Block, LSC Near Savitri Market, Janakpuri, New Delhi- 110058 Phone: 1149411000

E-mail: delhi@linkintime.co.in

(xi) Share Transfer System:

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended, securities can be transferred only in dematerialised form w.e.f. April 1, 2019, except in case of request received for transmission or transposition of securities. Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company. As at 31st March, 2024, no equity shares were pending for transfer.

The shares of the Company are traded on the stock exchanges compulsorily in demat form. The Company has participated as an issuer both with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The shareholders may operate through any of the depositories, based on tariffs, quality and range of services being offered by them. The International Securities Identification Number (ISIN) of the Company is INE495P01012.

(xii) Distribution of Shareholding as on March 31, 2024

Range	Shareholders		Equity shares of Rs. 10/- each	
(No. of shares)	**No. of shareholders**	**Percentage (%)**	**No. of shares**	**Percentage (%)**
Upto-500	89,986	96.86	45,33,021	7.71
501-1000	1,594	1.72	11,78,801	2.00
1001-5000	1,041	1.12	20,87,203	3.55
5001-10000	106	0.11	7,52,776	1.28
10000-above	179	0.19	5,02,65,673	85.46
Total	92,906	100.00	5,88,17,474	100.00

(xiii) Dematerialization of shares:

As on March 31, 2024, 100% of the equity share capital were dematerialized.

(xiv) Shareholding pattern as on March 31, 2024

Sl. No.	Category	No. of Shares held	%
1	Promoter and Promoter Group	3,01,04,454	51.18%
2	Public Shareholding:		
A	Institutions		
(a)	Mutual Funds	1,20,07,855	20.42%
(b)	Alternate Investment Funds	3,75,795	0.64%
(c)	Foreign Portfolio Investors	49,36,240	8.39%
(d)	Insurance Companies	21,707	0.04%
	Subtotal (A)	1,73,41,597	29.49%
B	Non Institutions		
(a)	Individuals	96,81,347	16.46%
(b)	NBFCs registered with RBI	20,585	0.03%
(c)	Hindu Undivided Family	2,30,144	0.39%
(d)	Non Resident Indians	6,15,496	1.05%
(e)	Bodies Corporate	8,17,997	1.39%
(f)	Others	5,854	0.01%
	Subtotal (B)	1,13,71,423	19.33%
	Grand Total	5,88,17,474	100.00%

(xv) Outstanding global depository receipts or American depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity;

The Company has not issued any global depository receipts or American depository receipts or warrants or any convertible instruments during the year.

(xvi) Plant locations:

The plants of the Company are located at:

(a) Phillaur: Theing Road, Phillaur, Jalandhar 144 410, Punjab

(b) Tahliwal: Plot No. 13, Industrial Area 1 & 2, Tahliwal, Distt. UNA- 174507 (HP)

(c) Rajpura: Dakhil Kammi Kalan, Gobindgarh, Rajpura, Patiala- 140702, Punjab

(d) Noida- 11-A Udyog Vihar, Greater Noida, Gautam Budh Nagar- 201306 (UP)

(e) Mumbai: Bakebest Foods Pvt Ltd, Village Vadval, Khalapur, Khopali, Raigad- 410203, Maharashtra (Subsidiary Company)

(f) Bengaluru: Plot No. 116, Bommasandra Jigani Link Road, KIADB Industrial Area, Anekal Taluk, Jigani, Bengaluru- 560105

(g) Bhiwadi: Plot No. SP- 238 (F) RIICO Industrial Area Kahrani, (Bhiwadi Extn.) Bhiwadi -301019, Distt. Alwar, (Rajasthan)

(xvii)Address of correspondence: Shareholders' correspondence may be addressed to:

(a) Registrar and Transfer Agent- Link Intime India Pvt Ltd, Noble Heights, 1st Floor, Plot No. NH-2, C-1 Block, LSC Near Savitri Market, Janakpuri, New Delhi- 110058

(b) Registered Office- Theing Road, Phillaur, Jalandhar 144 410, Punjab, India

(c) Corporate Office- Emaar Digital Greens, Tower-A, First Floor, Unit No. 22-27, Sector 61,Gurugram 122 102, Haryana, India

(ix) Credit ratings:

The credit rating assigned to the Company as on date by rating agencies are as follows:

Bank facilities	CRISIL rating		ICRA rating	
	Revised	Previous	Revised	Previous
Long Term rating	CRISIL AA-/Positive	CRISIL AA-/Stable	[ICRA] AA- (Positive)	CRISIL AA-/(Positive)
Short term rating	CRISIL A1+	CRISIL A1+	[ICRA] A1+	[ICRA] A1+

The detailed report(s) of credit rating obtained by the Company can be accessed at www.bectorfoods.com

7. CODE OF BUSINESS CONDUCT & ETHICS

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

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

8. OTHER DISCLOSURES

a. Compliances with Governance Framework

The Company is in compliance with all mandatory requirements under the listing regulations.

b. Related Party Transactions

All transactions entered into with the related parties, as defined under the Act and Regulation 23 of the Listing Regulations, during the financial year were on arm's length basis and are in compliance with the requirements of the provisions of Section 188 of the Act.

Transactions with related parties entered in the ordinary course of business have been disclosed under significant accounting policies and notes forming part of the Standalone Financial Statements in accordance with "IND AS".

There were no materially significant transactions with related parties during the financial year. There were no materially significant transactions made by the Company with its promoters, Directors or management, and their relatives etc., that may have potential conflict with the interest of the Company at large.

As required under Regulation 23(1) of the listing regulations, the Company has formulated a policy on related party transactions and the same is available on the Company's website and can be accessed at https://www.bectorfoods.com/panel/uploads/investor/09302021075757MBFSL-PolicyonMaterialityofRPT.pdf

In addition, pursuant to Regulation 23(9) of the Listing Regulations, the Company has also submitted its standalone and consolidated financial results for the half year, disclosures of related party transactions on a consolidated basis in the format specified in the relevant accounting standards for annual results and also published it on the website of the Company.

c. Details of Non-Compliance, Penalties, Strictures Imposed by the Stock exchange(s) or SEBI or any Statutory Authority on any Matter Related to Capital Markets since Listing.

The Company has complied with all requirements specified under the listing regulations as well as other regulations and guidelines of SEBI. Consequently, there were no strictures or penalties imposed by either SEBI or stock exchanges or any statutory authority for non-compliance of any matter related to the capital markets during the last three financial years.

d. Whistle Blower Policy / Vigil Mechanism

In line with the provisions of the SEBI Listing Regulations, the Act and other SEBI regulations and principles of good governance, the Company has formulated a robust vigil mechanism for reporting of concerns through the whistle blower policy of the Company. The policy provides for framework and process to encourage and facilitate its employees and Directors to voice their concerns or observations without fear, or raise reports to the management, of instance of any unethical or unacceptable business practice or event of misconduct/ unethical behaviours, actual or suspected fraud and violation of the Company's code of conduct, etc. The policy provides for adequate safeguards against victimisation of persons who avail such mechanism and provides for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

During the year under review, none of the personnel has been denied access to the Chairperson of the Audit Committee. The policy is placed on the website of the Company at https://www.bectorfoods.com/panel/uploads/investor/09302021075908MBFSL-VigilMechanismandWhistleBlowerPolicy.pdf under the 'Investors' tab.

e. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company is committed to ensuring that all employees work in an environment that not only promotes diversity and equality, but also mutual trust, equal opportunity and respect for human rights. The Company is also committed to providing a work environment that ensures every woman employee is treated with dignity, respect and accorded equal treatment.

The Company has formulated a policy on prevention of sexual harassment in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 to ensure prevention, prohibition, and redressal against sexual harassment. Awareness programmes are organised to sensitise employees'. During the year under review, no complaints of any nature were received under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

f. Accounting Treatment:

The financial statements of the Company for FY 2023-24 have been prepared in accordance with the applicable accounting principles in India and the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with the rules made thereunder.

The Company has followed accounting principles generally accepted in India, including the Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013 ('the Act') and other relevant provisions of the Act. The significant accounting policies which are consistently applied are set out in the notes to the financial statements.

g. Compliance with Secretarial Standards

The Institute of Company Secretaries of India, a statutory body, has issued Secretarial Standards (SS) on various aspects of corporate law and practices. The Company has complied with the SS -1 on Board meetings and SS - 2 on general meetings.

h. Insider Trading Code

The Company has adopted 'The Code of Conduct for Regulating, Monitoring and Reporting of trading by Designated Persons' ("Code of Conduct") in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time ("SEBI Insider Regulations"). The code of conduct is applicable to designated persons as defined therein.

The Company has also formulated 'The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' ("the Code") in compliance with the SEBI Insider Regulations. This code is uploaded on the website of the Company – at https://www.bectorfoods.com/panel/uploads/investor/09302021075631MBFSL-PolicyforPreventionofInsiderTrading.pdf. The Company has also formulated "Policy and Procedure for Dealing with leak of Unpublished Price Sensitive Information".

The Company's code of conduct, inter alia, prohibits dealing in securities of the Company by the designated persons defined therein while in possession of unpublished price sensitive information.

i. Web link where policy for determining 'material' subsidiaries is disclosed:

https://www.bectorfoods.com/panel/uploads/investor/09302021075604MBFSL-PolicyforDeterminingMaterialSubsidiaries.pdf

j. Web link where policy on dealing with related party transactions is disclosed:

http://www.bectorfoods.com/panel/uploads/investor/09302021075757MBFSL-PolicyonMaterialityofRPT.pdf

k. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A). - Not applicable.

l. There was no such instance during FY 2023-2024 when the Board had not accepted any recommendation of any committee of the Board.

m. Certificate from PCS regarding disqualification of Directors:

A certificate has been received from M/s. B.K. Gupta & Associates, Company Secretaries, Ludhiana, a firm of Company Secretaries in practice that none of the Directors on the Board of the Company 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 statutory authority. The said certificate is appended to this report.

n. Recommendations of committees of the Board

During the year under review, there were no instances where the Board did not accept any recommendations of any committees of the Board which were mandatorily required.

o. Fees to Statutory Auditors

The details of total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to M/s. BSR & Co. LLP, Chartered Accountants, Statutory Auditors of the Company and all the entities in the network firm/ network entity of which Statutory Auditor is a part is as under;

(Rs. in million)

Name of Company or its subsidiaries obtaining service	Name of Statutory Auditor	Payment to auditors in the year 2023-24	Payment to auditors in the year 2022-23
Mrs. Bectors Food Specialities Limited	M/s. BSR & Co. LLP, Chartered Accountants	8.72	8.42
Bakebest Foods Private Limited	M/s. BSR & Co. LLP, Chartered Accountants	1.30	1.29

9. DISCRETIONARY REQUIREMENTS UNDER THE LISTING REGULATIONS 2015

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations. The corporate governance report of the Company for the year 2023-24 or as on March 31, 2024 are in compliance with the applicable requirements of SEBI as per listing regulations.

The following non-mandatory requirements under Part E of Schedule II of the listing regulations to the extent they have been adopted are mentioned below:

i) The Board: The requirement relating to maintenance of office and reimbursement of expenses of Non-Executive Chairman is not applicable to the Company since the Chairman of the Company is an Independent Director.

ii) Shareholder rights: The Company has not adopted the practice of sending out half-yearly declaration of financial performance to shareholders. Quarterly results as approved by the Board are disseminated to the stock exchanges and updated on the website of the Company.

iii) Modified opinion(s) in the audit report: There are no modified opinions in the audit report.

iv) Reporting of Internal Auditor: In accordance with the provisions of Section 138 of the Act, the Company has appointed an Internal Auditor who reports to the Audit Committee. Quarterly internal audit reports are submitted to the Audit Committee, which reviews the audit reports and suggests necessary action.

10. DISCLOSURE ON COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENT

i) The Company has complied with the requirements specified in Regulations 17 to 27 and Regulation 46 of Listing Regulations as applicable.

ii) Compliance certificate by Practicing Company Secretary- Certificate from M/s. B.K. Gupta & Associates, Company Secretaries, Ludhiana, a firm of Company Secretaries in Practice, confirming compliance with conditions of Corporate Governance, as stipulated under Regulation 34 of the Listing Regulations, is attached to this report.

For and on behalf of the Board of Directors
For **Mrs. Bectors Food Specialities Limited**

Sd/-
(Ashish Agarwal)
Chairman
(DIN: 00775296)

Place: Phillaur
Date: 27.08.2024

MANAGING DIRECTOR'S DECLARATION

Pursuant to the requirement of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that all Board members and senior management personnel of the Company (as defined in the above said regulations) have affirmed compliance with the Code of Conduct for Board of Directors and senior management personnel' for the year ended 31st March, 2024.

Sd/-

Place: Phillaur
Anoop Bector

Date: 30.05.2024
Managing Director

PRACTISING COMPANY SECRETARIES' CERTIFICATE ON CORPORATE GOVERNANCE

On Compliance with the conditions of Corporate Governance under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

To
The Members
MRS.BECTORS FOOD SPECIALITIES LIMITED
THEING ROAD PHILLAUR,
JALANDHAR, (PB)-144410

We have examined the compliance w.r.t. the conditions of Corporate Governance by Mrs. Bectors Food Specialities Limited (the company) for the year ended on 31st March 2024 as stipulated under Regulations 17 to 27 and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and Para C, D & E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

The compliance w.r.t. the Conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to review of the procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the said listing regulations. 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, and the representations made by the Directors/Officers and the Management of the Company, we certify that the Company has complied with the conditions of Corporate Governance as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended on March 31, 2024.

We 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 **B.K. Gupta & Associates**
Company Secretaries
Peer Review Certificate No: - 1220/2021

Sd/-
(CS Bhupesh Gupta)
FCS: 4590
CP No: - 5708
UDIN: F004590F001053253

Place: - Ludhiana
Date: - 27.08.2024

MD / CFO CERTIFICATE

Under Regulation 17(8) of Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements), Regulations, 2015

To,
The Board of Directors,
Mrs. Bectors Food Specialities Limited

1. We have reviewed financial statements and the cash flow statement of Mrs. Bectors Food Specialities Limited for the year ended on 31st March, 2024 and that to the best of our knowledge and belief:
    a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
    b. these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
4. We have indicated to the auditors and the Audit committee:

i. that there are no instances of significant fraud of which we have become aware.

	Sd/-	Sd/-
	Anoop Bector	**Arnav Jain**
Place: Phillaur	(Managing Director)	(Chief Financial Officer)
Date: 30.05.2024	(DIN: 00108589)	

ANNEXURE TO CORPORATE GOVERNANCE REPORT CERTIFICATE FOR NON-DISQUALIFICATION OF DIRECTORS

Practising Company Secretaries' Certificate on Directors

[Pursuant to Regulation 34(3) read with Clause (10) (i) of Para C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Board of Directors
Mrs.Bectors Food Specialities Limited
Theing Road, Phillur
Jalandhar (PB) 144410

We have examined the relevant registers, records, forms, returns and disclosures received from the directors of Mrs. Bectors Food Specialities Limited having (CINL74899PB1995PLC033417) and having registered office at Theing Road, Phillaur, Distt. Jalandhar (PB)-144410 in (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 Clause (10) (i) of Para C of Schedule V of 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 March 31, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Designation	Date of appointment in Company
1	Mr. Anoop Bector	00108589	Executive Director, MD	19.09.1995
2	Mr. Ashish Agarwal	00775296	Non- Executive, Independent Director	10.02.2023
3	Mr. Ishaan Bector	02906180	Executive Director	15.02.2016
4	Mr. Suvir Bector	08713694	Executive Director	01.04.2021
5	Mr. Parveen Kumar Goel	00007297	Executive Director	01.05.2008
6	Mr. Rajiv Dewan	00007988	Non- Executive, Independent Director	10.07.2018
7	Mrs. Pooja Luthra	03413062	Non- Executive, Independent Director	19.09.2020
8	Mr. Alok Kumar Misra	00163959	Non- Executive, Independent Director	11.02.2022

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.

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 **B.K. Gupta & Associates**
Company Secretaries
Peer Review Certificate No: - 1220/2021

Sd/-
(CS Bhupesh Gupta)
FCS: 4590
CP No: - 5708
UDIN: - F004590F001053308

Place: - Ludhiana
Date: - 27.08.2024

Business Responsibility and Sustainability Report (BRSR)

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

1	Corporate Identity Number (CIN) of the Company	L74899PB1995PLC033417
2	Name of the Company	Mrs. Bectors Food Specialities Limited
3	Year of Incorporation	1995
4	Registered office address	Theing Road, Phillaur, Punjab-144410
5	Corporate office address	1st Floor, Emaar Digital Green, Tower-A, Golf Course Extension Road, Sector 61, Gurugram, Haryana-122102 India
6	E-mail	atul.sud@bectorfoods.com
7	Telephone	+91-1826 225418 +91-1826 222826 +91-124-4096300
8	Website	www.bectorfoods.com
9	Financial year for which reporting is being done	1st April, 2023 to 31st March, 2024
10	Name of the Stock Exchange(s) where shares are listed	BSE Limited (BSE) and National Stock Exchange of India Limited (NSE)
11	Paid-up Capital	INR 58,81,74,740/-
12	Name and contact details (telephone, email address) of the person for BRSR Reporting	Name: Atul Sud Position: Company Secretary & Compliance Officer Phone Number: +91-1826 222826 Email: atul.sud@bectorfoods.com
13	Reporting boundary	Mrs. Bectors Food Specialities Limited on a consolidated basis
14	Name of assurance provider	-
15	Type of assurance obtained	Not Applicable

II. Products/Services

16. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% Of Turnover of the entity
1.	Biscuits and Bakery Products	The Company manufactures and sells biscuit and bakery products across 16 Depots, 400+ Super Stockist, 5000+ CPOs, 1195+ Distributers, 550k+ Retail outlets and exports to 70 countries in the world	100%

17. Products/Services sold by the entity (accounting for 90% of the turnover):

S. No.	Product/Services	NIC Code	% Of total turnover contributed
1.	Biscuit and Bakery Products	1071	100%

III. Operations

18. No. of locations where plants and/or operations/offices of the entity are situated:

The company's operations are spread across the country including plants and corporate offices.

S. No.	Location	Number of plants	Number of offices	Total
1.	National	7	1	8
2.	International	0	1	1

19. Markets served by the entity

a. Number of locations

S. No.	Number of Locations served	Number
1.	National (Number of states)	26 states and 6 union territories
2.	International (Number of countries)	70

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

In the year 2023-24, 31% of the total turnover is the contribution of exports for the company.

c. A brief on types of customers

Mrs. Bectors Foods' biscuit and bakery products are served to various institutions, canteen store departments, Modern Trade, QSR chains, food franchises and large and small distributors across the globe.

IV. Employees

20. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

S. No.	Particulars	Total	Male		Female	
		(A)	No. (B)	% (B/A)	No. (C)	% (C/A)
	Employees					
1.	Permanent (D)	1304	1260	96.63%	44	3.37%
2.	Other than permanent (E)	All employees at MBFSL and its subsidiary Companies are permanent employees				
3.	**Total employees (D+E)**	**1304**	**1260**	**96.63%**	**44**	**3.37%**
	Workers					
4.	Permanent (F)	1505	1208	80.27%	297	19.73%
5.	Other than permanent (G)	3999	3436	85.92%	563	14.08%
6.	**Total workers (F+G)**	**5504**	**4644**	**84.38%**	**860**	**15.63%**

b. Differently abled Employees and workers:

S. No.	Particulars	Total	Male		Female	
		(A)	No. (B)	% (B/A)	No. (C)	% (C/A)
	Differently abled Employees					
1.	Permanent (D)	0	0	0%	0	0%
2.	Other than permanent (E)	All employees at MBFSL and its subsidiary Companies are permanent employees				
3.	**Total Differently abled employees (D+E)**	**0**	**0**	**0%**	**0**	**0%**
	Differently abled Workers					
4.	Permanent (F)	0	0	0%	0	0%
5.	Other than permanent (G)	0	0	0%	0	0%
6.	**Total Differently abled workers (F+G)**	**0**	**0**	**0%**	**0**	**0%**

21. Participation/Inclusion/Representation of women

	Total	No. and percentage of Females	
	No. (A)	No. (B)	% (B/A)
Board of Directors	8	1	12.5%
Key Management Personnel	7*	0	0 %

* Key Management Personnel includes 4 executive directors who are counted under BODs

22. Turnover rate for permanent employees and workers

Category	FY 2024			FY 2023			FY 2022		
	Male (%)	Female (%)	Total (%)	Male (%)	Female (%)	Total (%)	Male (%)	Female (%)	Total (%)
Permanent employees	36%	27%	32%	28%	27%	28%	21%	36%	21%
Permanent workers	19%	23%	21%	22%	22%	22%	25%	20%	23%

V. Holding, Subsidiary and Associate Companies (including Joint ventures)

23. Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding / subsidiary / associate companies / joint ventures	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% Of shares held by listed entity	Does the entity participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1.	Mrs. Bector's English Oven Limited	Subsidiary	100%	Yes
2.	Bakebest Foods Private Limited	Subsidiary	100%	Yes
3.	Mrs. Bectors Food International (FZE)	Subsidiary	100%	Yes
4.	Cremica Agro Food Limited	Associate	43.09%	No

VI. CSR details

24.

I. Whether CSR is applicable as per section 135 of Companies Act, 2013

Yes, CSR is applicable as per Section 135 of Companies Act, 2013.

II. If yes Turnover and Net worth of the Companies on which it is applicable:

- **Mrs. Bectors Food Specialities Limited**

  Turnover– INR 1512 Crores

  Net worth – INR 612 Crores

- **Bakebest Foods Private Limited (100% wholly owned subsidiary of Mrs. Bectors Food Specialities Limited)**

  Turnover– INR 112 Crores

  Net worth – INR 78 Crores

VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (principles 1 to 9) under the National Guidelines on Responsible Business Conduct (NGBRC):

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If yes, then provide web-link for grievance redress policy)	FY 2024			FY 2023		
		No. of complaints filed during the year	No. of complaints pending resolution at close of the year	Remarks	No. of complaints filed during the year	No. of complaints pending resolution at close of the year	Remarks
Communities	Yes The communities have access to the company's website, a dedicated phone number helpline and company representatives at each plant location through which they can register complaints or address any grievances. https://www.bectorfoods.com/contact	0	-	-	0	-	-
Investors	Yes The Company has designated an email-ID for investor services, i.e., atul.sud@bectorfoods.com and the same is prominently displayed on the Company's website, https://www.bectorfoods.com/contact	0	-	-	0	-	-
Shareholders	Yes MBFSL's Stakeholders' Relationship Committee considers and resolves the grievances of the shareholders of the company	0	-	-	4	0	All the complaints received from shareholders were resolved and the shareholders were satisfied.
Employees and workers	Yes MBFSL has a grievance handling and ICC Committee to address employee concerns and complaints pertaining to human rights, working conditions and labor practices	21	0	Complaints received from employees were immediately resolved by the company	8	0	Complaints received from employees were immediately resolved by the company

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If yes, then provide web-link for grievance redress policy)	FY 2024			FY 2023		
		No. of complaints filed during the year	No. of complaints pending resolution at close of the year	Remarks	No. of complaints filed during the year	No. of complaints pending resolution at close of the year	Remarks
Customers	Yes MBFSL has process in place to receive and address complaint pertaining to product quality and other concerns through email and customer care phone number. This grievance addressal is through official company website and retail pack labels for all the products. https://www.bectorfoods.com/contact	769	0	All the complaints were resolved during the year	648	0	All the complaints were resolved during the year
Value Chain Partners	Yes Value chain partners such as suppliers are encouraged to bring to notice any complaints or issues with the concerned MBFSL representative, through company's website or through the helpline number at any time during the contract as well post the contract https://www.bectorfoods.com/contact	0	-	-	0	-	-

26. Overview of the entity's material responsible business conduct issues

MBFSL carried out the materiality assessment to identify ESG material issues and understand the relative importance of these issues to its stakeholders. For all the material issues, there are specific initiatives and indicators to track the issues identified

S. No.	Material issue identified	Is it risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	Food Safety and Quality for consumers	Risk and opportunity	Risk: As a food product company, MBFSL must uphold stringent standards of food quality and safety. Failure to meet these standards could pose health risks to consumers, resulting in dissatisfaction, complaints, and potential legal actions against the company. Opportunity: Securing internationally recognized certifications for food quality and safety would enhance our brand reputation and position MBFSL as a preferred choice among customers.	Implementing food safety and quality management systems along with conducting regular audits for food safety and quality assurance across all manufacturing units.	Negative: Breach of any safety standard would hamper the company's reputation and finances Positive: Proper compliance of regulations would enable us to grow our business
2.	Waste management	Risk and Opportunity	Risk: Rapidly changing regulations around EPR in India and non-compliance risk of such regulations Opportunity: Embracing more efficient resource utilization to curtail waste generation could pave the way for realizing a circular economy.	Adopt measures to collect waste and segregate it by waste type. Ensure that all types of waste is diverted from landfill by recycling or reusing the waste	Positive: Innovative waste-reduction solutions and the implementation of the 3R waste-management philosophy (Reduce, Reuse, and Recycle) may result in resource optimization and cost savings. Negative: Any mismanagement of hazardous trash may endanger people's health or result in noncompliance. The outcome may have a negative financial impact.
3.	Corporate Governance	Opportunity	Strong and efficient senior management would enable us to achieve our goals promptly and swiftly	Establishment of a committee which is responsible for overseeing sustainability initiatives and ensuring the achievement of sustainability targets and goals.	Positive: Robust governance practices will drive our business towards excellence and growth.
4.	Emissions and Energy	Risk and Opportunity	Risk: MBFSL primarily relies on grid power, diesel, and gas to meet its energy demand, all of which contribute to significant greenhouse gas (GHG) emissions. With tightening regulations and national emission reduction targets, the company will need to transition to renewable energy sources and reduce emissions from its operations. Opportunity: To address climate change, there is potential for progressing towards energy efficiency, adopting renewable energy sources, improving material utilization, and implementing hybrid technologies.	Transitioning to solar energy, electric vehicles and other adoption of energy efficiency measures across the operations	Positive: Green energy technology investments are growing due to environmental and sustainability concerns, offering cost-effective and long-term solutions. Negative: To align with the government's goal of achieving net-zero GHG emissions, we're reducing reliance on fossil fuels, which requires additional investments.
5.	Human rights & Fair Labor Practices	Risk	Taking responsibility for identifying and managing human rights risks within its operations and supply chain, along with mitigating potential negative impacts and associated damages. Additionally, navigating evolving human rights regulations presents a challenge.	Ensure that the workforce is trained in human rights, and the training is extended to value chain partners as well. Address any human rights issues arising through a grievance mechanism and conduct due diligence across operations in the near future	Negative: Any violation could endanger the organization's reputation and financial stability.

S. No.	Material issue identified	Is it risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
6.	Sustainable Agriculture & Sourcing	Risk and Opportunity	Risk: The absence of ethical and sustainable ingredients may disrupt operations. Additionally, fluctuations in the price and availability of raw materials pose a risk to the company. Opportunity: Acquiring internationally recognized certifications for governing food quality and safety would enhance our brand value and position us as a preferred choice for customers.	Boost the utilization of sustainable ingredients through investment in research and development. Launch initiatives to educate farmers on sustainable agricultural practices.	

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies, and processes put in place towards adopting the NGRBC principles and core elements. These are briefly as under:

P1	Businesses should conduct and govern themselves with integrity and in a manner that is ethical, transparent, and accountable
P2	Businesses should provide goods and services in a manner that is sustainable and safe
P3	Businesses should respect and promote the well-being of all employees, including those in their value chains
P4	Businesses should respect the interests of and be responsive to all its stakeholders
P5	Businesses should respect and promote human rights
P6	Businesses should respect and make efforts to protect and restore the environment
P7	Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent
P8	Businesses should promote inclusive growth and equitable development
P9	Businesses should engage with and provide value to their consumers in a responsible manner

Policy and Management processes

	Points	P1	P2	P3	P4	P5	P6	P7	P8	P9
1. (a)	Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
1. (b)	Has the policy been approved by the Board? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
1. (c)	Web Link of the Policies, if available	The policies of the Company can be accessed through the link i.e., https://www.bectorfoods.com/investors								
2.	Whether the entity has translated the policy into procedures. (Yes / No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Do the enlisted policies extend to your value chain partners? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
4	Name of the national and international codes/ certifications/labels/ standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g., SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	All the Policies have been made as per the National Guidelines on Responsible Business Conduct, 2019 released by the Ministry of Corporate Affairs. In addition, the company's policies are in line with the National and International governance standards like FSSC 22000, BRCGS, SEDEX, FSSAI standards, RSPO, RA etc.								
5	Specific commitments, goals and targets set by the entity with defined timelines, if any.	MBFSL has embarked on their sustainability journey and has committed to specific goals and targets on sustainability areas such as food safety and quality, water management, circular packaging, waste reduction, sustainable sourcing, diversity and inclusion, health and safety of employees, human rights, health & nutrition, community development, responsible marketing, risk management, and data privacy and security.								

6	Performance of the entity against the specific commitments, goals, and targets along-with reasons in case the same are not met.	To ensure accountability, MBFSL has committed to measuring its performance on sustainability KPIs against the goals and targets set. The company will be reporting on these KPIs going forward.

Governance, leadership, and oversight

7	Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets, and achievements (listed entity has flexibility regarding the placement of this disclosure)	We are collaboratively making efforts to forge a more promising future that transcends the conventional focus on profitability by embracing principles of sustainability, inclusivity, and prosperity. Our longstanding conviction remains that sustainability and growth are inherently intertwined, and the long-term success of any organization is significantly shaped by its proactive responsiveness to environmental, social, and governance imperatives. Consequently, we have undertaken purposeful measures to address disparities within and beyond our organization, cultivate and uphold the confidence of our stakeholders, and foster a more environmentally sustainable trajectory. We believe in leading by example and providing solutions in the form of leading, sustainable, and trustworthy products in our industry, hence strengthening our brand.
8	Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	MBFSL has implemented robust internal control system methods and best-in-class processes that are proportionate to the size and scale of its operations. At the Company, Mr. Manu Talwar (Chief Executive Officer) oversees the Business Responsibility policy and decisions.
9	Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	The Company does not have any specified committee of the Board. However, the CSR Committee of the Company provides oversight on issues related to sustainability.

10 Details of Review of NGRBCs by the Company

	Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee								
		P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Performance against above policies and follow up action	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	Y	Y	Y	Y	Y	Y	Y	Y	Y

	Subject for Review	Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
		P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Performance against above policies and follow up action	Yes, policies are internally assessed and updated/modified in response to changing business circumstances.								
2	Compliance with statutory requirements of relevance to the principles, and the rectification of any non-compliances	The Company is in compliance with applicable laws and regulations								

		P1	P2	P3	P4	P5	P6	P7	P8	P9
11	Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	Y	Y	Y	Y	Y	Y	Y	Y	Y

The company has robust review mechanisms and internal audit processes to evaluate its policies. The policies are reviewed by independent third-party firms periodically.

12. If answer to question (1) above is "No" i.e., not all Principles are covered by a policy, reasons to be stated:

	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	The entity does not consider the principles material to its business (Yes/No)					NA				
2	The entity is not at a stage where it is able to formulate and implement the policies on specified principles (Yes/No)									
3	The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
4	It is planned to be done in the next financial year (Yes/No)									
5	Any other reason (please specify)									

SECTION C: PRINCIPLE-WISE PERFORMANCE DISCLOSURE

Principle 1: Business should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

ESSENTIAL INDICATORS

1. Percentage coverage by training and awareness programmes on any of the principles during the financial year

S. No.	Segment	Total number of training & awareness programmes held	Topics / principles covered under the training	% Of persons in respective category covered by the awareness programmes
1	Board of Directors	2	Business Responsibility and Sustainability	100%
2	Key Managerial Personnel	3	The KMP participated in below sessions: 1. Compliance Management Tool - Lawrbit 2. SDD Compliance Software 3. Attendance Tool Implemented by IT These topics are covered in salient detail on the principles.	100%
3	Employees other than BOD and KMPs	632	BBS, Electrical Safety, Health & Safety Training, First Aid Training, Fire Fighting, Shop Floor Training, PPEs, Workplace Inspection training.	100%
4	Workers	632	BBS, Electrical Safety, Health & Safety Training, First Aid Training, Fire Fighting, Shop Floor Training, PPEs, Workplace Inspection training.	100%

Other than this all new non-executive directors inducted to the Board are introduced to our Company culture through orientation sessions. Executive directors and senior management provide an overview of operations and familiarize the new non-executive directors on matters related to our values and commitments. They are also introduced to the organization structure, services, Group structure and subsidiaries, constitution, Board procedures, matters reserved for the Board, major risks and risk management strategy. The details of the familiarization program are also available on the Company's website, at https://www.bectorfoods.com/panel/uploads/investor/09302021075106MBFSL-FamiliarizationProgrammeforIndependentDirectors.pdf

2. **Details of fines / penalties / punishment / award / compounding fees / settlement amount paid in proceedings (by the entity or by its directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions in FY 2024**

Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ Judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/ No)
Penalty/Fine					
Settlement			NIL		
Compounding fee					

Non – Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ Judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/ No)
Imprisonment			NIL		
Punishment					

3. **Of the instances disclosed in Question 2 above, details of the Appeal / Revision preferred in cases where monetary or nonmonetary action has been appealed**

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
Not Applicable	

4. **Does the entity have an anti-corruption policy or antibribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.**

The Company's Code of Conduct includes its policy on ethics, bribery, and corruption, and it applies to the Board of Directors, senior management team, and workers. Upon getting hired, every employee is expected to sign this code.

MBFSL has a zero tolerance policy for bribery and corruption, and employees have been told not to engage in it directly or through intermediaries (agents, partners, contractors, family members, or anyone else acting on someone's behalf). They are also cautioned not to take advantage of a third party, such as a supplier or contractor, when dealing with them.

Every year, Board members and senior management affirm that they are compliant with the Code of Conduct and will continue to be so. The company's code of conduct can be accessed at https://www.bectorfoods.com/panel/uploads/investor/09302021074839MBFSL-CodeofConductforEmployeesandotherConnectedPersons.pdf

5. **No of Directors/KMPs/Employees against whom disciplinary action was taken by any law enforcement agency for the charges of bribery / corruption**

	Segment	FY 2024	FY 2023
1	Directors		
2	Key Managerial Personnel	NIL	
3	Employee		
4	Workers		

6. **Details of complaints with regard to conflict of interest**

	Segment	FY 2024		FY 2023	
		Number	Remarks	Number	Remarks
1	Number of complaints received in relation to issues of Conflict of Interest of the Directors	NIL	-	NIL	-
2	Number of complaints received in relation to issues of Conflict of Interest of the KMPs	NIL	-	NIL	-

7. **Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators / law enforcement agencies / judicial institutions, on cases of corruption and conflicts of interest.**

   Not Applicable

8. **Number of days of accounts payables ((Accounts payable *365) / Cost of goods/services procured) in the following format:**

	FY 2023-24	FY 2022-23
Number of days of accounts payable	32.90	27.84

9. **Open-ness of business**

   Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2023-24	FY 2022-23
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	0	0
	b. Number of trading houses where purchases are made from	0	0
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	0	0
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	48.7%	44.9%
	b. Number of dealers / distributors to whom sales are made	0	0
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	23.6%	22.9%
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	0	0
	b. Sales (Sales to related parties / Total Sales)	0	0
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	0	0
	d. Investments (Investments in related parties / Total Investments made)	91%	88%

LEADERSHIP INDICATORS

1. **Awareness programmes conducted for value chain partners on any of the principles during the financial year:**

   MBFSL makes continuous efforts to educate and create awareness amongst the suppliers and other value chain partners on ESG areas such as human rights, fair labour practices, environmental impact and others.

2. **Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If yes, provide details of the same.**

   Yes, MBFSL has policies in place to prevent and manage conflicts of interest among board members. In the event of a potential conflict of interest, he or she must fully disclose all facts and circumstances to the Board of Directors, and consent from the Board is required.

   According to the Company's Code of Conduct, Board members and Senior Management must follow the following guidelines:

   - Directors and Senior Management should not engage in any activity or employment that interferes with their performance or responsibility to the company, or that is otherwise in conflict with or detrimental to the company.
   - Directors/Senior Management personnel and their immediate families should normally avoid interests in such companies/entities that jeopardize their commitment to the Company.
   - Directors/Senior Management employees should avoid doing business with a relative or a firm/company in which a relative/related party has a key role.

The policy which relates to this can be accessed at https://www.bectorfoods.com/panel/uploads/investor/09302021074903MBFSL-Code-of-conduct-for-DirectorsandtheSeniorManagement.pdf

PRINCIPLE 2: BUSINESSES SHOULD PROVIDE GOODS AND SERVICES IN A MANNER THAT IS SUSTAINABLE AND SAFE

ESSENTIAL INDICATORS

1. **Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of products and processes to total R&D and capex investments made by the entity, respectively.**

S. No.	Segment	FY 2024	FY 2023	Details of improvements in environmental and social impacts
1	R&D	14%	14%	The company has taken initiatives in reducing plastic consumption/wastage by removing use of plastic trays in some of SKUs in product portfolio.
2	Capex	8%	8%	Solar power panels installed at the Noida, Rajpura, Khopoli and Phillaur manufacturing facility.

2. a. **Does the entity have procedures in place for sustainable sourcing? (Yes/No)**

   Yes, the company prefers to source locally to maintain the sustainability of its supply chain. The Company chooses its suppliers through strictly laid out internal procedures and engages with them according to non-negotiable minimum standards. It promotes the use of sustainable ingredients such as responsibly sourced palm oil and cocoa powder in some of the products; in line with customer-specific requirements.

   b. **If yes, what percentage of inputs were sourced sustainably?**

Sustainable Ingredients	2023-24	2022-23
UTZ Cocoa	1.16%	0.79%
RSPO	0.91%	0.55%

3. **Describe the processes in place to safely reclaim your products for reusing, recycling, and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste**

   The company has created novel methods for decreasing the resources utilized in product packaging. The emphasis was on employing lighter, stronger, and more environmentally friendly materials. MBFSL is dedicated to a sustainable environment, with a particular emphasis on plastic waste management, by disposing it with an authorized vendor for both bakery and biscuit units. The vendors further recycle all the non-hazardous and hazardous waste generated by the company at all the plant locations.

4. **Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

   Yes. MBFSL is in compliance with the requirements of Plastic Waste Management Rules, 2016 and subsequent amendments. The company is registered with Central Pollution Control Board (CPCB) with all the requested documentation and the waste collection plan is in line with the EPR plan submitted to CPCB. In line with EPR initiatives, the company has:

   - Reused and recycled materials instead of virgin materials in the product packaging
   - Recycling processes for waste generated in the manufacturing units through authorized vendors
   - Reduction of plastic waste by removal of plastic trays from biscuit products' packaging
   - Recyclable packaging of 100% of the product portfolio

LEADERSHIP INDICATORS

1. **Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?**

NIC Code	Name of Product / Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes/ No) If yes, provide the web-link.
The company has not yet conducted Life Cycle Perspective/Assessments for any of the products but is continuously improving the quality and contribute to sustainability throughout life cycle of the product portfolio.					

2. **If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.**

   Not Applicable

3. **Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).**

Indicate Input Material	Recycle or re-used input material to total material	
	FY 2023-24	FY 2022-23
Plastic	70%	70%

   AT MBFSL, packaging films and laminates used by company are 100% recyclable. Company is registered with CPCB and involved in EPR activity and meeting/complying 100% targets of plastic waste recycling as per CPCB year wise defined targets/guidelines thru outsourcing. Cartons and Duplexes used are made from paper having up to 70% recycled content and are 100% recyclable. Plastic trays used are made from plastic film having up to 30% recycled content and are 100% recyclable.

4. **Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:**

   MBFSL has partnered with multiple local vendors which are authorized by SPCB/CPCB to recycle and reused the plastic waste generated. The vendors process the waste to be reused by other industries. The byproducts during the processing of waste are also reused.

5. **Reclaimed products and their packaging materials (as percentage of products sold) for each product category**

   Please refer to responses to Questions 3 and 4 above

PRINCIPLE 3: BUSINESSES SHOULD RESPECT AND PROMOTE THE WELL-BEING OF ALL EMPLOYEES, INCLUDING THOSE IN THEIR VALUE CHAINS

ESSENTIAL INDICATORS

1. a. **Details of measures for the well-being of employees:**

Category	Total (A)	% Of employees covered by									
		Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent Employees											
Male	1260	1260	100%	1260	100%	NA*	NA*	NIL	NIL	1260	100%
Female	44	44	100%	44	100%	44	100%	NA*	NA*	44	100%
Total	**1304**	**1304**	**100%**	**1304**	**100%**	**44**	**100%**	**NIL**	**NIL**	**1304**	**100%**

Category	Total (A)	% Of employees covered by									
		Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Other than Permanent Employees											
Male	All employees at MBFSL and its subsidiary Companies are permanent employees.										
Female											
Total											

*NA refers to Not Applicable

b. **Details of measures for the well-being of workers:**

Category	Total (A)	% Of workers covered by									
		Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent Workers											
Male	1208	1208	100%	1208	100%	NA*	NA*	NIL	NIL	NA*	NA*
Female	297	297	100%	297	100%	279	88.57%	NA*	NA*	279**	88.57%
Total	**1505**	**1505**	**100%**	**1505**	**100%**	**279**	**88.57%**	**NIL**	**NIL**	**279**	**88.57%**
Other than permanent workers											
Male	3436	3436	100%	3436	100%	NA*	NA*	NIL	NIL	NA*	NA*
Female	563	563	100%	563	100%	563	100%	NA*	NA*	501**	100%
Total	**3999**	**3296**	**100%**	**3999**	**100%**	**563**	**100%**	**NIL**	**NIL**	**501**	**100%**

*NA refers to Not Applicable

**Daycare facilities are provided only to the female workers in the plant locations

C. **Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format –**

	FY 2023-24	FY 2022-23
Cost incurred on well- being measures as a % of total revenue of the company	0.00164%	0.00151%

2. Details of retirement benefits for Current and Previous FY

	Benefits	FY 2024			FY 2023		
		No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
1	PF	96%	98%	Y	95%	97%	Y
2	Gratuity	100%	100%	Y	100%	100%	Y
3	ESI	28%	84%	Y	27%	95%	Y
4	After Retirement Medi-Claim	NIL	NIL	NIL	NIL	NIL	NIL

3. **Accessibility of workplaces - Are the premises / offices of the entity accessible to differently abled employees, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.**

Yes, our facilities are accessible to the people with disabilities. Ramps, lifts, and handrails for stairwells have been installed at the Company's numerous locations, including the offices/premises, to assist the movement of differently abled individuals. As a result, the Company's premises have been made more accessible.

4. **Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.**

MBFSL is committed to diverse and inclusive workforce and is an equal opportunity employer. The company ensures to deliver performance-based rewards and recognition across the workforce, which is drawn from diverse backgrounds, educational qualifications and experience.

5. **Return to work and Retention rates of permanent employees that took parental leave.**

Gender	Permanent Employees		Permanent Workers	
	Return to work Rate (%)	Retention Rate (%)	Return to work Rate (%)	Retention Rate (%)
Male	NIL	NIL	NIL	NIL
Female	NIL	NIL	NIL	NIL
Total	NIL	NIL	NIL	NIL

In the reporting financial year, no permanent employee and worker took parental leave at MBFSL.

6. **Is there a mechanism available to receive and redress grievances for the following categories of employees? If yes, give details of the mechanism in brief.**

		Yes/No (If yes, then give details of the mechanism in brief)
1	Permanent workers	The organization has a strong and detailed Grievance Redressal Mechanism in place to protect our permanent/non-permanent workers and employees. Procedures have been established to ensure that the process of registering a complaint, investigating it, and ultimately reaching an appropriate decision is handled professionally and confidentially.
2	Other than Permanent Workers	
3	Permanent Employees	
4	Other than Permanent Employees	

7. **Membership of employees in association(s) or Unions recognised by the listed entity**

Category	FY 2024			FY 2023		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees / Workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D / C)
Total Permanent Employees	1304	NIL	NIL	1058	NIL	NIL
Male	1260	NIL	NIL	1031	NIL	NIL
Female	44	NIL	NIL	27	NIL	NIL
Total Permanent Workers	1505	310	20.6%	1446	372	26%
Male	1208	250	20.7%	1088	299	27%
Female	297	60	20.2%	358	73	20%

8. **Details of training given to employees**

Category	FY 2024					FY 2023				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No (B)	% (B/A)	No (C)	% (C/A)		No (E)	% (E/D)	No (F)	% (F/D)
Employees										
Male	1260	796	63.1%	977	77.5%	1031	1031	100%	928	90%
Female	44	43	97.7%	39	88.6%	27	27	100%	24	89%
Total	**1304**	**839**	**64.3%**	**1016**	**77.9%**	**1058**	**1058**	**100%**	**952**	**90%**
Workers										
Male	4644	4644	100%	4644	100%	3671	3671	100%	3304	90%
Female	860	860	100%	860	100%	697	697	100%	627	90%
Total	**5504**	**5504**	**100%**	**5504**	**100%**	**4368**	**4368**	**100%**	**3931**	**90%**

9. **Details of performance and career development reviews of employees and workers:**

Category	FY 2024			FY 2023		
	Total (A)	No (B)	% (B/A)	Total (C)	No (D)	% (D/C)
Employees						
Male	1260	1260	100%	1031	1031	100%
Female	44	44	100%	27	27	100%
Total	**1304**	**1304**	**100%**	**1058**	**1058**	**100%**
Workers						
Male	4644	1526	46.4%	1088	980	90%
Female	860	191	40.81%	358	322	90%
Total	**5504**	**1655**	**55.4%**	**1446**	**1302**	**90%**

10. **Health and Safety Management System**

a. **Whether an occupational health and safety management system has been implemented by the entity? (Yes / No). If yes, the coverage such system?**

An Occupational Health Management System, aligned to ISO 45001 requirements, has been followed and encompasses all bakery and biscuit manufacturing plants.

b. **What are the processes used to identify work related hazards and assess risks on a routine and non-routine basis by the entity?**

MBFSL is committed to provide a safe and healthy working environment for the workforce. The company identifies work related hazards for each department through HIRA (Hazard Identification & Risk Assessment) framework. The process involves hazard identification, likelihood and consequence assessment, risk evaluation based on the existing controls and listing of recommendations to reduce those risks which are not under acceptable limits.

c. **Whether you have processes for employees to report the work-related hazards and to remove themselves from such risks. (Y/N)**

At MBFSL, work related hazards can be reported to the operation in-charge, who further informs the safety officer. The safety officer is responsible to conduct a methodical investigation on the hazard reported and submit the report to management. In addition to these procedures, there are periodic sessions conducted for the workforce on potential health and safety risks and how to mitigate the risks.

d. **Do the employees of the entity have access to non-occupational medical and healthcare services? (Yes / No)**

Yes, MBFSL believes in establishing an environment in which employees' needs, in addition to their salary, are met. Employees and workers have access to medical benefits through Company provided insurance policies, funded medical support and where applicable, statutory benefits under ESIC.

11. Details of Safety related incidents

	Safety Incident/Number	Category	FY 2024	FY 2023
1	Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)*	Employees	0	0
		Workers	0.59*	0.26*
2	Total recordable work-related injuries	Employees	0	0
		Workers	60	11
3	No. of fatalities	Employees	0	0
		Workers	0	0
4	High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
		Workers	0	0

12. Describe the measures taken by the entity to ensure a safe and healthy workplace

MBFSL has put in place comprehensive health and safety procedures for the safety and well-being of the workers and employees. The company continues to provide a healthy and safe working environment to the entire workforce by conducting Environment, Health & Safety training & awareness sessions periodically as well as first aid trainings are provided to plant workers. To strengthen the existing processes, the company has aligned itself to certain health and safety global standards.

13. Number of Complaints on the following made by employees

	FY 2024			FY 2023		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	11	0	-	3	0	-
Health & Safety	10	0	-	5	0	-

14. Assessments for the year

MBFSL's plants have Health and Safety Management Systems and follow safe working conditions. In addition, all MBFSL plants are regularly audited by third party audit agency on social, ethical, health & safety, environment (SEDEX). The four pillars of the audit conducted are labor standards, health and safety, environment and business ethics.

	% Of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100%
Working Conditions	100%

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

Based on findings of the audits conducted by third parties, corrective and preventive measures are taken. MBFSL management may request a detailed investigation to identify the root causes and to understand the measures required to prevent recurrence of any incidents that may have occurred.

LEADERSHIP INDICATORS

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N)?

Yes. If event of death of any worker or employee takes place, MBFSL provides financial help to the individual's family members.

2. **Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partner.**

   At MBFSL, Sums deducted/gathered in the books of account in regard of undisputed statutory dues including Goods and Services Tax ('GST'), Provident Fund, Employees' State Insurance, Income Tax, Duty of Customs, and other material statutory dues are regularly deposited with the appropriate authorities.

3. **Provide the number of employees / workers having suffered high consequence work related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:**

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2024	FY 2023	FY 2024	FY 2023
Employees	0	0	0	0
Workers	0	0	0	0

4. **Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)**

   MBFSL is committed to invest in the employee development through continuous learning and development programs and enhance the employability of its workforce. Additionally, the company does provide post-employment benefit plans to the staff that qualify.

5. **Details on assessment of value chain partners:**

   In the reporting period, MBFSL did not conduct an assessment on the value chain partners but going forward, the company plans to cover the value chain partners in health and safety assessments.

6. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.**

   Not Applicable

PRINCIPLE 4: BUSINESSES SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TO ALL ITS STAKEHOLDERS

ESSENTIAL INDICATORS

1. **Describe the processes for identifying key stakeholder groups of the entity.**

   MBFSL creates working partnerships, establishes trust through productive interactions, and views internal and external stakeholders as important to its operations. Key stakeholders are defined based on their influence and impact on the company's operations. MBFSL undertook a materiality assessment in consultation with external and internal stakeholders via surveys. The first phase in this procedure was to identify internal stakeholders as employees and external stakeholders as investors, analysts, biscuit and bakery suppliers, competitors, and biscuit, bakery and export customers. Furthermore, community groups were picked by the company to spend resources in the form of CSR projects to ensure community development.

2. **List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group**

Stakeholder group	Whether identified as Vulnerable & Marginalized Group (Yes/ No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Communities	Yes	Community engagement and local community meetings	Continuous, need-based	Positive, social and economic contribution

Stakeholder group	Whether identified as Vulnerable & Marginalized Group (Yes/ No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Investors and Shareholders	No	• Annual General Meeting • Annual Report • Annual Business Responsibility and Sustainability Report • A dedicated portal for investor's grievances • A separate division specifically dedicated to serving investors	Quarterly, annual, need-based	• Compliance to laws and regulatory requirement • Return on investment/ dividend • Timely interest and debt repayment • Socially/environmentally responsible investment • Speedy redressal of grievances • Communicate financial and non-financial targets/ goals, strategy, and progress
Analysts	No	• Market research	Annual, need-based	Gathering, analyzing, and interpreting marketing data
Employees and workers	No	• Performance Review • Feedback surveys • Emails • Town hall/open-house meetings • Health, Safety and Environment (HSE) Policy communication • Intranet • Family get-togethers • Training and Workshops	• Continuous, monthly, • Half-yearly, need-based	• Respect and dignity • Non-discrimination and fair treatment • Employee management, learning and skill development • Career planning and growth • Employee Satisfaction • Work-life balance • Positive work environment • Health and safety • Grievance redressal • Ethical behaviour/statutory compliance
Customers	No	• Customer feedback • Market research • Ads and marketing campaigns	Continuous, need-based	• Product quality, safety, and nutrition • Ethical business practices
Suppliers	No	• Supplier meets • In-person meetings • Operational review • Contracts and agreements	Continuous, need-based	• Fairness and transparency in contractual process • Competence development of supply chain partners • Timely payment and honoring commitments • Long-term association • Clarity in terms and conditions • Operational and resource efficiencies • Ensuring ethical business conduct • Collaborate to create positive environmental and social impact

LEADERSHIP INDICATORS

1. **Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.**

   MBFSL believes that an effective stakeholder engagement mechanism is critical to achieving long-term sustainability goals and overall company success. The company's sustainability strategies are prioritized by the board of directors.

   - During the fiscal year, the company conducted a thorough materiality assessment and stakeholder engagement process to better understand the critical environmental, social, and governance (ESG) concerns that are important to the Company's businesses.
   - As part of this effort, the company engaged with key internal and external stakeholders to understand their challenges and incorporate their perspectives into materiality assessments for prioritizing ESG matters

2. **Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.**

   Yes, the company interacted with MBFSL's significant stakeholders, allowing it to work efficiently on its ESG strategies and be upfront about the results. Through online surveys, the company received inputs from 50+ internal and external stakeholders. Stakeholder engagement insights were analyzed to create the materiality matrix and finalize the list of 15+ areas to focus on under environment, social and governance.

3. **Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.**

   CSR is built at MBFSL on the concept that business sustainability is inextricably linked to the sustainable development of the communities in which the business works and the environment in which the business operates.

PRINCIPLE 5: BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS

ESSENTIAL INDICATORS

1. **Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format**

Category	FY 2024			FY 2023		
	Total (A)	No. of employees /workers covered (B)	% (B/A)	Total (C)	No. of employees /workers covered (D)	% (D/C)
Employees						
Permanent	1304	1304	100%	1058	1058	100%
Other than permanent	All employees at MBFSL and its subsidiaries are permanent employees					
Total employees	**1304**	**1304**	**100%**	**1058**	**1058**	**100%**
Workers						
Permanent	1505	1505	100%	1446	1446	100%
Other than permanent	3999	3999	100%	2922	2922	100%
Total workers	**5504**	**5504**	**100%**	**4368**	**4368**	**100%**

2. **Details of minimum wages paid to employees and workers**

Category	FY 2024					FY 2023				
	Total (A)	Equal to minimum wage		More than minimum wage		Total (D)	Equal to minimum wage		More than minimum wage	
		No (B)	% (B/A)	No (C)	% (C/A)		No (E)	% (E/D)	No (F)	% (F/D)
Employees										
Permanent	1304	47	3.60%	1257	96.40%	1058	14	1%	1044	99%
Male	1260	44	3.49%	1216	96.51%	1031	14	1%	1017	99%
Female	44	3	6.82%	41	93.18%	27	0	0%	27	100%
Other than permanent	All employees at MBFSL and its subsidiary Companies are permanent employees									
Male										
Female										
Workers										
Permanent	1505	290	19.27%	1215	80.73%	1446	572	40%	874	60%
Male	1208	100	8.28%	1108	91.72%	1088	313	29%	775	71%
Female	297	190	63.97%	107	36.03%	358	258	72%	100	28%
Other than permanent	3999	3280	82.02%	719	17.98%	2922	2220	76%	702	24%
Male	3436	2757	80.24%	679	19.76%	2583	2177	84%	406	16%
Female	563	523	92.90%	40	7.10%	339	287	85%	52	15%

3. **Details of remuneration/salary/wages, in the following format:**

a. **Median remuneration / wages:**

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	7*	71,64,696	1*	1,25,000
Key Managerial Personnel	7^	1,67,13,692	0	0
Employees other than BoD and KMP	1253	3,24,372	44	3,42,180
Workers	4644	1,31,244	860	1,28,844

*Remuneration for Board of Directors include commission paid during the year and sitting fees paid to Non-Executive Directors.

^Includes 4 executive directors, who are counted under BODs as well

c. **Gross wages paid to females as % of total wages paid by the entity, in the following format:**

	FY 2023-24	FY 2022-23
Gross wages paid to females as % of total wages	11%	5%

4. **Do you have a focal point (Individual / Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)**

Yes. MBFSL has dedicated personnel who are responsible for addressing human rights issues caused by the company.

5. **Describe the internal mechanisms in place to redress grievances related to human rights issue**

MBFSL is committed to providing a safe and healthy work environment and has a zero tolerance policy for any infringement of human rights. The company has established a good procedure for reporting issues or concerns at work. All the grievances are handled and addressed by the Grievance Handling Committee and IIC Committee. Any employee, retainer/consultant, associate, supplier, or business partner can file a complaint with the Ombudsman. While addressing the concern, all actual violations are dealt with severely based on the principles of natural justice, confidentiality, sensitivity, non-retaliation, and fairness. The issues are handled sensitively while providing prompt action and closure.

6. **Number of Complaints on the following made by employees and workers:**

	FY 2024		FY 2023	
	Filed during the year	Pending resolution at the end of year	Filed during the year	Pending resolution at the end of year
Sexual Harassment	MBFSL received no complaints on any of the following issues from the employees and workers during the reporting period.			
Discrimination at workplace				
Child Labour				
Forced Labour/ Involuntary Labour				
Wages				
Other human rights related issues				

7. **Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:**

	FY 2023-24	FY 2022-23
Total Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013	0	0
Complaints on POSH as a % of female employees / workers	0	0
Complaints on POSH upheld	0	0

8. **Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases**

When dealing with complaints, every effort is made to conduct the investigation in a peaceful manner in order to avoid any unpleasant situations. According to the Company's code of conduct, any kind of harassment and discrimination based on gender, religion, age, sex, origin and other such characteristics shall be strictly prohibited. The Company is committed to ensuring that all employees work in an environment that not only promotes diversity and equality, but also mutual trust, equal opportunity and respect for human rights. The Company is also committed to providing a work environment that ensures every woman employee is treated with dignity, respect and accorded equal treatment. The Company has formulated a policy on prevention of sexual harassment in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 to ensure prevention, prohibition, and redressal against sexual harassment.

9. **Do human rights requirements form part of your business agreements and contracts? (Yes/No)**

Yes. Some of the business partnership agreements that MBFSL enters has human rights requirements forming a part of the contract. The company promotes human rights across the value chain and ensures it as an essential part of conducting business.

10. **Assessments for the year**

MBFSL did not conduct human rights assessment in the reporting year but the company plans on conducting such assessments in the near future.

11. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above**

Not Applicable.

LEADERSHIP INDICATORS

1. **Details of a business process being modified / introduced as a result of addressing human rights grievances/ complaints.**

Not Applicable

2. **Details of the scope and coverage of any Human rights due diligence conducted.**

Not Applicable

3. **Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?**

   Yes, all the premises at MBFSL are accessible to differently-abled visitors and the company is focused on improving the accessibility of offices and plant locations.

4. **Details on assessment of value chain partners:**

   MBFSL did not conduct a human rights assessment of the value chain partner in the reporting year, but the company is committed to ensuring human rights across the value chain in the coming years.

5. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.**

   Not Applicable

PRINCIPLE 6: BUSINESSES SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT

ESSENTIAL INDICATORS

1. **Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format**

Parameter	Unit	FY 2024	FY 2023
From renewable sources			
Total electricity consumption (A)	GJ	11648	10166
Total fuel consumption (B)	-	0	0
Energy consumption through other sources (C)	-	0	0
Total energy consumed from renewable sources (A+B+C)	GJ	11648	10166
From non-renewable sources			
Total electricity consumption (D)	GJ	111079	96817
Total fuel consumption (E)	GJ	926511	640943*
Energy consumption through other sources (F)	GJ	0	0
Total energy consumed from non-renewable sources (D+E+F)	GJ	1037590	737760*
Total energy consumed (A+B+C+D+E+F)	GJ	1049238	747926
Energy intensity per rupee of turnover (Total energy consumed / Revenue from operations)	GJ/INR Crore	64.610	54.908
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP)	GJ/INR Crore adjusted for PPP	1,447.339	1,217.150
Energy intensity in terms of physical output	GJ/MT of production	5.620	4.462

*Note: The FY2022-2023 figure is suitably restated/amended for fair representation

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

2. **Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.**

   As of the reporting year, none of the plants or offices of MBFSL are identified as designated consumers (DCs) under PAT Scheme of the Government of India.

3. **Provide details of the following disclosures related to water, in the following format**

Parameter	FY 2024	FY 2023
Water withdrawal by source (in kiloliters)		
(i) Surface water	0	0
(ii) Groundwater	166730	138937
(iii) Third party water	38971	30373
(iv) Seawater / desalinated water	0	0
(v) Others	0	0
Total volume of water withdrawal (in kiloliters) (i + ii + iii + iv + v)	205701	169310
Total volume of water consumption (in kiloliters)	122867	100723
Water intensity per rupee of turnover (Total water consumption / Revenue from operations) (KL/INR Crore)	7.566	7.394
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP) (KL/INR Crore adjusted for PPP)	169.484	163.913
Water intensity in terms of physical output (KL/MT of production)	0.658	0.601

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

4. **Provide the following details related to water discharged:**

Parameter	FY 2024	FY 2023
Water discharge by destination and level of treatment (in kiloliters)		
(i) To Surface water	0	0
- No treatment		
- With treatment – please specify level of treatment		
(ii) To Groundwater	0	0
- No treatment		
- With treatment – please specify level of treatment		
(iii) To Seawater	0	0
- No treatment		
- With treatment – please specify level of treatment		
(iv) Sent to third parties	0	0
- No treatment		
- With treatment – please specify level of treatment	0	0
(v) Others (Public Sewers)	82834	68587
- No treatment	0	0
- With treatment – secondary	82834	68587
Total water discharged (in kiloliters)	**82834**	**68587**

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

MBFSL did not conduct an independent assessment for the water discharge indicators.

5. **Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

MBFSL is committed to recycling wastewater and through water efficiency measure, the company has reduced its water consumption per rupee. The company's offices and plants are in compliance with consent to operate (CTO) conditions.

6. **Provide details of air emissions (other than GHG emissions) by the entity, in the following format.**

Parameter	Please specify unit	FY 2023-24	FY 2022-23
NOx	MG/nM3	164.13	201.49
SOx	MG/nM3	16.18	18.48
Particulate matter (PM)	MG/nM3	37.60	47.34
Persistent organic pollutants (POP)	N/A	-	-
Volatile organic compounds (VOC)	N/A	-	-
Hazardous air pollutants (HAP)	N/A	-	-
Others- please specify	N/A	-	-

The air emissions values are reported to the State Pollution Control Board as required. The evaluation is conducted by a third party agency. We are under permissible levels and the absolute values will be reported in subsequent years.

Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

MBFSL conducts independent stack emission assessment by an external agency for all the diesel generators and ovens used at the plant locations. This exercise is conducted half yearly by the third party on site at each plant location

7. **Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format**

Parameter	Please specify units	FY 2024	FY 2023
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	17,229.55	16,863.42
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	22,092.36	18,510.24
Total Scope 1 and Scope 2 emissions per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)	Metric tonnes of CO2 equivalent per INR Crore	2.421	2.597
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)	Metric tonnes of CO2 equivalent per INR Crore adjusted for PPP	54.241	57.566
Total Scope 1 and Scope 2 emission intensity in terms of physical output	Metric tonnes of CO2 equivalent per MT of production	0.211	0.211

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

In the current reporting year, MBFSL did not conduct any independent assessment/ evaluation/assurance for the Scope 1 and Scope 2 emissions data.

8. **Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details**

MBFSL is committed to reduce its energy consumption and reduce the emissions through operations.

The company continuously invests in newer technologies and processes to enhance efficiency in a more sustainable manner. To achieve emission reduction and transition towards energy efficiency, the below steps are taken by MBFSL:

- At Bhiwadi plant, MBFSL installed diesel generators with urea, primarily in the form of Diesel Exhaust Fluid (DEF). The use of DEF is part of a technology called Selective Catalytic Reduction (SCR), which is employed to convert harmful Nitrogen Oxide (NOx) into water vapour and carbon dioxide.
- Noida plant has dual fuel generators operating on a combination of diesel and natural gas. This flexibility in fuel usage has helped MBFSL to save energy and contribute to emissions reduction.
- Solar power consumption is at 9% with a plan to increase this in the coming years.
- Usage of piped natural gas (PNG) in 50% of plant locations and compressed natural gas (CNG) in most of the manufacturing process to reduce pollution.
- Use of energy efficient LED lights at all premises.

9. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2024	FY 2023
	Total Waste generated (in MT)	
Plastic waste (A)	1081.79	646.63
E-waste (B)	0	0
Bio-medical waste (C)	0.20	0.14
Construction and demolition waste (D)	259.00	272
Battery waste (E)	0	0
Radioactive waste (F)	0	0
Other Hazardous waste. Please specify, if any. (G)	1.68	1.82
Other Non-hazardous waste generated (H). Please specify, if any.* (Break-up by composition i.e. by materials relevant to the sector)	8242.49	2782.52
Total (A+B + C + D + E + F + G + H)	**9585.16**	**3703.11**
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations) (MT/INR Crore)	0.590	0.272
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP) (MT/INR Crore adjusted for PPP)	13.222	6.026
Waste intensity in terms of physical output (MT/MT of production)	0.051	0.022

For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)

MBFSL has partnered with authorized vendors across locations to safely dispose, recycle and reuse waste. Below are some of the methods used by MBFSL partners:

- Plastic waste: The authorised vendors segregate and recycle the waste in a facility post-collection from all the manufacturing units. The recycled plastic waste is then sold on the market for reuse by various industries. The byproducts during the recycling process are also either disposed off safely or sold to the cement industry for further use.
- Food waste: The authorised vendors use organic waste converters to recycle the wet waste, which is further used as manure. The dry food waste and rejected food from the manufacturing plants are used to feed animals by the vendors.
- Hazardous waste: The authorised vendors safely recycle and/or dispose off the cooking oil used. This is a small fraction of the waste generated at the manufacturing units.

For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)

MBFSL' s authorized vendors across locations disposes off the waste safely if such waste cannot be recycled or reused.

*Other non-hazardous waste includes food waste generated in the plants during the manufacturing process

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

In the current reporting year, MBFSL did not conduct any independent assessment/ evaluation/assurance for the waste management data

10. **Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes**

For the last few years, MBFSL has adopted multiple measures across the locations to reduce the waste generated. The company has taken initiatives to reduce plastic consumption/wastage by removing use of plastic trays in some of the SKUs in the product portfolio. The company has ensured for the last few years that all the packaging input are recyclable, reusable or compostable. Additionally, the company has ensured to partner with vendors that are authorized by CPCB/SPCB, to collect the waste and to ensure that the waste generated by MBFSL is either recycled, reused or disposed off responsibly without harming the society and the environment.

11. **If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, specify details in the following format**

All MBFSL facilities have obtained consent to operate from relevant authorities. As such, there are no locations owned or leased by MBFSL around/in the ecologically sensitive areas.

12. **Details environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year**

All MBFSL facilities are in compliance with the applicable laws.

13. **Is the entity compliant with the applicable environmental law / regulations / guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment Protection Act, and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:**

Yes. MBFSL's plants and offices are compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder. There were no violations and/or penalties by any government authority for non-compliance.

LEADERSHIP INDICATORS

14. **Water withdrawal, consumption, and discharge in areas of water stress (in kiloliters):**

For each facility / plant located in areas of water stress, provide the following information:

(i) Name of the area:

- Phillaur, Punjab

(ii) Nature of operations: Manufacturing

(iii) Water withdrawal, consumption, and discharge in the following format:

Parameter	FY 2024	FY 2023
Water withdrawal by source (in kiloliters)		
(i) To Surface water	0	0
(ii) Groundwater	24,626	21,016
(iii) Third party water	0	0
(iv) Seawater / desalinated water	0	0
(v) Others	0	0
Total volume of water withdrawal (in kiloliters)	**24,626**	**21,016**
Total volume of water consumption (in kiloliters)	**8,584**	**9,498**
Water intensity per rupee of turnover (Water consumed / turnover)	0.53	0.70
Water intensity (optional) – the relevant metric may be selected by the entity	-	-

Parameter	FY 2024	FY 2023
Water discharge by destination and level of treatment (in kiloliters)		
(i) To Surface water	0	0
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(ii) To Groundwater	0	0
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iii) To Seawater	0	0
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iv) Sent to third parties	0	0
- No treatment	-	-
- With treatment – secondary	-	-
(v) Others (Public Sewers)	16042	11518
- No treatment	-	-
- With treatment – please specify level of treatment	16042	11518
Total water discharged (in kiloliters)	**16042**	**11518**

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

MBFSL has not conducted the assurance on water indicators.

15. **Please provide details of total Scope 3 emissions & its intensity, in the following format:**

    For this reporting year, MBFSL has not computed the scope 3 emissions. The company plans to evaluate the emissions and their intensity in the near future.

16. **With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.**

    Not applicable

17. **If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:**

    MBFSL is committed to improve resource efficiency and reduce the impact of its operations on society and environment. 6 out of 7 facilities have water recycling plants which recycles total water consumed.

18. **Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.**

    MBFSL has business continuity and disaster management plan and the same is also available on the website of the Company www.bectorfoods.com

19. **Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard?**

    MBFSL plans to incorporate sustainability in its supply chain and develop a plan in the coming years to partner with value chain partners to adopt sustainable practices to reduce the impact on environment.

20. **Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts**

    MBFSL plans to assess the value chain partners by establishing a sustainable supply chain framework and developing ESG criteria for the suppliers. The company also plans to identify its critical suppliers and create a supplier code of conduct to ensure ethical and sustainable practices are incorporated by the company's suppliers.

PRINCIPLE 7: BUSINESSES, WHEN ENGAGING IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A MANNER THAT IS RESPONSIBLE AND TRANSPARENT

ESSENTIAL INDICATORS

1. a. **Number of affiliations with trade and industry chambers / associations: Three (3)**

   b. **List the top 10 trade and industry chambers / associations (determined based on the total members of such a body) the entity is a member of / affiliated to.**

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	Chamber of Industrial and Commercial Undertaking	State
2	Confederation of Indian Industry	National
3	Federation of Indian Chambers of Commerce and industry	National

2. **Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities.**

   MBFSL did not engage in any anti-competitive practices.

LEADERSHIP INDICATORS

3. **Details of public policy positions advocated by the entity:**

   MBFSL does not advocate for any specific public policy positions. The entity maintains a neutral stance and does not promote or endorse particular policy agendas.

PRINCIPLE 8: BUSINESSES SHOULD PROMOTE INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

ESSENTIAL INDICATORS

1. **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current FY 24**

   In the reporting period, there were no projects undertaken by MBFSL which required Social Impact Assessments (SIA).

2. **Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity in the following format**

   Not Applicable

3. **Describe the mechanisms to receive and redress grievances of the community**

   MBFSL interacts with various community groups to conduct a need at grassroots level at regular intervals. This helps the community voice their needs, and continually improve efficiency of community programmes implemented by the company. The community members are provided various opportunities to present their concerns, complaints or any other form of grievance impacting them. In the current reporting year, during the CSR activities, there were no grievances raised by any of the community groups.

4. **Percentage of input material (inputs to total inputs by value) sourced from suppliers**

	FY 2023-24	FY 2022-23
Directly sourced from MSMEs/ small producers	22%	30%
Sourced directly from within the district and neighboring districts	31%	57%

5. **Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost**

Location	FY 2023-24	FY 2022-23
Rural	89.75%	90.02%
Semi-urban	1.39%	1.38%
Urban	6.85%	6.31%
Metropolitan	2.02%	2.30%

LEADERSHIP INDICATORS

1. **Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):**

   Not applicable

2. **Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:**

   In the current reporting period, no aspirational districts were covered under the CSR projects undertaken by MBFSL.

3. a. **Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No)**

      No. MBFSL is committed to collaborate with local suppliers and MSME's to procure a large percentage of the raw materials used.

   b. **From which marginalized /vulnerable groups do you procure?**

      Not Applicable

   c. **What percentage of total procurement (by value) does it constitute?**

      Not Applicable

4. **Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:**

   Not Applicable

5. **Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.**

   Not Applicable

6. **Details of beneficiaries of CSR Projects:**

S. No.	CSR Project	No. of persons benefitted from CSR Projects	% Of beneficiaries from vulnerable and marginalized groups
1.	Rajpura: Mobile Van Health Camp	9724	100%
2.	Noida: Providing basic healthcare services to the low-income population of villages in focusing on primary preventive, clinical and diagnostic medical care	9750	100%
3.	Promotion of Health/Green Environment for Bakebest	974 women, 395 children and 148 girls in 18 villages	100%

PRINCIPLE 9: BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CONSUMERS IN A RESPONSIBLE MANNER

ESSENTIAL INDICATORS

1. **Describe the mechanisms in place to receive and respond to consumer complaints and feedback**

   MBFSL has a process in place to receive and address product quality complaints via email and customer service phone numbers. Additionally, on the company's official website, there is a webpage for grievances.

2. **Turnover of products and / services as a percentage of turnover from all products/ service that carry information about**

   All the products are labeled with FSSAI logo and related information has been given on pack label as required about the use of the product. Recycle logo is also marked on pack labels

State	As a percentage to total turnover
Environmental and social parameters relevant to the product	Packaging films and laminates used by company are 100% recyclable. Company is registered with CPCB and involved in EPR activity and meeting/ complying 100% targets of plastic waste recycling as per CPCB year wise defined targets/guidelines thru outsourcing.
Safe and responsible usage	Cartons and Duplexes used are made from paper having up to 70% recycled content and are 100% recyclable.
Recycling and/or safe disposal	Plastic trays used are made from plastic film having up to 30% recycled content and are 100% recyclable.

3. **Number of consumer complaints in respect of the following:**

	FY 2024			FY 2023		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	0	NA	NA	0	NA	NA
Cyber-security	0	NA	NA	0	NA	NA
Delivery of essential services	0	NA	NA	0	NA	NA
Restrictive trade practices	0	NA	NA	0	NA	NA
Unfair trade practices	0	NA	NA	0	NA	NA

4. **Details of instances of product recalls on accounts of safety issues**

	Number	Reason for recall
Voluntary recalls	0	-
Forced recalls	0	-

5. **Does the entity have a framework / policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy**

Yes, the Company, MBFSL have a policy on cyber security and risks related to data privacy. MBFSL continuously educates the users about security threats and have ATP (Advanced Threat Protection) implemented. The company has end point security and latest antivirus implemented, all the systems are equipped with Anti-Virus Software. Moreover, all the applications are on cloud and there are relevant policies and procedures in place and the same is also available on the website of the Company www.bectorfoods.com

6. **Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services**

Not Applicable

7. **Provide the following information relating to data breaches:**

a. Number of instances of data breaches along-with impact:

MBFSL had no security threat reported during the reporting period.

b. Percentage of data breaches involving personally identifiable information of customers:

Not Applicable, since there were no data breaches.

c. Impact, if any, of the data breaches

No impact

LEADERSHIP INDICATORS

8. **Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).**

   MBFSL official website has detailed out all the information related to the entire product portfolio

   https://www.bectorfoods.com/brands

9. **Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**

   MBFSL markets its products responsibly and complies with all the regulations on the labelling of products. Through corporate responsibility activities, they interact with customers on health and nutrition-related topics from time to time.

10. **Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

    Not applicable

11. **Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)**

    Yes, the company is dedicated to offering products and services of the highest quality. The company strives to employ sustainably sourced ingredients in its ever-expanding product portfolio. For its products and the declared product, the company used high hygiene standards, benchmarked manufacturing practices, and robust quality assurance procedures.

    The shelf life is determined by the applicable laws. The company complies with all applicable rules and voluntary codes governing marketing communications, including advertising, promotion, and so on. The company also makes an attempt to educate users on how to use its products responsibly. Furthermore, the company has a dedicated consumer complaint process to reply to customer enquiries and product comments in order to continuously enhance its products.

Independent Auditor's Report

To
the Members of
Mrs. Bectors Food Specialities Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Mrs. Bectors Food Specialities Limited (the "Company") and Bector Employee Welfare Trust ("ESOP trust") which comprise the standalone balance sheet as at 31 March 2024, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including material accounting policies and other explanatory information .

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2024, and its profit and other comprehensive loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those 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 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 thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matter(s)

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.

Revenue Recognition

See Note 2(g) and Note 32 to standalone financial statements

The key audit matter	How the matter was addressed in our audit
Revenue from the sale of goods and services is recognized when control in goods is transferred to the customer and when the services are completed, and is measured net of rebates, discounts and returns. Standards on Auditing presume that there is fraud risk with regard to revenue recognition. We focused on this area since there is a risk that revenue may be overstated because of fraud, resulting due to the pressure from Management and Board of Directors who may strive to achieve performance targets. Also, revenue is a key performance indicator for the Company which makes it susceptible to misstatement because the timing of revenue recognition requires exercise of judgement. In view of the above, we have identified risk of fraud in revenue recognition as a key audit matter.	In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence: • We assessed the appropriateness of the revenue recognition accounting policies against the requirement of Ind AS 115 i.e. Revenue from contracts with customers. • We evaluated the design and implementation of key internal financial controls in relation to revenue recognition and tested the operating effectiveness of such controls for a sample of transactions. • We involved our IT specialists to assist us in testing of general IT controls and key IT application controls relating to revenue recognition. • We performed substantive testing by selecting samples (using statistical sampling) of revenue transactions recorded for the financial year. For such samples, verified the underlying documents, including invoices, good dispatch notes, customer acceptances and shipping documents (as applicable) to assess whether these are recognized in the appropriate period in which control is transferred or services are provided.

The key audit matter	How the matter was addressed in our audit
	• For discounts and rebates, we performed substantive testing, by selecting samples (using statistical sampling) of discounts and rebates transactions recorded during the year as well as period end discounts and rebates accruals. For such samples, verified terms of contracts and approval of authorised personnel. Further we assessed the accuracy of prior period accruals by reference to actual claims presented by the customer. • We carried out analytical procedures on revenue recognized during the year to identify unusual variances. • We tested, on a sample basis (selected based on specified risk-based criteria), specific revenue transactions recorded before and after the financial year end date to determine whether the revenue had been recognized in the appropriate financial period. • We tested sample manual journal entries for revenue, selected based on specified risk-based criteria to identify unusual items. • We assessed the adequacy of the disclosures made in the financial statements as per the requirement of Ind AS 115.

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and auditor's report thereon. The Company's annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we will 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 identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Company's audit report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

Management's and Board of Directors'/Board of Trustees' Responsibilities for the Standalone Financial Statements

The Company's Management and Board of Directors are 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 state of affairs, profit and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the companies/Board of Trustees of the ESOP Trust are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company/ ESOP trust and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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, the respective Management and Board of Directors/Board of Trustees are responsible for assessing the ability of company/ ESOP trust to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors/Board of Trustees either intends to liquidate the Company/ ESOP trust or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors/Board of Trustees are responsible for overseeing the financial reporting process of the Company/ ESOP trust.

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 with reference to financial statements in place and the operating effectiveness of such controls.

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

- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements 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.

Other Matter(s)

The financial information of ESOP trust, whose financial information reflect total assets (before consolidation adjustments) of ₹41.33 million as at 31 March 2024, total revenues (before consolidation adjustments) of ₹0.00 million and net cash inflows (before consolidation adjustments) amounting to ₹0.07 million for the year ended on that date, as considered in the standalone financial statements, has not been audited either by us or by other auditors. This unaudited financial information has been furnished to us by the Management and our opinion on the standalone financial statements, in so far as it relates to the amounts and disclosures included in respect of the ESOP trust, and our report in terms of sub-section

(3) of Section 143 of the Act in so far as it relates to the aforesaid ESOP trust, is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, this financial information is not material to the Company.

Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

c. The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.

d. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

e. On the basis of the written representations received from the directors as on 01 April 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164(2) of the Act.

f. the modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

a. The Company has disclosed the impact of pending litigations as at 31 March 2024 on its financial position in its standalone financial statements - Refer Note 42 to the standalone financial statements.

b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

d (i) The management of the Company represented to us that, to the best of its knowledge and belief, as disclosed in the Note 53 to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall 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) The management of the Company represented to us that, to the best of its knowledge and belief, as disclosed in the Note 53 to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures performed that have 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 (i) and (ii) above, contain any material misstatement.

e. The final dividend paid by the Company during the year, which was declared in the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

The interim dividend declared and paid by the Company during the year and until the date of this audit report is in accordance with Section 123 of the Act.

As stated in Note 21 to the standalone financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

f. Based on our examination which included test checks, the Company has used accounting softwares' for maintaining its books of account which have a feature of recording audit trail (edit log) facility.

The feature of recording audit trail (edit log) facility for the said accounting software's has not operated throughout the year except for certain tables relating to financial reporting and property, plant & equipment.

During the course of our audit where audit trail (edit log) facility was enabled and operated, we did not come across any instance of the audit trail feature being tampered with for one of the accounting software and are unable to test the same for the other accounting software due to certain system inherent limitations.

In the absence of sufficient and appropriate reporting on compliance with audit trail requirements in the independent auditor's report of a service organization for the database layer of the accounting softwares' used for maintaining the books of account, we are unable to comment whether the audit trail feature was enabled and operated throughout the year for all relevant transactions recorded in the software.

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us the remuneration paid or payable by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration payable to any director by the Company is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Gaurav Mahajan
Partner
Membership No.: 507857
ICAI UDIN:24507857BKFUQF9105

Place: Chandigarh
Date: 30 May 2024

Annexure A to the Independent Auditor's Report on the Standalone Financial Statements of Mrs. Bectors Food Specialities Limited for the year ended 31 March 2024

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(i) (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment (including right of use assets) by which all property, plant and equipment (including right of use assets) are verified in a phased manner over a period of 3 years. In accordance with this programme, certain property, plant and equipment (including right of use assets) were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) The inventory, except goods-in-transit and stocks lying with third parties, has been physically verified by the management during the year.For stocks lying with third parties at the year-end, written confirmations have been obtained and for goods-in-transit subsequent evidence of receipts has been linked with inventory records. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company.

(iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments in firms, limited liability partnership or any other parties during the year and not provided guarantee or security or granted any loans, secured or unsecured, or advances in the nature of loans to companies, firms, limited liability partnership or any other parties during the year. The Company has made investments in companies and granted loans to its employees during the year. The requisite information on loans to employees is stated in paragraph (iii) (a) below.

(a) Based on the audit procedures carried on by us and as per the information and explanations given to us the Company has provided loans to employees as below:

Particulars	Non-Interest Bearing Loans to employees (Amount in ₹ Million)
Aggregate amount given during the year to employees	14.49
Balance outstanding as at balance sheet date with employees	8.22

(b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investments made during the year and the terms and conditions of loans granted during the year are, prima facie, not prejudicial to the interest of the Company. Further, the Company has not provided guarantees, given security or granted advances in the nature of loan during the year.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion the repayment of principal has been stipulated and the repayments or receipts have been regular. Payment of interest was not stipulated in case of non-interest bearing loans to employees as per approved policy of the Company. Further, the Company has not given any advance in the nature of loan to any party during the year.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.

(f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.

(iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 and 186 of the Companies Act, 2013 ("the Act"). In respect of the investments made by the Company, in our opinion the provisions of Section 186 of the Act have been complied with.

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.

(vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the products manufactured by it and services provided by it. Accordingly, clause 3(vi) of the Order is not applicable.

(vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have been regularly deposited by the Company with the appropriate authorities.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at 31 March 2024 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of the Dues	Amount (₹ Million)	Amount paid under protest* (₹ Million)	Period to which the amount relates	Forum where dispute is pending
Punjab Value Added Tax Act, 2005	Sales tax	0.03	-	2016-17	Excise and Taxation officer, Ludhiana
Punjab Tax on Entry of Goods into Local Area Act, 2000	Entry tax	1.69	-	2011-12	Punjab and Haryana High Court, Chandigarh
Bihar Value Added Tax Act, 2005	Sales tax	0.04	-	2015-16	Deputy Commissioner, Excise and Taxation, Patna
Telangana Value Added Tax Act, 2005	Sales tax	0.02	-	2016-17	Assistant Excise and Taxation Commissioner, Vanastha lipuram
Uttar Pradesh Value Added Tax Act, 2008	Sales tax	0.17 1.91 1.59 0.09 0.16	- - - - -	2007-08 2013-14 2014-15 2016-17 2017-18	Deputy Excise and Taxation Commissioner, Gautam Budh Nagar
Delhi Value Added Tax Act, 2004	Sales tax	0.12 0.82 0.15	- - -	2011-12 2012-13 2013-14	Assistant Commissioner of State Tax, Delhi
Himachal Pradesh Value Added Tax Act, 2005	Sales tax	4.83	-	2006-07	Himachal Pradesh High Court, Shimla
Income Tax Act,1961	Income Tax	5.73 6.05 0.13 1.83 0.23 28.89 1.38	5.73# 6.05	2007-08 (A.Y.) 2009-10 (A.Y.) 2011-12 (A.Y.) 2013-14 (A.Y.) 2015-16 (A.Y.) 2017-18 (A.Y.) 2020-21 (A.Y.)	Commissioner of Income Tax (Appeals), Ludhiana

*amount as per demand orders including interest and penalty, whenever indicated in order.

Adjusted against refund dues

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

(c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.

(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or its associate as defined under the Act.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries or its associate. (as defined under the Act).

(x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

(xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of the audit for the year.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

(xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

(xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company issued till date for the period under audit.

(xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors 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. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

(b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

(d) Based on the information and explanations provided by the management of the Company, the Group (as per the provisions of the Core Investment Companies (Reserve Ban1c) Directions, 2016) do not have any Core Investment Company as detailed in note 55 (ix) to the financial statements. For reporting on this clause / sub clause, while we have performed audit procedures set out in the Guidance Note on CARO 2020, we have relied on and not been able to independently validate the information provided to us by the management of the Company with respect to entities outside the consolidated Group but covered in the Core Investment Companies (Reserve Bank) Directions, 2016.

(xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

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

Also refer to the Other Information paragraph of our main audit report which explains that the other information comprising the information included in annual report is expected to be made available to us after the date of this auditor's report.

(xx) (a) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project other than ongoing projects. Accordingly, clause 3(xx)(a) of the Order is not applicable.

(b) In respect of ongoing projects, the Company has transferred the unspent amount to a Special Account within a period of 30 days from the end of the financial year in compliance with Section 135(6) of the said Act.

(Amount in ₹ Million)

Financial Year*	Amount unspent on corporate social responsibility activities for "On- going Projects"	Amount transferred to Special Account within 30 days from the end of the Financial Year	Amount transferred after the due date (specify the date of transfer)
2023-2024	4.13	5.46	-

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Gaurav Mahajan
Partner
Membership No.: 507857
ICAI UDIN:24507857BKFUQF9105

Place: Chandigarh
Date: 30 May 2024

Annexure B to the Independent Auditor's Report on the standalone financial statements of Mrs. Bectors Food Specialities Limited for the year ended 31 March 2024

Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

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

Opinion

We have audited the internal financial controls with reference to financial statements of Mrs. Bectors Food Specialities Limited ("the Company") as of 31 March 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, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2024, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. 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 tothe 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 financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. 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 financial statements were 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of 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 control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the 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 with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial 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 **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Gaurav Mahajan
Partner
Membership No.: 507857
ICAI UDIN:24507857BKFUQF9105

Place: Chandigarh
Date: 30 May 2024

Balance Sheet

as at 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

	Notes	As at 31 March 2024	As at 31 March 2023
ASSETS			
Non-current assets			
Property, plant and equipment	3	4,584.27	3,756.77
Capital work-in-progress	4	857.57	478.46
Right-of-use assets	5	318.93	182.00
Intangible assets	6	1.33	1.16
Financial assets			
(i) Investments in subsidiaries	7	304.50	194.50
(ii) Other investments	8	20.81	21.89
(iii) Loans	17	2.88	-
(iv) Other financial assets	9	76.54	279.17
Non-current tax assets (net)	10	38.42	38.26
Other non-current assets	11	377.79	176.19
Total non-current assets		**6,583.04**	**5,128.40**
Current assets			
Inventories	12	1,015.96	793.46
Financial assets			
(i) Investments	13	-	68.95
(ii) Trade receivables	14	1,277.58	853.30
(iii) Cash and cash equivalents	15	57.24	81.96
(iv) Bank balances other than (iii) above	16	1,014.01	568.83
(v) Loans	17	5.34	4.41
(vi) Other financial assets	18	249.47	141.67
Other current assets	19	192.99	256.66
Total current assets		**3,812.59**	**2,769.24**
Total assets		**10,395.63**	**7,897.64**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	20	587.77	588.17
Other equity	21	5,527.94	4,512.01
Total equity		**6,115.71**	**5,100.18**
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	22	1,490.11	939.91
(ii) Lease liabilities	5	182.71	51.39
Provisions	23	49.46	46.20
Deferred tax liabilities (net)	24	93.94	94.35
Other non-current liabilities	25	100.70	81.42
Total non-current liabilities		**1,916.92**	**1,213.27**
Current liabilities			
Financial liabilities			
(i) Borrowings	26	755.66	266.99
(ii) Lease liabilities	5	20.48	11.72
(iii) Trade payables	27		
(a) Total outstanding dues of micro enterprises and small enterprises		83.24	94.32
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		919.27	634.73
(iv) Other financial liabilities	28	386.13	114.13
Other current liabilities	29	150.29	395.31
Provisions	30	47.88	58.75
Current tax liabilities (net)	31	0.05	8.24
Total current liabilities		**2,363.00**	**1,584.19**
Total liabilities		**4,279.92**	**2,797.46**
Total equity and liabilities		**10,395.63**	**7,897.64**

Material accounting policies 2

The accompanying notes form an integral part of the standalone financial statements

As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
Firm's registration number: 101248W/W-100022

Gaurav Mahajan
Partner
Membership No.: 507857

Place: Chandigarh
Date: 30 May 2024

For and on behalf of the Board of Directors of Mrs. Bectors Food Specialities Limited

Anoop Bector
Managing Director
DIN:-00108589

Place: Phillaur
Date: 30 May 2024

Ishaan Bector
Director
DIN:-02906180

Place: Phillaur
Date: 30 May 2024

Atul Sud
Company Secretary
M. No:- F10412

Place: Phillaur
Date: 30 May 2024

Arnav Jain
Chief Financial Officer

Place: Phillaur
Date: 30 May 2024

Statement of Profit and Loss

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

	Notes	For the year ended 31 March 2024	For the year ended 31 March 2023
Income			
Revenue from operations	32	15,117.48	12,643.17
Other income	33	174.61	116.13
Total income		**15,292.09**	**12,759.30**
Expenses			
Cost of materials consumed	34	7,825.01	6,878.63
Purchase of stock-in-trade	35	332.62	230.42
Changes in inventories of finished goods, work-in-progress and stock-in-trade	36	(80.41)	(74.24)
Employee benefits expense	37	2,048.24	1,518.27
Finance costs	38	118.38	128.95
Depreciation and amortisation expense	39	579.51	491.23
Other expenses	40	2,815.95	2,566.03
Total expenses		**13,639.30**	**11,739.29**
Profit before tax		**1,652.79**	**1,020.01**
Tax expense	24		
Current tax		419.23	254.39
Deferred tax		0.36	3.09
Total tax expense		**419.59**	**257.48**
Profit for the year (A)		**1,233.20**	**762.53**
Other comprehensive income/ (loss)			
Items that will not be reclassified to profit or loss			
Remeasurement of defined benefit plans		(3.07)	(0.77)
Income tax relating to items that will not be reclassified to profit or loss			
Income tax relating to remeasurement of defined benefit plans		0.77	0.19
Total other comprehensive (loss) for the year (B)		**(2.30)**	**(0.58)**
Total comprehensive income for the year (A + B)		**1,230.90**	**761.95**
Earnings per equity share [nominal value of ₹10 (previous year ₹10)]	41		
Basic		20.97	12.96
Diluted		20.96	12.96

Material accounting policies 2

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Firm's registration number: 101248W/W-100022

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Place: Phillaur
Date: 30 May 2024

Arnav Jain
Chief Financial Officer

Place: Phillaur
Date: 30 May 2024

Statement of Changes in Equity

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

(A) EQUITY SHARE CAPITAL

Particulars	As at 31 March 2024		As at 31 March 2023	
	Number of shares	Amount	Number of shares	Amount
Balance at the beginning of the year	58,817,474	588.17	58,815,325	588.15
Share based option exercised during the year	-	-	2,149	0.02
Shares held by Bector Employee Welfare Trust	(40,000)	(0.40)	-	-
Balance at the end of the year	**58,777,474**	**587.77**	**58,817,474**	**588.17**

(B) OTHER EQUITY

Particulars	Note	Reserves & surplus					
		Share options outstanding account	ESOP trust reserve #	Capital reserve	Securities premium	Retained earnings	Total
Balance at 1 April 2023		-	-	14.37	645.26	3,852.38	4,512.01
Profit for the year		-	-	-	-	1,233.20	1,233.20
Other comprehensive (loss) for the year*	21 c	-	-	-	-	(2.30)	(2.30)
Total comprehensive income for the year		**-**	**-**	**-**	**-**	**1,230.90**	**1,230.90**
Transactions with owners of the Company							
Contributions and distributions							
Share based expense	21 d	2.32	-	-	-	-	2.32
Dividends	21 c	-	-	-	-	(176.45)	(176.45)
Shares held by Bector Employee Welfare Trust	21 b	-	-	-	(40.87)	-	(40.87)
Dividend on shares held by Bector Employee Welfare Trust	21 e	-	0.03	-	-	-	0.03
Total contributions and distributions for the year		**2.32**	**0.03**	**-**	**(40.87)**	**(176.45)**	**(214.97)**
Balance at 31 March 2024		**2.32**	**0.03**	**14.37**	**604.39**	**4,906.83**	**5,527.94**
Balance at 1 April 2022		**0.30**	**-**	**14.37**	**644.72**	**3,237.47**	**3,896.86**
Profit for the year		-	-	-	-	762.53	762.53
Other comprehensive (loss) for the year*	21 c	-	-	-	-	(0.58)	(0.58)
Total comprehensive income for the year		**-**	**-**	**-**	**-**	**761.95**	**761.95**
Transactions with owners of the Company							
Contributions and distributions							
Share based expense	21 d	0.03	-	-	-	-	0.03
Share based option exercised during the year	21 d	(0.17)	-	-	0.54	-	0.37
Share based option forfeited during the year	21 d	(0.16)	-	-	-	-	(0.16)
Dividends	21 c	-	-	-	-	(147.04)	(147.04)
Total contributions and distributions for the year		**(0.30)**	**-**	**-**	**0.54**	**(147.04)**	**(146.80)**
Balance at 31 March 2023		**-**	**-**	**14.37**	**645.26**	**3,852.38**	**4,512.01**

* Represents remeasurement of defined benefit plans (net of tax).

ESOP trust reserve represents the surplus arising in the books of ESOP trust from dividend earned by the trust in the statement of profit and loss.

Material accounting policies 2

The accompanying notes form an integral part of the standalone financial statements

As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
Firm's registration number: 101248W/W-100022

Gaurav Mahajan
Partner
Membership No.: 507857

Place: Chandigarh
Date: 30 May 2024

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Atul Sud
Company Secretary
M. No:- F10412

Place: Phillaur
Date: 30 May 2024

Arnav Jain
Chief Financial Officer

Place: Phillaur
Date: 30 May 2024

Statement of Cash Flows

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

	For the year ended 31 March 2024	For the year ended 31 March 2023
A. Cash flow from operating activities		
Profit before tax	1,652.79	1,020.01
Non-cash adjustments to reconcile profit before tax to net cash flows:		
Depreciation and amortisation expense	579.51	491.23
Allowances on trade receivable and other advances	8.95	7.68
Net change in fair value of financial assets at FVTPL	1.08	-
Liabilities no longer required written back	(19.42)	-
Amortisation of government grants	(23.60)	(19.78)
Change in fair value of derivative contracts	5.62	2.55
Net unrealized foreign exchange (gain)/ loss	(6.53)	2.97
Net profit on sale/write off of property, plant and equipment	(2.31)	(2.93)
Share based payment to employees	2.32	(0.13)
Finance costs	118.38	128.95
Interest income	(68.91)	(38.13)
Operating profit before working capital changes	**2,247.88**	**1,592.42**
Movement in working capital:		
(Increase) in non current loans	(2.88)	-
(Increase)/ decrease in current loans	(0.93)	0.26
(Increase)/ decrease in other financial assets	(132.07)	24.61
(Increase) in other non-current assets	(1.85)	(0.54)
Decrease/ (increase) in other current assets	62.85	(113.77)
(Increase) in inventories	(222.50)	(25.46)
(Increase) in trade receivables	(426.66)	(151.31)
Increase/ (decrease) in non current provisions	0.19	(14.78)
Increase in current provisions	4.16	21.37
(Decrease)/ increase in other liabilities	(252.15)	176.59
Increase in trade payables	273.46	192.37
Increase in other financial liabilities	207.46	15.70
Cash generated from operations	**1,756.96**	**1,717.46**
Income tax paid (net of refund)	(427.58)	(247.10)
Net cash from operating activities (A)	**1,329.38**	**1,470.36**
B. Cash flows from investing activities		
Purchase of property, plant and equipment (including capital work-in-progress, capital creditors and capital advances)	(1,844.97)	(1,036.07)
Purchase of intangible assets	(0.53)	-
Proceeds from sale of property, plant and equipment	3.97	10.91
Purchase of investments	(110.00)	(15.78)
Sale of investments	68.95	-
Proceeds from maturity of bank deposits	347.62	683.32
Investments in bank deposits (having original maturity of more than three months)	(575.70)	(1,016.54)
Interest received	68.91	40.61
Net cash used in investing activities (B)	**(2,041.75)**	**(1,333.55)**

Statement of Cash Flows

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

	For the year ended 31 March 2024	For the year ended 31 March 2023
C. Cash flows from financing activities		
Proceeds from exercise of employee stock option (including securities premium)	-	0.39
Purchase of treasury shares by Bector Employee Welfare Trust	(41.27)	-
Proceeds from non-current borrowings	801.31	243.82
Repayments of non-current borrowings	(216.01)	(242.39)
Proceeds/ (repayments) of current borrowings (net)	453.57	(83.01)
Principal payment of lease liabilities*	(16.10)	(12.08)
Interest on lease liabilities*	(9.45)	(4.24)
Finance costs paid	(108.09)	(124.14)
Dividend paid (net of dividend received [net of tax] by Bector Employee Welfare Trust)	(176.31)	(146.93)
Net cash generated from/ (used in) financing activities (C)	**687.65**	**(368.58)**
Net decrease in cash and cash equivalents (A+B+C)	**(24.72)**	**(231.77)**
Cash and cash equivalents at the beginning of the year	81.96	313.73
Cash and cash equivalents at the end of the year	**57.24**	**81.96**
Notes:-		
1. Cash and cash equivalents include		
Balance with banks		
- in current accounts	55.37	80.67
Cash on hand	1.87	1.29
	57.24	**81.96**

2. The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Ind AS 7 - on Statement of Cash Flow as notified under Companies (Accounts) Rules, 2015.

3. Reconciliation of movements of current and non-current borrowings to cash flows arising from financing activities

	As at 31 March 2024	As at 31 March 2023
Borrowings at the beginning of the year	1,209.86	1,290.87
Proceeds from non-current borrowings (including current maturities)	801.31	243.82
Repayments of non-current borrowings (including current maturities)	(216.01)	(242.39)
Proceeds/ (repayments) of current borrowings (net)	453.57	(83.01)
Interest expense for the year	90.94	78.81
Interest paid	(90.10)	(78.24)
Borrowings at the end of the year	**2,249.57**	**1,209.86**

* Also refer note 5 for reconciliation of lease liabilities from financing activities.

Material accounting policies 2

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As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
Firm's registration number: 101248W/W-100022

Gaurav Mahajan
Partner
Membership No.: 507857

Place: Chandigarh
Date: 30 May 2024

For and on behalf of the Board of Directors of
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Date: 30 May 2024

Atul Sud
Company Secretary
M. No:- F10412

Place: Phillaur
Date: 30 May 2024

Arnav Jain
Chief Financial Officer

Place: Phillaur
Date: 30 May 2024

Notes to standalone financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

1. REPORTING ENTITY

Mrs. Bectors Food Specialities Limited referred to as “the Company” is domiciled in India. The Company’s registered office is at Theing Road, Phillaur-144410, Punjab, India. The Company is engaged in the business of manufacturing and distribution of food products. The Company caters to both domestic and export markets. The equity shares of the Company are listed on BSE Limited and The National Stock Exchange of India Limited.

2. MATERIAL ACCOUNTING POLICIES

This note provides a list of the material significant accounting policies adopted in the preparation of these standalone financial statements. These policies have been consistently applied to all the period presented, unless otherwise stated.

Change in material accounting policies.

The Company adopted Disclosure of Accounting Policies (Amendments to Ind AS 1) from 1 April 2023. Although the amendments did not result in any changes in the accounting policies themselves, they impacted the accounting policy information disclosed in the financial statements.

The amendments require the disclosure of ‘material’ rather than ‘significant’ accounting policies. The amendments also provide guidance on the application of materiality to disclosure of accounting policies, assisting entities to provide useful, entity-specific accounting policy information that users need to understand other information in the financial statements.

a) Basis and purpose of preparation

i) Statement of compliance

These standalone financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 of Companies Act, 2013, (the ‘Act’) and other relevant provisions of the Act as amended from time to time.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The standalone financial statements of the Company for the year ended 31 March 2024 were approved for issue by the Company’s Board of Directors on 30 May 2024.

ii) Functional and presentation currency

These standalone financial statements are presented in Indian Rupees, which is the Company’s functional currency. All amounts have been rounded to the nearest million, upto two places of decimal, unless otherwise stated.

iii) Basis of measurement

The standalone financial statements have been prepared under the historical cost basis except for the following:

Item Basis	Measurement
Net defined benefits (assets)/liability	Fair value of the plan assets less present value of defined benefit obligations
Derivative Financial Instruments	Fair value
Liabilities for share based payment arrangements	Fair Value

Measurement of fair values

A number of the Company’s accounting policies and disclosures require measurement of fair values, for both financial and non-financial assets and liabilities. The Company has an established control framework with respect to measurement of fair values. This includes the top management division which is responsible for overseeing all significant fair value measurements, including Level 3 fair values. The top management division regularly reviews significant unobservable inputs and valuation adjustments. If third party information, is used to measure fair values, then the top management division assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirement of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

Significant valuation issues are reported to the Company’s board of directors.

Fair value is the price that would be received from sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either –

- In the principal market for the asset or liability, or

Notes to standalone financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible to/ by the Company.

All assets and liabilities for which fair value is measured or disclosed in the standalone financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole-

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirely in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the changes have occurred.

Further information about the assumptions made in measuring fair values used in preparing these standalone financial statements is included in note 49- Financial instruments.

iv) Use of judgments and estimates

In preparing these standalone financial statements, management has made judgments, estimates and assumptions that affect the application of the Company's accounting policies and the reported amounts of assets, liabilities, income and expenses. Management believes that the estimates used in the preparation of the standalone financial statements are prudent and reasonable. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

Judgements

Information about the judgments made in applying accounting policies that have the most significant effects on the amounts recognised in the standalone financial statements have been given below:

- Note 2(l) & 49 - classification of financial assets: assessment of business model within which the assets are held and assessment of whether the contractual terms of the financial asset are solely payments of principal and interest on the principal amount outstanding;
- Note 2(p), 5 & 44 - leases classification and assessment of discount rate in relation to lease accounting as per Ind AS 116
- Note 2(g) & 32 - revenue recognition: whether revenue is recognized over time or at a point in time; determining the transaction price, estimating the expected value of right to return.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the standalone financial statements for the period ended is included below:

- Note 2(b), 2(c), 3 & 6 – useful life and residual value of property, plant and equipment and intangible assets;
- Note 2(f) & 46 - measurement of defined benefit obligations: key actuarial assumptions.
- Note 2(f) & 48 - fair value of share-based payments;
- Note 2(k) & 42 - Recognition and measurement of provisions and contingencies, key assumptions about the likelihood and magnitude of an outflow of resources
- Note 2(n) & 49 - impairment of financial assets;
- Note 2(l) & 49 - Fair value measurement of financial instruments.
- Note 2(n) – Impairment test of non-financial assets: key assumptions underlying recoverable amounts
- Note 2(j) & 12 – Valuation of inventories
- Note 2(h), 25 & 29 – Accounting for Government grant

Notes to standalone financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

- Note 2(o), 10 & 24 - Recognition of tax expense including deferred tax
- Note 2(g) & 32 - Revenue recognition: estimate of expected returns

v) Current and non-current classification

The Company presents assets and liabilities in the standalone financial statements based on current / non-current classification.

An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle.
- it is held primarily for the purpose of being traded;
- it is expected to be realized within 12 months after the reporting date; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is due to be settled within 12 months after the reporting date; or
- the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current assets/liabilities include current portion of non-current financial assets/liabilities respectively. All other assets/ liabilities are classified as non-current. Deferred tax assets and liabilities (if any) are classified as non-current assets and liabilities.

Operating cycle

Based on the nature of the operations and the time between the acquisition of assets for processing and their realization in cash or cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current/non-current classification of assets and liabilities.

b) Property, plant and equipment

Recognition and measurement

The cost of an item of property, plant and equipment shall be recognized as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. Items of property, plant and equipment (PPE) are measured at cost, which includes capitalized borrowing costs, less accumulated depreciation and accumulated impairment losses, if any. Freehold land is carried at historical cost less any accumulated impairment losses.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as a separate item (major components) of property, plant and equipment.

Major machinery spares parts are classified as property, plant and equipment when they are expected to be utilized over more than one period. Other spares are carried as inventory and recognised in the Standalone Statement of Profit and Loss as and when consumed.

Any gain or loss on disposal of property, plant and equipment is recognised in Standalone Statement of Profit and Loss.

The cost of property, plant and equipment not ready for their intended use is recorded as capital work-in-progress before such date. Cost of construction that relate directly to specific property, plant and equipment and that are attributable to construction activity in general and can be allocated to specific property, plant and equipment are included in capital work-in-progress.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'.

Notes to standalone financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

The cost and related accumulated depreciation are eliminated from the standalone financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Standalone Statement of Profit and Loss.

Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognized as at 1 April 2016, measured as per the previous GAAP and use that carrying value as the deemed cost of such property, plant and equipment.

Subsequent Measurement

Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in net profit in the Standalone Statement of Profit and Loss when incurred.

Depreciation

Depreciation is calculated on cost of items of PPE (excluding freehold land) less their estimated residual values over their estimated useful lives using the straight line basis using the rates based on the useful lives prescribed as per Part C of schedule II, of the Companies Act 2013 except in case of certain plant and equipment such as moulds, baking pans, crates and pallets where the management has assessed useful life as 3 years and for solar panels as 25 years based on internal technical evaluation, and is recognised in the Standalone Statement of Profit and Loss. Freehold land is not depreciated.

Depreciation on items of property, plant and equipment is provided as per the rates corresponding to the useful life specific in Schedule II of the Companies Act, 2013 read with notification dated 29 August 2014 of Ministry of Corporate Affairs as follows:

Assets	Management estimate of useful life	Useful life as per Schedule II
Building	30 years	30 years
Plant and machinery	3 to 25 years	15 years
Furniture and fixtures	10 years	10 years
Vehicles	8 years	8 years
Office equipment	5 years	5 years
Computer	3 to 6 years	3 to 6 years

Significant components of assets and their useful life and depreciation charge is based on an internal technical evaluation. These estimated lives are based on technical assessment made by technical expert and management estimates. Management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of). The leasehold improvements are depreciated over the period of lease term or useful life, whichever is earlier.

Depreciation method, useful lives and residual values are reviewed at each financial year end and adjusted if appropriate.

Derecognition

A property, plant and equipment is derecognised on disposal or when no future economic benefits are expected from its use and disposal. Losses arising from retirement and gains or losses arising from disposal of a tangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Standalone Statement of Profit and Loss.

c) Intangible assets

Intangible assets that are acquired by the Company are measured initially at cost. Cost of an item of Intangible asset comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use. After initial recognition, an intangible asset is carried at its cost less any accumulated amortisation and any accumulated impairment loss.

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in Standalone Statement of Profit and Loss as incurred.

Amortisation method, useful lives and residual values are reviewed at the end of each period / year and adjusted, if appropriate.

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 the

Notes to standalone financial statements

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Standalone Statement of Profit and Loss when the asset is derecognized.

Advances paid towards acquisition of intangible assets outstanding at each period end date, are shown under other non-current assets and cost of assets not ready for intended use before the period end, are shown as intangible asset under development.

Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its intangible assets recognized as at 1 April 2016, measured as per the previous GAAP and use that carrying value as the deemed cost of intangible assets.

Amortisation

Amortisation is calculated to write off the cost of intangible assets over their estimated useful lives using the straight-line method and is included in depreciation and amortization expense in Statement of Profit and Loss. Goodwill is not amortised.

The estimated useful life of the softwares is considered as 5 years.

Derecognition

Intangible assets is derecognised on disposal or when no future economic benefits are expected from its use and disposal.

d) Foreign currency transactions

Transactions in foreign currencies are translated into the respective functional currency of the Company at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are generally recognised in the Standalone Statement of Profit and Loss.

e) Borrowing costs

Borrowing costs are interest and other costs (including exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred by the Company in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily takes substantial period of time to get ready for their intended use are capitalized as a part of cost of the asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

f) Employee benefits

Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

Share-based payment transactions

The grant date fair value of equity settled share-based payment awards granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognised as expense is based on the estimate of the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that do meet the related service and non-market vesting conditions at the vesting date.

When the terms of an equity-settled award are modified, the minimum expense recognised by the Company is the grant date fair value of the unmodified award, provided the vesting conditions (other than a market condition) specified on grant date of the award are met.

Further, additional expense, if any, is measured and recognised as at the date of modification, in case such modification increases the total fair value of the share-based payment plan, or is otherwise beneficial to the employee.

Post-employment benefits

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays specific contributions to a "bank or financial institutions" and will have no legal or constructive obligation to pay further amounts. The Company makes specified monthly contributions towards Government administered provident fund scheme. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in the Standalone Statement of Profit and Loss in the periods during which the related services are rendered by employees.

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Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan.

Gratuity

The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The Plan is funded with an Insurance Company in the form of insurance policy. The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Re-measurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in Other Comprehensive Income (OCI). The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in the Standalone Statement of Profit and Loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in profit or loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Other long term employee benefits – compensated absences

Accumulated absences expected to be carried forward beyond twelve months is treated as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year end. Actuarial gains/ losses are immediately taken to the statement of profit and loss and are not deferred.

g) Revenue from contracts with customers

i. Sale of goods

Under Ind AS 115, the Company recognized revenue when (or as) a performance obligation was satisfied, i.e. when 'control' of the goods underlying the particular performance obligation were transferred to the customer.

Further, revenue from sale of goods is recognized based on a 5-Step Methodology which is as follows:

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligation in contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

Revenue is recognised when a customer obtains control of the goods which is ordinarily upon delivery at the customer premises. Revenue is measured at transaction price, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as goods and services tax, etc. For certain contracts that permit the customer to return an item, revenue is recognised to the extent that it is probable that a significant reversal in the amount of cumulative revenue recognised will not occur. As a consequence, for those contracts for which the Company is unable to make a reasonable estimate of return, revenue is recognised when the return period lapses, or a reasonable estimate can be made.

Rendering of services

Revenue in respect of sale of services is recognised over time as the services are provided. The stage of completion for determining the amount of revenue to recognise is assessed based on terms of the relevant agreements.

ii. Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

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iii. Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

iv. Right of return

Company provides a customer with a right to return on grounds of quality. The Company uses the expected value method to estimate the goods that will not be returned because this method best predicts the amount of variable consideration to which the Company will be entitled. The requirements in Ind AS 115 on constraining estimates of variable consideration are also applied in order to determine the amount of variable consideration that can be included in the transaction price. For goods that are expected to be returned, instead of revenue, the Company recognises a refund liability. A right of return asset and corresponding adjustment to change in inventory is also recognised for the right to recover products from a customer.

Use of significant judgements in revenue recognition

- The Company's contracts with customers could include promises to transfer multiple products and services to a customer. The Company assesses the products / services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.

- Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as cash discount, trade discount, price concessions, rebates and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. The Company allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.

- The Company uses judgement to determine an appropriate standalone selling price for a performance obligation. The Company allocates the transaction price to each performance obligation on the basis of the relative standalone selling price of each distinct product or service promised in the contract.

- The Company exercises judgment in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

h) (i) Government grants and subsidies

Government grants for capital assets are recognised initially as deferred income at fair value when there is reasonable assurance that they will be received and the Company will comply with the conditions associated with the grant, they are then recognised in Standalone Statement of Profit and Loss as other income on a systematic basis.

Grants that compensate the Company for expenses incurred are recognised in the statement of profit and loss, as income or deduction from the relevant expense on a systematic basis in the periods in which such expenses are recognized.

(ii) Export Incentives

Export incentives under various schemes notified by the government are recognised on accrual basis when no significant uncertainties as to the amount of consideration that would be derived and that the Company will comply with the conditions associated with the grant and ultimate collection exist.

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i) Recognition of interest income or expense

Interest income or expense is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument to:

a) the gross carrying amount of the financial asset; or

b) the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

Dividend income

Dividend income is recognised when the Company's right to receive the dividend is established which is generally when shareholders approve the dividend.

j) Inventories

Inventories are measured at the lower of cost and net realizable value. The methods of determining cost of various categories of inventories are as follows:

Raw materials, packing materials and stores and spares	Weighted average method
Traded goods	Weighted average method
Work-in-progress and finished goods (manufactured)	Weighted average cost and includes an appropriate share of variable and fixed production overheads. Fixed production overheads are included based on normal capacity of production facilities.
Goods in transit	Specifically identified purchase cost

The cost of inventories includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs necessary to make the sale. The net realisable value of work-in-progress is determined with reference to the selling prices of related finished products.

Raw materials, components and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realisable value.

The comparison of cost and net realisable value is made on an item-by-item basis.

k) Provisions, contingent liabilities and contingent assets, commitments

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

Where the Company expects some or all of the expenditure required to settle a provision are expected to be recovered from a third party, the reimbursement is recognized when, and only when, it is virtually certain that reimbursement will be received if the entity settles the obligation. The reimbursement is treated as a separate asset.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. Expected future losses are not provided for.

A provision for onerous contract is recognised when the expected benefits to be derived by the company from a contract are lower than the unavoidable cost of meeting its obligation under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the company recognises any impairment loss on assets associated.

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events not wholly within the control of the entity. Where it is not probable that an outflow of economic benefits will be required, or the

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amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote.

Contingent assets are not recognised in the standalone financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognized. A contingent asset is disclosed where an inflow of economic benefits is probable.

Commitments

Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets. Provisions, contingent liabilities, contingent assets and commitments are reviewed at each reporting date.

Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

l) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign exchange forward contracts, embedded derivatives in the host contract, etc.

A contract to buy or sell a non-financial item that can be settled net in cash or another financial instrument, or by exchanging financial instruments are financial instrument i.e. derivative contracts except for contracts which are entered into and continue to be held for the purpose of the receipt or delivery of a non-financial item in accordance with the Company's expected purchase, sale or usage requirements are not financial instruments.

Financial assets

i) Initial recognition and measurement

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset (except trade receivable) is recognised initially at fair value plus or minus transaction cost that are directly attributable to the acquisition or issue of financial assets (other than financial assets at fair value through profit and loss). Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss ('FVTPL') are recognised immediately in the Statement of Profit and Loss. A trade receivable without a significant financing component is initially measured at the transaction price.

ii) Classifications and subsequent measurement

Classifications

The Company classifies its financial assets as subsequently measured at either amortised cost or fair value depending on the Company's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

Business model assessment

The Company makes an assessment of the objective of a business model in which an asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management.

Assessment whether contractual cash flows are solely payments of principal and interest

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition.

Debt instrument at amortised cost

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at Fair value though Profit and Loss (FVTPL):

- it is held within a business model whose objective is to hold 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.

After initial measurement, such financial assets are subsequently measured at amortised cost using the Effective Interest Rate ('EIR') method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance income in the profit or loss. The losses arising

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from impairment are recognised in the profit or loss.

Debt instrument at fair value through Other Comprehensive Income (FVOCI)

A financial asset is measured at FVOCI only 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.
- the contractual terms of the financial asset represent contractual cash flows that are solely payments of principal and interest.

After initial measurement, such financial assets are subsequently measured at fair value with changes in fair value recognised in other comprehensive income (OCI). Interest income is recognised basis EIR method and the losses arising from Expected Credit Losses (ECL) impairment are recognised in the profit or loss.

Debt instrument at fair value through Profit and Loss (FVTPL)

Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVOCI, is classified as at FVTPL.

Equity instruments

Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVTOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Profit and Loss.

Investments in tax free bonds and fixed deposits are measured at amortised cost.

Investments in Subsidiaries and Associate:

Investments in Subsidiaries and Associate are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, associates, the difference between net disposal proceeds and the carrying amounts are recognized in the Standalone Statement of Profit and Loss.

iii) Reclassification of financial assets

Financial assets are not reclassified subsequent to their initial recognition, except in the period after the Company changes its business model for managing financial assets.

iv) Derecognition of financial assets

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

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

Financial liabilities

i) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit and loss, amortised cost, as appropriate.

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

ii) Classification and subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial Liabilities measured at amortised cost

After initial recognition, financial liabilities are amortised cost using the effective interest rate (EIR) method. Gains and losses are recognised in

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profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Financial Liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities designated upon initial recognition as at fair value through profit or loss.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

iii) Derecognition of financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled or expired.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet when 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 offset criteria').

Derivative financial instruments

The Company holds derivative financial instruments to hedge its foreign currency exposures. Embedded derivatives are separated from the host contract and accounted for separately if the host contract is not a financial asset and certain criteria are met. Contracts to buy or sell a non-financial item that can be settled net in cash or another financial instrument, or by exchanging financial instruments are also derivative financial instruments.

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The Company enters into certain derivative contracts to hedge risks which are not designated as hedges. Such contracts are accounted for at fair value through profit or loss and are included in other gains/ (losses).

m) Treasury shares

The Company has created an Employee Benefit Trust ("EBT") for providing share-based payment to its employees. The Company uses EBT as a vehicle for distributing shares to employees under the employee stock option schemes. The EBT buys shares of the Company from the market, for giving shares to employees. The shares held by EBT are treated as treasury shares.

Own equity instruments that are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments. Any difference between the carrying amount and the consideration, if reissued / sold, is recognised in other equity.

n) Impairment

Impairment of financial assets

The Company recognises loss allowances for expected credit loss on financial assets measured at amortised cost. At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have detrimental impact on the estimated future cash flows of the financial assets have occurred.

Evidence that a financial asset is credit – impaired includes the following observable data:

- significant financial difficulty of the debtor or borrower or issuer;
- a breach of contract such as a default or being past due for 90 days or more;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

The Company measures loss allowances at an amount equal to lifetime expected credit losses, except for the following, which are measured as 12 month expected credit losses:

Bank balances for which credit risk (i.e. the risk of default occurring over the expected life of financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months)

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In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

The Company assumes that the credit risk on a financial assets has increased significantly if it is more than 90 days past due.

The Company considers a financial asset to be in default when:

- the debtor is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realizing security (if any is held); or
- the financial asset is more than 90 days past due.

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

Presentation of allowance for expected credit losses in the balance sheet

Loss allowance for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write- off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with Company's procedures for the recovery of amount due.

Impairment of non-financial assets

The Company's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest Group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, 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 CGU (or the asset).

The Company's corporate assets do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amount of the other assets of the CGU on a pro rata basis.

An impairment loss in respect of goodwill is not subsequently reversed. In respect of other assets for which impairment loss has been recognised in prior periods, the Company reviews at reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

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o) Income taxes

Income tax comprises current and deferred tax. It is recognised in the Standalone Statement of Profit and Loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income. Section 115 BAA of the Income Tax Act 1961, introduced by Taxation Laws (Amendment) Ordinance, 2019 gives a one-time irreversible option to Domestic Companies for payment of corporate tax at reduced rates.

i. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

ii. Deferred tax

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the Balance Sheet and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the Balance Sheet date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax are recognised in the Standalone Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

p) Leases

Leases under Ind AS 116

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As lessee

The Company's lease asset classes primarily consist of leases for buildings and leasehold land. The Company, at the inception of a contract, assesses whether the contract is a lease or not. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration. This policy has been applied to contracts existing and entered on or after 1 April 2019.

The Company elected to use the following practical expedients on initial application:

- Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date.
- Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application.
- Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application.

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- Applied the practical expedient to grandfather the assessment of which transactions are leases. Accordingly, Ind AS 116 is applied only to contracts that were previously identified as leases under Ind AS 17.

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement 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 estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the Standalone Statement of Profit and Loss.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Company's incremental borrowing rate. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The company recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and Standalone Statement of Profit and Loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in Standalone Statement of Profit and Loss.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the company is reasonably certain to exercise, lease payments in an optional renewal period if the company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the company is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the company's estimate of the amount expected to be payable under a residual value guarantee, if the company changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero. The company presents right-of-use assets that do not meet the definition of investment property in 'property, plant and equipment' and lease liabilities in 'financial liabilities' in the statement of financial position.

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The Company recognises the lease payments associated with these leases as an expense in the Statement of Profit or Loss over the lease term.

As lessor

Leases in which the Company transfer substantially all the risks and benefits of ownership of the assets are classified as finance leases. Assets given under finance lease are recognized as a receivable at an

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(All amounts are in rupees million except share data, unless otherwise stated)

amount equal to the net investment in the lease. After initial recognition, the Company apportions lease rentals between the principal repayment and interest income so as to achieve a constant periodic rate of return on the net investment outstanding in respect of the finance lease. The interest income is recognized in the standalone statement of profit and loss. Initial direct costs such as legal cost, brokerage cost etc. are recognized immediately in the standalone statement of profit and loss.

Leases in which the Company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating lease are included in Property, plant and equipment. Lease income on an operating income is recognized in the standalone statement of profit and loss on a straight line basis over lease term. Costs, including depreciation, are recognized as an expense in the standalone statement of profit and loss. Initial direct costs such as legal cost, brokerage cost etc. are recognized immediately in the standalone statement of profit and loss.

Assets held under lease

Leases of property, plant and equipment that transfer to the Company substantially all the risk and rewards of ownership are classified as finance leases. The Right-of-Use assets are measured initially at an amount equal to the lower of their fair value and the present value of the minimum lease payments. Subsequent to the initial recognition, the assets are accounted for in accordance with the accounting policies applicable to similar owned assets.

Assets held under leases that do not transfer to the Company substantially all the risk and rewards of ownership (i.e. operating lease) are not recognised in the Company's Balance Sheet.

Lease Payments

Payments made under operating leases are generally recognised in the Standalone Statement of Profit and Loss on a straight line basis over the term of the lease unless such payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increase. Lease incentive received are recognised as an integral part of the total lease expense over the term of the lease.

Payments made under finance lease are allocated between the outstanding liability and finance cost. The finance cost is charged to the Standalone Statement of Profit and Loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

q) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

The Board of Directors of the Company have been identified as being the Chief operating decision maker by the management of the Company. Refer note 43 for segment information presented.

r) Corporate Social Responsibility ("CSR") expenditure

CSR expenditure incurred by the Company is charged to the Standalone Statement of the Profit and Loss.

s) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents include cash in hand, demand deposits held with banks, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

t) Cash flow statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

u) Earnings per share

Basic earnings/(loss) per share are calculated by dividing the net profit/(loss) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the period is adjusted for events of bonus issue and share split. For the purpose of calculating diluted earnings/ (loss) per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

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for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

v) Equity share capital

Incremental costs directly attributable to the issue of equity shares are recognised as a deduction from equity. Income tax relating to transaction costs of an equity transaction is accounted for in accordance with Ind AS 12.

w) Cash dividend

The Company recognises a liability to make cash distributions to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

x) Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standard or amendments to the existing standards applicable to the Company.

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for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

3. PROPERTY, PLANT AND EQUIPMENT

Particulars	Gross block				Depreciation				Net block	
	As at 1 April 2023	Additions	Disposals/ adjustments	As at 31 March 2024	As at 1 April 2023	Charge for the year	Disposals/ adjustments	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024
Own assets										
Freehold land	273.31	50.33	-	323.64	-	-	-	-	273.31	323.64
Leasehold improvements	3.18	24.40	-	27.58	0.53	0.96	-	1.49	2.65	26.09
Buildings @	1,447.27	256.18	-	1,703.45	254.07	53.87	-	307.94	1,193.20	1,395.51
Plant and machinery #	4,084.68	1,021.24	16.25	5,089.67	1,930.43	469.02	13.09	2,386.36	2,154.25	2,703.31
Furniture and fixtures	48.67	8.98	-	57.65	28.12	4.97	-	33.09	20.55	24.56
Vehicles	150.24	3.69	-	153.93	63.77	15.23	-	79.00	86.47	74.93
Office equipment	37.68	10.64	-	48.32	23.99	5.05	-	29.04	13.69	19.28
Computer	34.81	11.03	0.11	45.73	22.16	6.63	0.01	28.78	12.65	16.95
Total	**6,079.84**	**1,386.49**	**16.36**	**7,449.97**	**2,323.07**	**555.73**	**13.10**	**2,865.70**	**3,756.77**	**4,584.27**

Particulars	Gross block				Depreciation				Net block	
	As at 1 April 2022	Additions	Disposals/ adjustments	As at 31 March 2023	As at 1 April 2022	Charge for the year	Disposals/ adjustments	As at 31 March 2023	As at 31 March 2022	As at 31 March 2023
Own assets										
Freehold land	182.92	90.39	-	273.31	-	-	-	-	182.92	273.31
Leasehold improvements	3.18	-	-	3.18	0.19	0.34	-	0.53	2.99	2.65
Buildings @	1,288.66	158.61	-	1,447.27	206.86	47.21	-	254.07	1,081.80	1,193.20
Plant and machinery #	3,792.94	331.50	39.76	4,084.68	1,559.42	399.93	28.92	1,930.43	2,233.52	2,154.25
Furniture and fixtures	46.07	2.72	0.12	48.67	23.75	4.46	0.09	28.12	22.32	20.55
Vehicles	124.37	31.90	6.03	150.24	52.99	14.12	3.34	63.77	71.38	86.47
Office equipment	33.51	4.48	0.31	37.68	19.46	4.80	0.27	23.99	14.05	13.69
Computer	26.09	8.94	0.22	34.81	17.95	4.35	0.14	22.16	8.14	12.65
Total	**5,497.74**	**628.54**	**46.44**	**6,079.84**	**1,880.62**	**475.21**	**32.76**	**2,323.07**	**3,617.12**	**3,756.77**

a) Refer note 22 and 26 for charge created on property, plant and equipment.

b) Vehicles includes motor cars having gross block amounting to ₹0.03 (31 March 2023 ₹0.03) and written down value amounting to ₹0.03 (31 March 2023 ₹0.03) are pending to be registered in the name of the Company.

c) Refer note 42 C for disclosure of capital commitments for the acquisition of property, plant and equipment.

Plant and machinery includes amount of gross value ₹2,351.38 (31 March 2023 ₹1,782.74), net value of ₹1,326.15 (31 March 2023 ₹968.95) which are partially given under lease arrangement. Also refer note – 32.

@ Buildings includes amount of gross value ₹970.39 (31 March 2023 ₹715.04), net value of ₹831.24 (31 March 2023 ₹605.43) which are partially given under lease arrangement. Also refer note – 32.

Notes to standalone financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

4. CAPITAL WORK-IN-PROGRESS

Particulars	As at 1 April 2023	Additions	Capitalised during the year	As at 31 March 2024
Capital work-in-progress*	478.46	1,569.73	1,190.62	857.57

Particulars	As at 1 April 2022	Additions	Capitalised during the year	As at 31 March 2023
Capital work-in-progress*	117.58	756.99	396.11	478.46

Capital work in progress (CWIP) ageing schedule

As at 31 March 2024

Particulars	Amount in CWIP for a period of				
	<1 year	1-2 years	2-3 years	> 3 years	Total
Projects in progress					
Rajpura (New biscuit lines)	405.87	-	-	-	405.87
Indore (New biscuit lines)	379.73	9.27	0.67	0.63	390.30
Misc. projects lying at various locations	57.53	3.41	0.46	-	61.40
Projects temporarily suspended	-	-	-	-	-
Total	**843.13**	**12.68**	**1.13**	**0.63**	**857.57**

As at 31 March 2023

Particulars	Amount in CWIP for a period of				
	<1 year	1-2 years	2-3 years	> 3 years	Total
Projects in progress					
Rajpura (New biscuit lines)	430.41	-	-	-	430.41
Indore (New biscuit lines)	9.26	0.68	-	0.63	10.57
Misc. projects lying at various locations	29.17	0.87	7.44	-	37.48
Projects temporarily suspended	-	-	-	-	-
Total	**468.84**	**1.55**	**7.44**	**0.63**	**478.46**

Capital work in progress (CWIP) completion schedule

- For capital-work-in progress, whose completion is overdue to its original plan:-

As at 31 March 2024

There is no such capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan.

As at 31 March 2023	Amount in CWIP for a period of				
	<1 year	1-2 years	2-3 years	> 3 years	Total
Projects in progress					
Rajpura (Flavour Distribution Unit)#	7.85	-	-	-	7.85
Projects temporarily suspended	-	-	-	-	-
Total	**7.85**	-	-	-	**7.85**

The project was delayed due to some technical requirements in the machinery, the same was capitalised in FY 2023-24.

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*Detail of preoperative expenses included in CWIP	As at 31 March 2024	As at 31 March 2023
Opening for the year	21.69	4.00
Additions as per statement of profit and loss during the year		
- Cost of material consumed (Refer note 34)	11.89	-
- Interest and processing charges @ (Refer note 38)	33.05	5.54
- Bank charges (Refer note 40)	0.06	-
- Power & fuel (Refer note 40)	8.45	0.34
- Rates and taxes (Refer note 40)	1.13	5.45
- Consumption of stores and spare parts (Refer note 40)	0.14	-
- Rent (Refer note 40)	1.14	-
- Employee benefits expense (Refer note 37)	24.00	3.48
- Legal & professional expense (Refer note 40)	8.68	0.81
- Insurance (Refer note 40)	0.53	0.11
- Commission and brokerage (Refer note 40)	-	1.31
- Travelling and conveyance (Refer note 40)	6.98	3.98
- Miscellaneous expenses (Refer note 40)	2.41	0.10
Subtotal	**98.46**	**21.12**
Less:- Capitalised to respective property, plant and equipment	76.78	3.43
Closing for the year	**43.37**	**21.69**

@ Capitalisation of borrowing costs relates to funds borrowed both specifically and generally to acquire/construct qualifying assets. The capitalisation relating to general borrowings is ₹19.85 at 8.30% (31 March 2023 ₹4.42 at 8%).

5. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES :

Information about leases for which the Company is a lessee is presented below :

Particulars	Category of Right-of-use assets		
	Leasehold land	Building	Total
Right-of-use assets (ROU Assets)			
Balance as on 1 April 2023	133.92	48.08	182.00
Addition/ reclassification of leases	-	160.35	160.35
Depreciation charge for the year	(1.60)	(21.82)	(23.42)
Balance as on 31 March 2024	**132.32**	**186.61**	**318.93**

Particulars	Category of Right-of-use assets		
	Leasehold land	Building	Total
Right-of-use assets (ROU Assets)			
Balance as on 1 April 2022	135.51	56.81	192.32
Addition/ reclassification of leases	-	5.24	5.24
Depreciation charge for the year	(1.59)	(13.97)	(15.56)
Balance as on 31 March 2023	**133.92**	**48.08**	**182.00**

The aggregate depreciation expense on ROU assets amounting to ₹23.42 (31 March 2023 ₹15.56) is included under depreciation and amortisation expense in the Statement of Profit and Loss.

Notes to standalone financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

The following is the movement in lease liabilities during the year:

Lease liabilities	As at 31 March 2024	As at 31 March 2023
Balance at the beginning	63.11	69.95
Addition for new leases	156.18	5.24
Accredition of interest (refer note 38)	9.45	4.24
Payment of lease liabilities	(25.55)	(16.32)
Balance at the end	**203.19**	**63.11**

Amount recognised in profit and loss	As at 31 March 2024	As at 31 March 2023
Interest expense on lease liabilities	9.45	4.24
Expense relating to short-term leases	37.00	25.80

The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

	As at 31 March 2024	As at 31 March 2023
Maturity analysis – contractual undiscounted cash flows		
Less than one year	35.49	15.33
After one year but not longer than five years	154.15	42.46
More than five years	149.07	81.75
Total	**338.71**	**139.54**

	As at 31 March 2024	As at 31 March 2023
Lease liabilities included in the statement of financial position		
Current	20.48	11.72
Non- current	182.71	51.39
Total	**203.19**	**63.11**

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.

The Company has taken various long term leases which typically run for a period of 3 to 99 years with an option to renew the lease after that date. For certain leases, the lease rental is increased every 1 to 3 years. The company is restricted from entering into any sub-lease agreements. The Company assesses at the lease commencement date whether it is reasonably certain to exercise the extension options. The Company reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant changes in circumstances within its control.

The Company has taken certain rented premises on lease with contract terms within one year. These leases are short-term in nature and the Company has elected not to recognise right-of-use-assets and lease liabilities for these assets. The Company incurred ₹37.00 (31 March 2023 ₹25.80) during the year towards expenses relating to short-term leases for which the recognition exemption has been applied (Refer note 40).

The total cash outflow for leases (including short term leases) is ₹62.55 (31 March 2023 ₹42.12) during the year.

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(All amounts are in rupees million except share data, unless otherwise stated)

6. INTANGIBLE ASSETS

Particulars	Gross block				Amortisation				Net block	
	As at 1 April 2023	Additions	Deletions	As at 31 March 2024	As at 1 April 2023	Charge for the year	Deletions	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024
Computer softwares	29.08	0.53	-	29.61	27.92	0.36	-	28.28	1.16	1.33
Total	**29.08**	**0.53**	**-**	**29.61**	**27.92**	**0.36**	**-**	**28.28**	**1.16**	**1.33**

Particulars	Gross block				Amortisation				Net block	
	As at 1 April 2022	Additions	Deletions	As at 31 March 2023	As at 1 April 2022	Charge for the year	Deletions	As at 31 March 2023	As at 31 March 2022	As at 31 March 2023
Computer softwares	29.08	-	-	29.08	27.46	0.46	-	27.92	1.62	1.16
Total	**29.08**	**-**	**-**	**29.08**	**27.46**	**0.46**	**-**	**27.92**	**1.62**	**1.16**

7 INVESTMENTS IN SUBSIDIARIES*

	As at 31 March 2024	As at 31 March 2023
Unquoted equity shares at cost		
20,150,000 (31 March 2023: 18,150,000) equity shares of ₹10/- each fully paid up of Bakebest Foods Private Limited	281.50	181.50
2,000,000 (31 March 2023: 1,000,000) equity shares of ₹10/- each fully paid up of Mrs. Bectors English Oven Limited	20.00	10.00
1 (31 March 2023: 1) equity share of ₹3,000,000/- each fully paid up of Mrs. Bectors Food International (FZE)	3.00	3.00
	304.50	**194.50**

*Also refer note 13.

8 OTHER INVESTMENTS*

	As at 31 March 2024	As at 31 March 2023
Investment in associate		
Quoted investment in equity share at cost*		
1,937,268 (31 March 2023: 1,937,268) equity shares of ₹10/- each fully paid up of Cremica Agro Foods Limited	17.09	17.09
Unquoted investment in equity shares *		
Investments at fair value through profit and loss		
480,000 (31 March 2023: 480,000) equity shares of ₹10/- each fully paid up of Solarstream Renewable Services Private Limited	3.72	4.80
	20.81	**21.89**

*Also refer note 13.

Notes to standalone financial statements

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9 OTHER NON-CURRENT FINANCIAL ASSETS

	As at 31 March 2024	As at 31 March 2023
Deposits with maturity of more than 12 months		
- Margin money deposit*	17.88	148.76
- Deposits with maturity of more than 12 months	-	86.22
Security deposits	58.66	44.19
	76.54	**279.17**

*Margin money deposits with carrying amount of ₹17.88 (31 March 2023 ₹148.76) are subject to charge to secure the Company's inland letter of credit and bank guarantees.

10 NON-CURRENT TAX ASSETS (NET)

	As at 31 March 2024	As at 31 March 2023
Advance income tax (net of provision for tax)	38.42	38.26
	38.42	**38.26**

11 OTHER NON-CURRENT ASSETS

	As at 31 March 2024	As at 31 March 2023
Prepaid expenses	2.77	1.66
Prepaid (deferred) expenses for employee benefits	0.74	-
Capital advances	374.28	174.53
	377.79	**176.19**

12 INVENTORIES

(valued at the lower of cost and net realisable value)

	As at 31 March 2024	As at 31 March 2023
Raw material and packing material (including stock in transit ₹3.56 (31 March 2023 ₹Nil)	552.82	421.24
Work-in-progress	0.33	0.84
Finished goods - Manufactured goods (including stock in transit ₹149.13 (31 March 2023 ₹112.55))*	418.39	337.70
Stock-in-trade	0.23	-
Stores and spares	44.19	33.68
	1,015.96	**793.46**

*The write-down of inventories to net realisable value during the year amounted to ₹0.14 (31 March 2023 ₹0.23) and are included in changes in inventories of finished goods and work-in-progress.

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(All amounts are in rupees million except share data, unless otherwise stated)

13 CURRENT INVESTMENTS

	As at 31 March 2024	As at 31 March 2023
Deposits with financial institution-unquoted		
- Nil (31 March 2023 : 7.60%) fixed deposit with Housing Development Finance Corporation Limited	-	68.95
	-	**68.95**
Unquoted		
Aggregate book value	309.30	268.25
Aggregate market value	Nil	Nil
Aggregate amount of impairment in value of investments	1.08	Nil
Quoted		
Aggregate book value	17.09	17.09
Aggregate market value*	-	-
Aggregate amount of impairment in value of investments	Nil	Nil

* Not traded since the date of listing.

14 TRADE RECEIVABLES

(Unsecured, considered good, unless otherwise stated)

	As at 31 March 2024	As at 31 March 2023
Trade receivables*	1,335.93	903.52
Less: Loss allowance**	(58.35)	(50.22)
	1,277.58	**853.30**
Break-up of trade receivables:		
Trade receivables considered good - secured	-	-
Trade receivables considered good - unsecured	1,281.45	856.73
Trade receivables which have significant increase in credit risk	35.68	27.99
Trade receivables – credit impaired	18.80	18.80
Total	**1,335.93**	**903.52**
Less: Expected credit loss allowance		
Trade receivables considered good - secured	-	-
Trade receivables considered good - unsecured	(3.87)	(3.43)
Trade receivables which have significant increase in credit risk	(35.68)	(27.99)
Trade receivables – credit impaired	(18.80)	(18.80)
Total trade receivables	**1,277.58**	**853.30**

*Includes dues from related parties (refer note 47)

** The Company's exposure to credit & currency risk and loss allowances related to trade receivables are disclosed in note 49 on financial instruments.

Notes to standalone financial statements

for the year ended 31 March 2024

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Trade receivable ageing schedule

As at 31 March 2024	Unbilled	Not Due	< 6 months	6 months to 1 year	1 year to 2 years	2 year to 3 years	> 3 years	Total gross receivables	Expected credit loss	Net receivables
Undisputed trade receivable - considered good	17.58	839.77	417.83	6.27	-	-	-	1,281.45	3.87	1,277.58
Undisputed trade receivable - which have significant increase in credit risk		-	-	8.48	2.91	1.42	1.34	14.15	14.15	-
Undisputed trade receivable - credit impaired		-	-	-	1.10	2.98	14.72	18.80	18.80	-
Disputed trade receivable - considered good	-	-	-	-	-	-	-	-	-	-
Disputed trade receivable - which have significant increase in credit risk		-	-	0.54	1.63	4.00	15.36	21.53	21.53	-
Disputed trade receivable - credit impaired	-	-	-	-	-	-	-	-	-	-
Total	**17.58**	**839.77**	**417.83**	**15.29**	**5.64**	**8.40**	**31.42**	**1,335.93**	**58.35**	**1,277.58**

As at 31 March 2023	Unbilled	Not Due	< 6 months	6 months to 1 year	1 year to 2 years	2 year to 3 years	> 3 years	Total gross receivables	Expected credit loss	Net receivables
Undisputed trade receivable - considered good	23.82	581.71	245.57	5.28	0.35	-	-	856.73	3.43	853.30
Undisputed trade receivable - which have significant increase in credit risk	-	-	-	3.98	6.61	1.28	1.23	13.10	13.10	-
Undisputed trade receivable - credit impaired	-	-	-	1.10	3.31	8.64	5.75	18.80	18.80	-
Disputed trade receivable - considered good	-	-	-	-	-	-	-	-	-	-
Disputed trade receivable - which have significant increase in credit risk	-	-	-	0.10	2.07	3.80	8.92	14.89	14.89	-
Disputed trade receivable - credit impaired	-	-	-	-	-	-	-	-	-	-
Total	**23.82**	**581.71**	**245.57**	**10.46**	**12.34**	**13.72**	**15.90**	**903.52**	**50.22**	**853.30**

Notes to standalone financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

15 CASH AND CASH EQUIVALENTS

	As at 31 March 2024	As at 31 March 2023
Balances with banks		
In current account#	55.37	80.67
Cash on hand	1.87	1.29
	57.24	**81.96**

#Includes debit balance of working capital facility availed from HDFC Bank Limited amounting to ₹Nil (31 March 2023 ₹24.77) and ICICI Bank Limited amounting to ₹Nil (31 March 2023 ₹44.22).

16 BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS ABOVE

	As at 31 March 2024	As at 31 March 2023
Margin money deposit*	408.06	30.51
Deposits with original maturity of more than 3 months but less than 12 months	605.95	538.32
	1,014.01	**568.83**

*Margin money deposits with carrying amount of ₹408.06 (31 March 2023 ₹30.51) are subject to charge to secure the Company's inland letter of credit and bank guarantees.

17 LOANS

(unsecured, considered good)

	As at 31 March 2024	As at 31 March 2023
Non-current		
Loan to employees	2.88	-
	2.88	**-**
Current		
Loan to employees	5.34	4.41
	5.34	**4.41**

18 OTHER CURRENT FINANCIAL ASSETS

(unsecured, considered good)

	As at 31 March 2024	As at 31 March 2023
Derivatives		
Forward exchange contracts used for hedging	1.23	5.42
Derivative contract for purchase of wheat not designated as hedges	-	1.43
Export incentives receivable	142.65	120.90
Security deposits	1.46	0.80
Claims receivable on export	99.51	9.19
Recoverable from subsidiary	2.52	2.18
Other advances	2.10	1.75
	249.47	**141.67**

Notes to standalone financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

19 OTHER CURRENT ASSETS

(unsecured, considered good)

	As at 31 March 2024	As at 31 March 2023
Advances to suppliers		
-Unsecured and considered good	68.30	139.71
-Consider doubtful	14.94	14.97
Less: Provision for doubtful advances to suppliers	(14.94)	(14.97)
Advance to employees	6.97	2.84
Less: Provision for doubtful advances to employees	(1.55)	(0.78)
Prepaid expenses	34.38	20.13
Prepaid (deferred) expenses for employee benefits	0.23	-
Right to recover returned goods*	10.66	9.66
Balances with statutory/government authorities	74.00	85.10
	192.99	**256.66**

* Denotes sales with right to return.

20 EQUITY SHARE CAPITAL

	As at 31 March 2024	As at 31 March 2023
Authorised		
65,000,000 (As at 31 March 2023: 65,000,000) equity shares of ₹10/- each	650.00	650.00
Issued, subscribed and paid-up		
58,817,474 (as at 31 March 2023: 58,817,474) equity shares of ₹10/- each	588.17	588.17
Less: 40,000 ((as at 31 March 2023: Nil) equity shares of ₹10/- each held by Bector Employee Welfare Trust	(0.40)	-
	587.77	**588.17**

a. Terms and rights attached to equity shares

(i) The Company has issued one class of equity shares having a par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. The equity shareholders are entitled to receive dividend as declared from time to time.

(ii) In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.

b. Reconciliation of number of shares outstanding at the beginning and end of the year :

Particulars	Number of Shares	Amount
Outstanding as at 1 April 2022	58,815,325	588.15
Share based options exercised during the year	2,149	0.02
Outstanding as at 31 March 2023	**58,817,474**	**588.17**
Shares purchased by Bector Employee Welfare Trust	(40,000)	(0.40)
Outstanding as at 31 March 2024	**58,777,474**	**588.17**

Notes to standalone financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

c. Details of shareholders holding more than 5% shares in the Company:

Particulars	As at 31 March 2024		As at 31 March 2023	
	No. of Shares	% holding in the class	No. of Shares	% holding in the class
Equity shares of ₹10 each fully paid				
Anoop Bector	12,561,900	21.37%	12,550,800	21.34%
Anoop Bector (AB Family Trust)	5,999,662	10.21%	5,984,462	10.17%
Ishaan Bector (IB Family Trust)	4,763,111	8.10%	4,763,111	8.10%
Suvir Bector (SB Family Trust)	4,763,111	8.10%	4,763,111	8.10%
SBI Mutual Fund	3,510,614	5.97%	4,650,000	7.91%

d. Promotor Shareholding

Promoter Name	As at 31 March 2024			As at 31 March 2023		
	No. of Shares	% of total shares	% change during the year	No. of Shares	% of total shares	% change during the year
Anoop Bector	12,561,900	21.37%	0.09%	12,550,800	21.34%	0.00%
Anoop Bector HUF	2,005,970	3.41%	0.00%	2,005,970	3.41%	0.00%
Ishaan Bector	5,100	0.01%	0.00%	5,100	0.01%	5000.00%
Rashmi Bector	100	0.00%	0.00%	100	0.00%	0.00%
Suvir Bector	5,100	0.01%	0.00%	5,100	0.01%	5000.00%
Anoop Bector (AB Family Trust)	5,999,662	10.21%	0.25%	5,984,462	10.17%	0.49%
Ishaan Bector (IB Family Trust)	4,763,111	8.10%	0.00%	4,763,111	8.10%	0.00%
Suvir Bector (SB Family Trust)	4,763,111	8.10%	0.00%	4,763,111	8.10%	0.00%
Uday Rameshkumar Aggarwal	400	0.00%	100.00%	-	0.00%	0.00%
Total	**30,104,454**	**51.22%**	**0.09%**	**30,077,754**	**51.14%**	**0.13%**

e. During the five years immediately preceding 31 March 2024 ('the year'), neither any bonus shares have been issued nor any shares have been bought back. Further, no shares have been issued for consideration other than cash.

f. Shares reserved for issue under options

Information relating to Company's option plan, including details of options issued, exercised, and lapsed during the year and options outstanding at the end of the reporting year, is given in note 48.

Notes to standalone financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

21 OTHER EQUITY

		As at 31 March 2024	As at 31 March 2023
a	**Capital reserve**		
	Balance at the beginning of the year	14.37	14.37
	Less: Movement during the year	-	-
	Balance at the end of the year	**14.37**	**14.37**
b	**Securities premium**		
	Balance at the beginning of the year	645.26	644.72
	Add: Share based options exercised during the year	-	0.54
	Less: Securities premium on equity shares held by Bector Employee Welfare Trust	(40.87)	-
	Balance at the end of the year	**604.39**	**645.26**
c	**Retained earnings**		
	Balance at the beginning of the year	3,852.38	3,237.47
	Add: Profit for the year	1,233.20	762.53
	Add: Other comprehensive loss for the year	(2.30)	(0.58)
	Less: Dividends	(176.45)	(147.04)
	Balance at the end of the year	**4,906.83**	**3,852.38**
d	**Share options outstanding account**		
	Balance at the beginning of the year	-	0.30
	Share based expense	2.32	0.03
	Employee stock option exercised during the year	-	(0.17)
	Share based option forfeited during the year	-	(0.16)
	Balance at the end of the year	**2.32**	**-**
e	**ESOP trust reserve**		
	Balance at the beginning of the year	-	-
	Dividend on shares held by Bector Employee Welfare Trust	0.03	-
	Balance at the end of the year	**0.03**	**-**
	Total	**5,527.94**	**4,512.01**

Nature of reserves

Capital reserve

Capital reserve is on account of the business combination transaction as per the Court Scheme dated 04 July 2014.

Securities premium

Securities premium account is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

Retained earnings

Retained earnings comprises of undistributed earnings after taxes.

Other comprehensive income/ (loss)

Remeasurement of defined benefit plans (included in retained earnings)

Remeasurement of defined benefit plans represents the following as per Ind AS 19, employee benefits:

(a) actuarial gains and losses

(b) the return on plan assets, excluding amounts included in net interest on the net defined benefit liability (asset); and

(c) any change in the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability (asset)"

Notes to standalone financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

Share options outstanding account

The share options outstanding account is used to recognize the grant date fair value of options issued to employees under the employee stock option scheme.

	As at 31 March 2024	As at 31 March 2023
Dividends		
The following dividends were declared by the Company during the year:		
Interim Dividend - ₹1.25 per equity share (31 March 2023: ₹1.25)	73.52	73.52
Final Dividend - ₹2.00 per equity share (31 March 2023: ₹1.75)	117.63	102.93
Total	**191.15**	**176.45**
Dividend paid during the year		
Interim Dividend	73.45	73.48
Final Dividend*	102.89	73.45
Total	**176.34**	**146.93**

* Amount due include dividend remaining unpaid. Refer note 28.

The final dividend paid by the Company during the year, which was declared in the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend. The interim dividend declared and paid by the Company during the year and until the date of this audit report is in accordance with section 123 of the Companies Act 2013. As stated in Note 21 to the financial statements, the Board of Directors 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 declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

22 NON-CURRENT BORROWINGS

The share options outstanding account is used to recognize the grant date fair value of options issued to employees under the employee stock option scheme.

	As at 31 March 2024	As at 31 March 2023
Term loans (Refer note (a))		
From banks (Secured)	1,723.10	1,123.09
Vehicle loans (Refer note (a))		
From banks (Secured)	16.93	27.84
From Others (Secured)	3.59	7.63
Total non-current borrowings	**1,743.62**	**1,158.56**
Less: Current maturities of long term debt	(251.11)	(216.01)
Less: Interest accrued	(2.40)	(2.64)
Non-current borrowings	**1,490.11**	**939.91**

Notes to standalone financial statements
for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

(a) Terms and conditions of outstanding borrowings are as follows:

Particulars	ICICI Bank Limited*	HDFC Bank Limited**	Punjab National Bank***	Vehicle loans****	Interest accrued but not due	Total
Principal amount						
As at 31 March 2024	319.60	388.49	1,012.73	20.40	2.40	1,743.62
As at 31 March 2023	454.53	454.57	211.42	35.40	2.64	1,158.56
Year of maturity	2028-29	2027-28	2032-33	2026-27	-	-
Term of repayment	monthly basis	monthly basis	monthly basis	monthly basis	-	-
Nominal Interest rate	8.45% - 8.70%	8.00% - 8.62%	7.55%-7.65%	6.62% - 8.60%	-	-

* The term loan of ICICI Bank Limited is secured by first pari passu charge on all moveable and immovable fixed assets (PPE) both current and future of the Rajpura, Phillaur and Tahliwal plant. These loans are further secured by first pari passu charge on current assets both present and future of the Rajpura, Phillaur and Tahliwal plant.

** The term loan of HDFC Bank Limited is secured by first charge by way of hypothecation on entire fixed assets (PPE) of the Greater Noida unit. These loans are further secured by way of collateral security of equitable mortgage of factory land measuring 18,720 Sqm situated at 11- A, Udyog Vihar, Greater Noida.

*** The term loan of PNB Bank Limited is secured by pari passu charge shared by ICICI Bank on reciprocal basis on all moveable and immovable fixed assets (PPE) of the Rajpura, Phillaur and Tahliwal plant.

These loans are further secured by equitable mortgage of immovable property situated at Industrial Plot No. 2, Integrated Industrial Park, Pithampur, Dhar, Indore alongwith hypothecation of movable fixed assets of Indore plant. Additionally these loans are secured by hypothecation of movable fixed assets of Bhiwadi plant.

**** Vehicle loans taken from banks and others are secured by hypothecation of respective vehicles.

Term Loans

Name of the lender	Penalty Clause	Prepayment
ICICI Bank Limited	Default interest Rates in respect of Domestic term loans : In case of any delay in the repayment of principal installment or payment of interest, charges or other monies due on the facility, default interest rate shall be levied at Documented Rate +2% per annum payable monthly, from the due date till such time the overdue amount is paid. Default interest Rates in respect of International term loans : In case of any delay in the repayment of principal installment or payment of interest, charges or other monies due on the facility, default interest rate shall be levied at Documented Rate + 2% per annum payable monthly, from the due date till such time the overdue amount is paid.	1% of the prepayment amount
Punjab National Bank	Additional/penal interest @ 2% be charged on the default amount over and above the the normal rate of interest.	2% of the prepayment amount

23 NON-CURRENT PROVISIONS

	As at 31 March 2024	As at 31 March 2023
Provision for employee benefits		
Compensated absences	19.26	18.44
Gratuity (refer note 46)	30.20	27.76
	49.46	**46.20**

Notes to standalone financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

24 INCOME TAX

A. Amounts recognised in profit or loss

	For the year ended 31 March 2024	For the year ended 31 March 2023
Current tax expense		
Current year	420.91	256.88
Tax adjustment for earlier years	(1.68)	(2.49)
	419.23	**254.39**
Deferred tax credit		
Changes in recognised temporary differences	0.36	3.09
	0.36	**3.09**
Total Tax Expense	**419.59**	**257.48**

B. Amounts recognised in Other Comprehensive Income

	For the year ended 31 March 2024			For the year ended 31 March 2023		
	Before tax	Tax Expense	Net of tax	Before tax	Tax Expense	Net of tax
Defined benefit plan	(3.07)	0.77	(2.30)	(0.77)	0.19	(0.58)
Total	**(3.07)**	**0.77**	**(2.30)**	**(0.77)**	**0.19**	**(0.58)**

C. Reconciliation of effective tax rate

	For the year ended 31 March 2024		For the year ended 31 March 2023	
	Rate	Amount	Rate	Amount
Profit before tax from continuing operations	25.17%	1,652.79	25.17%	1,020.01
Tax using the Company's domestic tax rate		415.97		256.72
Tax effect of:				
Non-deductible expenses	0.31%	5.18	0.37%	3.76
Tax adjustments related to earlier years	-0.10%	(1.68)	-0.24%	(2.49)
Others	0.01%	0.12	-0.05%	(0.51)
Tax expense	**25.39%**	**419.59**	**25.24%**	**257.48**

D. Movement in deferred tax balances

	As at 1 April 2023	Recognized in P&L	Recognized in OCI	As at 31 March 2024
Deferred Tax Liability				
Property, plant and equipment	174.55	8.16	-	182.71
Right-of-use assets	14.54	34.87	-	49.41
Sub- Total (a)	**189.09**	**43.03**	**-**	**232.12**
Deferred Tax Assets				
Provisions - employee benefits	29.62	2.24	0.77	32.63
Allowances on doubtful receivables and advances	16.60	1.85	-	18.45
Deferred income on grants	24.84	6.64	-	31.48
Lease liabilities	15.88	35.26	-	51.14
Others	7.80	(3.32)	-	4.48
Sub- Total (b)	**94.74**	**42.67**	**0.77**	**138.18**
Deferred tax Liabilities (net) (a)-(b)	**94.35**	**0.36**	**(0.77)**	**93.94**

Notes to standalone financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

	As at 1 April 2022	Recognized in P&L	Recognized in OCI	As at 31 March 2023
Deferred Tax Liability				
Property, plant and equipment	176.21	(1.66)	-	174.55
Right-of-use assets	16.74	(2.20)	-	14.54
Sub- Total (a)	**192.95**	**(3.86)**	**-**	**189.09**
Deferred Tax Assets				
Provisions - employee benefits	30.89	(1.46)	0.19	29.62
Allowances on doubtful receivables and advances	19.33	(2.73)	-	16.60
Deferred income on grants	26.55	(1.71)	-	24.84
Lease liabilities	17.61	(1.73)	-	15.88
Others	7.12	0.68	-	7.80
Sub- Total (b)	**101.50**	**(6.95)**	**0.19**	**94.74**
Deferred tax Liabilities (net) (a)-(b)	**91.45**	**3.09**	**(0.19)**	**94.35**

25 OTHER NON-CURRENT LIABILITIES

	As at 31 March 2024	As at 31 March 2023
Deferred income on government grants	100.70	81.42
	100.70	**81.42**

The Company was awarded grants under Export Promotion Capital Goods Scheme (EPCG), Technology Upgradation, Establishment, Modernisation of Food Processing Industries under NMFP, Scheme for Cold Chain and Value Addition Infrastructure and Scheme of Creation/ Expansion of Food Processing & Preservation Capacities (CEFPPC) of Pradhan Mantri Kisan Sampada Yojana (PMKSY). The company has received grant of ₹50 million during the current year under PMKSY scheme for Rajpura plant. The grants received in earlier years were conditional upon fulfillment of export obligations in case of EPCG purchase of specified plant and machinery in a specified region. The amount received under grants is recognised as deferred income and is being amortised over the useful life of the plant and machinery in proportion in which the related depreciation expense is recognised.

26 CURRENT BORROWINGS

	As at 31 March 2024	As at 31 March 2023
Loans from banks repayable on demand (secured)*	504.55	50.98
Current maturities of long-term debt (refer note 22)	251.11	216.01
	755.66	**266.99**

* The Company has taken working capital limits from HDFC Bank Limited against fixed deposits. The facilities availed from HDFC Bank Limited carries floating rate of interest @ FD rate + 0.30% ranging from 7.49% to 7.55% per annum (MCLR + 0.30% @ 7.20% per annum for the year ended 31 March 2023). (Refer Note 15 cash and cash equivalents).

The Company has also taken the working capital limits from ICICI Bank Limited which are secured by first pari passu charge on all moveable and immovable fixed assets (PPE) both current and future of the Rajpura, Phillaur and Tahliwal plant. These loans are further secured by first pari passu charge on current assets both present and future of the Rajpura, Phillaur and Tahliwal plant. The facilities availed from ICICI Bank Limited carries floating rate of interest @ Repo rate + 3.00% spread ranging from 7.60% to 8.62% per annum (Repo rate + 3.00% spread ranging from 6.00% to 8.37% per annum for the year ended 31 March 2023).

The Company has also taken working capital limits from Axis Bank Limited against fixed deposits during the previous year. The facilities availed from Axis Bank Limited carries floating rate of interest @ Nil per annum (FD rate + 0.05-0.10% @ 5.96% per annum for the year ended 31 March 2023).

Notes to standalone financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

Name of the lender	Penalty Clause
ICICI Bank Limited	In event of default, bank is either of facility at liberty to recall all the facility extended to the company. 1 % (The rate will be over and deemed to be an event of above the interest rate of the default for all other facility facility) on the limit amount for the delayed period will be charged for the company for the default period.
HDFC Bank Limited	The bank reserves the right to charge an additional 2% per annum interest rate over and above the normal interest rate on the outstanding amount in case of non-submission of renewal documents. Commitment charges @0.50% per annum to be charged on quarterly basis on the entire unutilized portion if average utilization is less than 60%.

27 TRADE PAYABLES

	As at 31 March 2024	As at 31 March 2023
Trade payables		
Total outstanding dues of micro enterprises and small enterprises*	83.24	94.32
Total outstanding dues of creditors other than micro enterprises and small enterprises**	919.27	634.73
	1,002.51	**729.05**

Trade payable ageing schedule

As at 31 March 2024	Unbilled	Not Due	< 1 year	1 year to 2 years	2 year to 3 years	> 3 years	Total
Total outstanding dues of micro and small enterprises	-	57.76	23.86	0.76	0.02	0.84	83.24
Total outstanding dues of creditors other than micro and small enterprises	263.80	439.77	213.40	1.00	0.62	0.68	919.27
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro and small enterprises	-	-	-	-	-	-	-
Total	**263.80**	**497.53**	**237.26**	**1.76**	**0.64**	**1.52**	**1,002.51**

As at 31 March 2023	Unbilled	Not Due	< 1 year	1 year to 2 years	2 year to 3 years	> 3 years	Total
Total outstanding dues of micro and small enterprises	-	57.84	36.44	0.04	-	-	94.32
Total outstanding dues of creditors other than micro and small enterprises	231.53	264.60	136.97	0.79	0.20	0.64	634.73
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro and small enterprises	-	-	-	-	-	-	-
Total	**231.53**	**322.44**	**173.41**	**0.83**	**0.20**	**0.64**	**729.05**

* Refer note 45 for disclosures required under MSMED Act.

**Includes dues to related parties (refer note 47)

Notes to standalone financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

28 OTHER FINANCIAL LIABILITIES

	As at 31 March 2024	As at 31 March 2023
Interest accrued	3.80	2.96
Capital creditors		
Total outstanding dues of micro enterprises and small enterprises*	31.75	21.01
Total outstanding dues of creditors other than micro enterprises and small enterprises	85.39	32.54
Unpaid dividends	0.35	0.24
Security and other trade deposits	69.21	54.38
Payable to subsidiary	-	3.00
Advances from customers	2.38	-
Employee payable#	182.81	-
CSR unspent amount	6.11	-
Other- unapplied receipts	4.33	-
	386.13	**114.13**

* Refer note 45 for disclosures required under MSMED Act.

#Includes dues to related parties (refer note 47)

29 OTHER CURRENT LIABILITIES

	As at 31 March 2024	As at 31 March 2023
Deferred income		
Government grants (refer note 25)	24.39	17.26
Contract Liability		
Advances from customers *	78.06	171.62
Refund liability *	14.21	15.82
Statutory dues payable	33.63	26.37
Employee payable#	-	164.24
	150.29	**395.31**

*The amount of ₹185.88 (31 March 2023 : 58.83) included in contract liabilities at 31 March 2023 has been recognised as revenue during the year ended 31 March 2024.

#Includes dues to related parties (refer note 47)

Notes to standalone financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

30 CURRENT PROVISIONS

	As at 31 March 2024	As at 31 March 2023
Provision for employee benefits:		
Compensated absences	9.58	7.94
Gratuity (refer note 46)	27.99	23.07
Others:		
Provision for litigation (refer note (a))	10.31	27.74
	47.88	**58.75**
a. Provision for litigation*		
Balance at the commencement of the year	27.74	26.49
Add: Provision made during the year	1.25	1.41
Less: Provision utilised/reversed during the year	(18.68)	(0.16)
Balance at the end of the year	**10.31**	**27.74**

*refer note 42A(c) for details of pending litigation.

31 CURRENT TAX LIABILITIES (NET)

	As at 31 March 2024	As at 31 March 2023
Income tax (net of advance tax)	0.05	8.24
	0.05	**8.24**

32 REVENUE FROM OPERATIONS

	For the year ended 31 March 2024	For the year ended 31 March 2023
Sale of products	14,234.89	11,745.70
Sale of services		
Job work income*	547.05	543.73
Total (A)	**14,781.94**	**12,289.43**
Other operating revenue		
Export incentives #	158.62	133.50
Income from lease rentals*	64.02	68.71
Sale of scrap	109.10	79.76
Others	3.80	71.77
Total (B)	335.54	353.74
Total revenue from operations (A + B)	**15,117.48**	**12,643.17**

Notes to standalone financial statements
for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

a. Reconciliation of revenue recognized with the contracted price is as follows:

	For the year ended 31 March 2024	For the year ended 31 March 2023
Contracted price	15,720.19	13,006.28
Reductions towards variable consideration components (discounts, rebates and others)	938.25	716.85
Revenue recognised	**14,781.94**	**12,289.43**

b. Contract Balances

The contract liabilities primarily relate to the advance consideration received from customers for which revenue is recognized when the performance obligation is satisifed. Advance collection is recognised when payment is received before the related performance obligation is satisfied. This includes advances received from the customer towards sale of goods. Revenue is recognised once the performance obligation is met i.e. on sale of goods.

	As at 31 March 2024	As at 31 March 2023
Contract liabilities		
- Advances from customers	80.44	171.62
- Refund liability	14.21	15.82
Contract Assets		
- Receivables, which are included in trade receivables	64.61	79.66

Invoices are usually payable within 20-90 days.

Note: Considering the nature of business of the Company, the above contract liabilities are generally materialised as revenue and contract assets are converted into cash/trade receivables within the same operating cycle.

c. Timing of revenue recognition

	As at 31 March 2024	As at 31 March 2023
Revenue transferred at point in time	14,234.89	11,745.70
Revenue transferred over time	547.05	543.73
	14,781.94	**12,289.43**

#The Company has accrued following export incentives of ₹158.62 (31 March 2023 ₹133.50).

a) Duty Free Import Authorization of ₹158.62 (31 March 2023 ₹133.50)

* Also refer note 44

33 OTHER INCOME

	As at 31 March 2024	As at 31 March 2023
Interest income from financial assets at amortized cost	67.33	37.22
Interest income from others	1.58	0.91
Net gain on account of foreign exchange fluctuations	57.11	51.89
Government grants (refer note 25)	23.60	19.78
Net profit on sale/write off of property, plant and equipment	2.31	2.93
Liabilities no longer required written back	19.42	-
Miscellaneous income *	3.26	3.40
	174.61	**116.13**

* Also refer note 44

Notes to standalone financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

34 COST OF MATERIALS CONSUMED

	As at 31 March 2024	As at 31 March 2023
Raw materials (including purchased components and packing material consumed)		
Opening inventories	421.24	475.53
Add: Purchases (net)	7,956.59	6,824.34
Less: Closing inventories	552.82	421.24
	7,825.01	**6,878.63**

35 PURCHASE OF STOCK-IN-TRADE

	As at 31 March 2024	As at 31 March 2023
Purchase of stock-in-trade	332.62	230.42
	332.62	**230.42**

36 CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN- TRADE AND WORK-IN-PROGRESS

	As at 31 March 2024	As at 31 March 2023
Opening inventories		
Finished goods	337.70	262.84
Work-in-progress	0.84	1.46
Total (A)	**338.54**	**264.30**
Closing inventories		
Finished goods	418.39	337.70
Work-in-progress	0.33	0.84
Stock-in-trade	0.23	-
Total (B)	**418.95**	**338.54**
Total (A-B)	**(80.41)**	**(74.24)**

37 EMPLOYEE BENEFITS EXPENSE

	As at 31 March 2024	As at 31 March 2023
Salaries and wages	1,933.36	1,417.07
Contribution to provident and other funds (refer note 46)	70.23	66.84
Share-based payment to employees (refer note 48)	2.32	(0.13)
Staff welfare expenses	42.33	34.49
	2,048.24	**1,518.27**

Notes to standalone financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

38 FINANCE COSTS *

	As at 31 March 2024	As at 31 March 2023
Interest expense on financial liabilities measured at amortised cost :		
Loan from banks	90.94	78.81
Lease liabilities (refer note 5)	9.45	4.24
Others#	17.99	45.90
	118.38	**128.95**

* Also refer note 4

It majorly includes bill discounting charges etc.

39 DEPRECIATION AND AMORTISATION EXPENSE

	As at 31 March 2024	As at 31 March 2023
Depreciation on property, plant and equipment	555.73	475.21
Depreciation on right-of-use-assets (refer note 5)	23.42	15.56
Amortisation on intangible assets	0.36	0.46
	579.51	**491.23**

40 OTHER EXPENSES

	As at 31 March 2024	As at 31 March 2023
Rent (refer note 5 and note 44) #	37.00	25.80
Rates and taxes #	27.97	20.79
Power and fuel #	637.58	602.98
Repair and maintenance:		
Plant and machinery	86.53	62.08
Buildings	5.31	5.61
Others	5.19	7.91
Job work charges	43.58	20.39
Travelling and conveyance #	163.78	131.83
Payment to auditor (refer note (a) below)	8.72	8.42
Legal and professional fees #	84.51	29.53
Printing and stationery	6.66	5.11
Advertisement and sales promotion	328.07	218.71
Consumption of stores and spare parts #	45.75	50.42
Commission and brokerage #	7.40	6.20
Communication costs	15.72	10.66
Directors' remuneration and sitting fees*	-	95.68
Freight and forwarding	1,183.48	1,163.85
Insurance #	30.07	25.43
Allowances on trade receivable and other advances	8.95	7.68
Net change in fair value of financial assets at FVTPL	1.08	-
Bank charges #	3.46	3.38
Expenditure on Corporate social responsibility (refer note 52)	18.82	13.43
Miscellaneous expenses #	66.32	50.14
	2,815.95	**2,566.03**

* Director remuneration and sitting fees paid to directors for year ended 31 March 2024 has been clubbed under employee benefits expense (refer note 37).

Notes to standalone financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

(a) Payment to auditors

	As at 31 March 2024	As at 31 March 2023
As auditor		
Statutory audit	5.80	5.38
Limited review	1.80	1.72
Certification	0.35	0.70
Reimbursement of expenses	0.77	0.62
	8.72	**8.42**

Also refer note 4

41 EARNING PER SHARE (EPS)

		As at 31 March 2024	As at 31 March 2023
A.	**Basic earnings per share**		
i.	Profit for basic earning per share of ₹10 each		
	Profit for the year	1,233.20	762.53
ii.	Weighted average number of equity shares for (basic)	58.81	58.82
	Basic Earnings per share (face value of ₹10 each)	**20.97**	**12.96**
B.	**Diluted earnings per share**		
i.	Profit for diluted earning per share of ₹10 each		
	Profit for the year	1,233.20	762.53
ii.	Weighted average number of equity shares for (diluted)	58.85	58.82
	Diluted Earnings per share (face value of ₹10 each)	**20.96**	**12.96**

42 CONTINGENT LIABILITIES, CONTINGENT ASSETS AND COMMITMENTS

		As at 31 March 2024	As at 31 March 2023
A.	**Contingent Liabilities**		
	On the basis of current status of below-mentioned individual cases and as per legal advice obtained by the Company, wherever applicable, the Company is confident that the outcome in the below cases would be in the favour of the Company and is of view that no provision is required in respect of these cases.		
	a. Claims against the Company not acknowledged as debts (The Company expects a favorable outcome against all the cases):		
	I) Income Tax related matters	**32.41**	**38.10**
	i) Relating to Income tax demand on certain disallowance for AY 2010-11*	0.00	0.00
	ii) Relating to Income tax demand on certain disallowance for AY 2011-12	0.13	0.13
	iii) Relating to Income tax demand on certain disallowance for AY 2013-14	1.83	1.83
	iv) Relating to Income tax demand on certain disallowance for AY 2015-16	0.18	0.18
	v) Relating to Income tax demand on certain disallowance for AY 2017-18	28.89	28.89
	vi) Relating to Income tax demand on certain disallowance for AY 2018-19	-	7.07
	vii) Relating to Income tax demand on certain disallowance for AY 2020-21	1.38	-

*The total amount of income tax demand in absolute value is ₹4,238, but for reporting purpose rounded upto ₹0.00 million.

Notes to standalone financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

		As at 31 March 2024	As at 31 March 2023
	II) Sales tax related matters		
	i) Sales Tax demand for assessment year 2005-06 on account of Input Tax Credit not reversed against branch transfer and benefit of deferred payment of tax on CST sales in the state of Himachal Pradesh	-	3.01
	ii) Sales Tax demand for assessment year 2006-07 on account of Input Tax Credit not reversed against branch transfer and benefit of deferred payment of tax on CST sales in the state of Himachal Pradesh	4.83	4.83
	III) Civil matters		
	i) Stamp duty case for the plot taken on 99 years lease in Noida	9.10	9.10
b.	**Others**		
	Differential amount of Customs Duty payable by the Company in case of non fulfilment of export obligation against the import of capital goods made at concessional rate of duty. Based on the past sales performance and the future sales plan, management is quite hopeful to meet out the obligations by executing the required volume of exports in future.	18.65	5.57
	Customs Duty saved against Bonded Manufacturing Scheme (MOOWR scheme) on import of capital goods. The Company has submitted bonds to government of ₹389.88 million (previous year - ₹308.90 million) which represents three times of duty saved. Duty will be payable in case of domestic sale of capital goods. Based on Company's assessment of use of capital goods, management is quite hopeful that liability will not arise for the same.	129.82	102.83
	Impact of bonus due to retrospective amendment in the Payment of Bonus Act, 1965 for the financial year 2014-15 since matter is sub-judice in similar case.	10.27	10.27

The Company had entered into lease agreement with M.P Audyogik Kendra Vikas Nigam Indore Ltd (authorities) on 12 Feb 2018 for lease of land in Industrial Park, District Dhar (M.P), possession for which was received by the Company on 21 March 2018. Subsequently basis discussion the MPIDC officials, Company has filed a fresh extension letter on 24 May 2022 wherein it proposed to commence construction of the boundary wall in August 2022 and to commence commercial production from December 2023. The Board of Directors in its meeting held on 28 May 2022 have approved the aforesaid revised plan for construction of the manufacturing facility with proposed date of operation as 30 April 2024 which has been accepted by MPIDC vide its letter dated 18 October 2022. Further in current year, Company has submitted letter vide dated 13 December 2023 with revised cost of project and extension of date of production i.e. completion of Building by June 2024 and commencement of operations from September 2024. Company is confident that it will be able to obtain extension as may be required in due course without any significant penalty / charge levied by MPIDC.

The Company had deposited ₹3.00 under protest as a result of search proceeding performed by Superintendent CGST, Gautam Budh Nagar in which it was alleged that Kulcha and Buns should be subject to Goods and Services Tax. The Company has taken a legal opinion basis which it does not expect any liability to arise in this matter and will be making application for refund of amount paid under protest in near term.

c. Other pending litigations

(a) The Company had obtained a stay against Punjab VAT Act levying entry tax on Furnace Oil on the basis of High Court judgment delivered on the same point in an another case which is pending before Supreme Court. The estimated amount of tax and interest thereon upto 31 March 2024 of ₹5.43 (31 March 2023 ₹5.13) (including interest of ₹3.74 (31 March 2023 ₹3.44)) has been provided in the books of accounts.

(b) A demand of ₹2.37 and ₹3.75 related with FY 2008-09 and FY 2009-10 respectively was pending with DETC, Ludhiana. The matter was related with input tax credit claimed by assessee on purchase of HSD. The Company had demanded to start the proceeding without depositing the 25% of amount demanded. The department rejected the appeal of the Company. The Company filed the writ petition in High Court which accepted the contention of assessee & remanded the case back to DETC, Ludhiana. During the year ended 31 March 2024, the Company has opted for the Punjab One Time Settlement Scheme for recovery of outstanding dues 2023 and paid ₹2.74 as full and final settlement towards the tax liability as against ₹18.68 provision

Notes to standalone financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

in the books of account. Accordingly, an amount of ₹15.02 has been written back and disclosed under "Liabilities no longer required written back" in Other Income and an amount of ₹0.92, representing interest accrued on the principal amount for the current year, has been netted from "Others" in Finance costs. The Company had created the provision in books for amount demanded and has also accrued the interest @ 1.5% per month. The estimated amount of sales tax as at 31 March 2023 was 6.63 and ₹11.13 (including interest of ₹4.26 and ₹7.38) which was provided in the books of accounts.

(c) A demand of ₹1.91 (31 March 2023 ₹1.91), 1.60 (31 March 2023 ₹1.60), 0.09 (31 March 2023 ₹0.09) and 0.16 (31 March 2023 ₹0.16) for assessment year 2013-14, 2014-15, 2016-17 and 2017-18 respectively on account of pending C forms and F forms raised by Deputy Commissioner, Gautam Budh Nagar Noida, Uttar Pradesh pending to be deposited with the sales tax department has been provided for in the books of accounts.

(d) A demand of ₹0.12 (31 March 2023 ₹0.12), 0.82 (31 March 2023 ₹0.82) and 0.15 (31 March 2023 ₹0.15) for assessment year 2011-12, 2012-13 and 2013-14 respectively on account of pending C forms and F forms raised by VAT Officer, Delhi pending to be deposited with the sales tax department has been provided for in the books of accounts.

(e) A demand of ₹0.03 (31 March 2023 Nil) for assessment year 2016-17 on account of mismatch in ITC raised by Excise Taxation Officer, Ludhiana, Punjab pending to be deposited with the sales tax department has been provided for in the books of accounts.

d. Pursuant to recent judgement by the Hon'ble Supreme Court dated 28 February 2019, it was held that basic wages, for the purpose of provident fund, to include special allowances which are common for all employees. However, there is uncertainty with respect to the applicability of the judgement and year from which the same applies. The Company has assessed that there was no impact of the same for current year since provident fund was already deducted on such special allowance for current year. Owing to the aforesaid uncertainity and pending clarification from the authorities in this regard, the Company had not recognised any provision for the years prior to 28 February 2019. Further, management also believes that the impact of the same on the Company will not be material."

B. Contingent Assets

The Company does not have any contingent asset as on 31 March 2024 (₹Nil as on 31 March 2023).

C. Commitments

Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for ₹731.66 (as on 31 March 2023 ₹243.37).

43 SEGMENT REPORTING

Basis for segmentation

Segment information is presented in respect of the Company's key operating segments. The operating segments are based on the Company's management and internal reporting structure.

Operating Segments

The Company's Board of directors have been identified as the Chief Operating Decision Maker ('CODM'), since they are responsible for all major decisions with respect to the preparation and execution of business plan, preparation of budget, planning, alliance, merger and acquisition, and expansion of any new facility.

In the opinion of the Board, there is only one reportable segment ("Revenue from food products"). Accordingly, no separate disclosure for segment reporting is required to be made in the financial statements of the Company.

Notes to standalone financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

Entity wide disclosures

A. Information about products and services

i) Revenue comprises :

	For the year ended 31 March 2024	For the year ended 31 March 2023
Revenue from food products*	14,781.94	12,289.43
Total	**14,781.94**	**12,289.43**

*excludes other operating revenues.

B. Information about geographical areas

The geographical information analyses the Company's revenues by the Company's country of domicile (i.e. India) and other countries. In presenting the geographical information, segment revenue has been based on the geographic location of customers. The following is the distribution of the Company's revenues and receivables by geographical market, regardless of where the goods were produced:

i) Revenue from external customers:

	For the year ended 31 March 2024	For the year ended 31 March 2023
Within India	9,967.63	8,696.17
Outside India	4,814.31	3,593.26
Total	**14,781.94**	**12,289.43**

ii) Receivables

	As at 31 March 2024	As at 31 March 2023
Within India	659.66	540.78
Outside India	617.92	312.52
Total	**1,277.58**	**853.30**

iii) Non-current assets

The Company has common non-current assets for producing goods/ providing services to domestic and overseas markets. Hence, separate figures for other assets/ additions to property, plant and equipment have not been furnished.

C. Information about major customers (from external customers)

During the year ended 31 March 2024, Company does not have transactions with any single external customer having 10% or more of its revenue. (₹Nil for the year ended 31 March 2023).

D. Disaggregation of revenue

In the following table, revenue is disaggregated by major products/service lines and timing of revenue recognition.

Contract	For the year ended 31 March 2024	For the year ended 31 March 2023
6 months or Less	14,781.94	12,289.43
Total	**14,781.94**	**12,289.43**
Major product/ service line		
Sale of products	14,234.89	11,745.70
Sale of services		
Job work income	547.05	543.73
Total revenue	**14,781.94**	**12,289.43**

Notes to standalone financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

E. Contract balances

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers

Duration	As at 31 March 2024	As at 31 March 2023
Receivables, which are included in trade receivables	64.61	79.66
Contract liabilities	80.44	171.62
Refund liability	14.21	15.82

44 LEASES

A. Leases as lessee

a) The Company has taken various residential, office, warehouse and shop premises under lease agreements.

b) The aggregate lease rentals payable are disclosed in note 5 and note 40.

i. Leases as lessor

Operating leases

The Company has leased out a part of its building, plant and machinery under a job work arrangement. In addition, certain office premises have also been leased out. All these arrangements are under short term cancelable operating leases of less than 12 months.

Amounts recognised in profit or loss

During the year ended 31 March 2024, lease rentals of ₹64.15 (31 March 2023: ₹68.84) have been included in other operating revenue / other income (refer note 32 and 33). There is a contingency attached to the future lease income and are therefore can not be ascertained.

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Income generated from lease of building, plant and machinery under job work arrangement	64.02	68.71
Income generated from office premises lease	0.13	0.13

45 The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondences with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Accordingly, the disclosure in respect of amounts payable to such enterprises as at the year end has been made in the financial statements based on information available with the Company as under:

	As at 31 March 2024	As at 31 March 2023
Principal amount remaining unpaid to any supplier as at the end of the year		
Trade payables	82.02	93.31
Capital creditors	26.32	16.37
Interest due thereon remaining unpaid to any supplier as at the end of the year		
Trade payables	1.22	1.01
Capital creditors	5.43	4.64
The amount of interest paid in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	-	-

Notes to standalone financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

	As at 31 March 2024	As at 31 March 2023
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
The amount of interest accrued and remaining unpaid at the end of the year		
Trade payables	1.22	1.01
Capital creditors	5.43	4.64
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.		
Trade payables	1.22	1.01
Capital creditors	5.43	4.64

46 EMPLOYEE BENEFITS

The Company contributes to the following post-employment defined benefit plans.

(i) Defined Contribution Plans:

Provident fund

The Company makes contribution towards provident fund for employees. The Company's contribution to the Employees Provident Fund is deposited to the government under the Employees Provident Fund and Miscellaneous Provisions Act, 1952.The contribution payable to the plan by the Company is at the rate specified under the Employees Provident Fund and Miscellaneous Provisions Act, 1952.

During the year, the Company has recognised the following amounts in the Statement of Profit and Loss (included in note 37- Employee benefits expense):

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Contribution to provident fund	70.23	57.42

(ii) Defined benefit plan:

Gratuity

The Company operates a post-employment defined benefit plan for Gratuity. This plan entitles an employee to receive half month's salary for each year of completed service at the time of retirement/exit. This scheme is funded by the plan assets. The employee's gratuity fund scheme is managed by Life Insurance Corporation of India and State Bank of India Life Insurance. The scheme provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service or part thereof in excess of 6 months subject to no ceiling. Vesting occurs upon completion of 5 years of service. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognize each year of service as giving rise to additional employee benefit entitlement and measures each unit separately to build up the final obligation."

The most recent actuarial valuation of plan assets and the present value of the defined benefit obligation for gratuity were carried out as at 31 March 2024 and 31 March 2023. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

Notes to standalone financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

A. Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity plan and the amounts recognised in the Company's financial statements as at balance sheet date:

Particulars	As at 31 March 2024	As at 31 March 2023
Net defined benefit liability		
Liability for gratuity	58.19	50.83
Total employee benefit liability	**58.19**	**50.83**
Non-current	30.20	27.76
Current	27.99	23.07

B. Movement in net defined benefit (asset) liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (assets)/ liability and its components:

Particulars	For the year ended 31 March 2024		
	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/ liability
Balance as at 1 April 2023	**128.82**	**77.99**	**50.83**
Included in Profit or Loss			
Current service cost	18.35	-	18.35
Interest cost (income)	9.47	5.74	3.73
	27.82	**5.74**	**22.08**
Included in OCI			
Remeasurement loss (gain)			
- financial assumptions	0.95	(0.21)	1.16
- demographic adjustments	0.30	-	0.30
- experience adjustment	1.61	-	1.61
	2.86	**(0.21)**	**3.07**
Other			
Contributions paid by the employer	-	5.00	(5.00)
Benefits paid	(12.86)	(0.07)	(12.79)
	(12.86)	**4.93**	**(17.79)**
Balance as at 31 March 2024	**146.64**	**88.45**	**58.19**

Notes to standalone financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

Particulars	For the year ended 31 March 2023		
	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/ liability
Balance as at 1 April 2022	**117.71**	**68.10**	**49.61**
Included in Profit or Loss			
Current service cost	15.56	-	15.56
Interest cost (income)	8.50	4.92	3.58
Past service cost	-	-	-
	24.06	**4.92**	**19.14**
Included in OCI			
Remeasurement loss (gain)			
- financial assumptions	(2.03)	(0.22)	(1.81)
- demographic adjustments	(0.25)	-	(0.25)
- experience adjustment	2.83	-	2.83
	0.55	**(0.22)**	**0.77**
Other			
Contributions paid by the employer	-	5.37	(5.37)
Benefits paid	(13.50)	(0.18)	(13.32)
	(13.50)	**5.19**	**(18.69)**
Balance as at 31 March 2023	**128.82**	**77.99**	**50.83**

C. Plan assets

Plan assets comprise of the following

Particulars	As at 31 March 2024	As at 31 March 2023
Investments with Life insurance corporation	87.47%	86.73%
Investments with SBI life insurance	12.53%	13.27%

The assets managed are highly liquid in nature and the Company does not expect any significant liquidity risk.

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion, business plan, HR policy and other relevant factors on long term basis as provided in relevant accounting standard.

The overall expected rate of return on assets is determined based on the actual rate of return during the current year.

On an annual basis, an asset-liability matching study is done by the Company whereby the Company contributes the net increase in the actuarial liability to the plan manager in order to manage the liability risk.

Notes to standalone financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

D. Actuarial assumptions

a) Economic assumptions

The following were the principal actuarial assumptions at the reporting date. The discount rate is generally based upon the market yields available on Government bonds at the accounting date relevant to currency of benefit payments for a term that matches the liabilities. Salary growth rate is company's long term best estimate as to salary increases & takes account of inflation, seniority, promotion, business plan, HR policy and other relevant factors on long term basis as provided in relevant accounting standard. These valuation assumptions are as follows:-

Particulars	As at 31 March 2024	As at 31 March 2023
Discount rate	7.22%	7.36%
Expected rate of future salary increase	7.00%	7.00%

b) Demographic assumptions

Attrition rates are the company's best estimate of employee turnover in future determined considering factors such as nature of business & industry, retention policy, demand & supply in employment market, standing of the company , business plan, HR Policy etc. as provided in the relevant accounting standard. Attrition rates as given below have been received as input from the company.

Particulars	As at 31 March 2024	As at 31 March 2023
i. Retirement age (years)	58	60
ii. Mortality rates inclusive of provision for disability	100% of IALM (2012 - 14)	
iii. Attrition at Ages	Withdrawal rate (%)	Withdrawal rate (%)
Upto 30 years	20.00%	20.00%
From 31 to 44 years	15.00%	15.00%
Above 44 years	13.00%	13.00%

E. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

Particulars	As at 31 March 2024		As at 31 March 2023	
	Increase	Decrease	Increase	Decrease
Discount rate (0.50% movement)	(3.19)	3.35	(3.00)	3.15
Expected rate of future salary increase (0.50% movement)	3.23	(3.12)	3.01	(2.90)

Sensitivities due to mortality and withdrawals are not material and hence impact of change has not been calculated.

Sensitivities as rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable.

Notes to standalone financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

F. **Expected maturity analysis of the defined benefit plans in future years**

Particulars	As at 31 March 2024	As at 31 March 2023
Duration of defined benefit payments		
Less than 1 year	27.99	23.07
Between 1-2 years	22.33	15.41
Between 2-5 years	42.50	37.92
Over 5 years	53.82	52.42
Total	**146.64**	**128.82**

The weighted average duration of the defined benefit plan obligation at the end of the reporting year is 5.43 years (31 March 2023: 5.63 years).

Expected contribution to post-employment benefit plans in the next year is ₹26.13 (31 March 2023: ₹21.75).

G. **Description of Risk Exposures:**

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such company is exposed to various risks as follow-

a) Salary Increases- Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.

b) Investment Risk – If Plan is funded then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.

c) Discount Rate: Reduction in discount rate in subsequent valuations can increase the plan's liability.

d) Mortality & disability – Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.

e) Withdrawals – Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability."

(iii) Other long-term employee benefits:

The Company provides for compensated absences to its employees. The employees can carry-forward a portion of the unutilised accrued compensated absences and utilise it in future service years or receive cash compensation on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of the year in which the employees render the related service and are also not expected to be utilized wholly within twelve months after the end of such year, the benefit is classified as a long-term employee benefit. During the year ended 31 March 2024, the Company has incurred an expense on compensated absences amounting to ₹10.65 (31 March 2023 ₹12.25). The Company determines the expense for compensated absences basis the actuarial valuation of the present value of the obligation, using the Projected Unit Credit Method.

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for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

47 RELATED PARTIES

A. Related parties and nature of relationship where control exists:

Subsidiaries

Bakebest Foods Private Limited

Mrs. Bectors English Oven Limited

Mrs. Bectors Food International (FZE)

Associate

Cremica Agro Foods Limited

CSR Trust

Mrs. Bector Foundation

ESOP Trust

Bector Employee Welfare Trust

B. Key Managerial Personnel (KMP)

Anoop Bector	Managing Director
Ishaan Bector	Director
Suvir Bector	Director
Manu Talwar	CEO w.e.f. 2 May 2022
Parveen Kumar Goel	Whole-time Director (CFO till 11 August 2023)
Arnav Jain	CFO w.e.f. 11 August 2023
Subhash Agarwal	Independent Director till 9 February 2023
Rajeev Dewan	Independent Director
Pooja Luthra	Independent Director
Alok Kumar Misra	Independent Director
Ashish Agarwal	Independent Director w.e.f. 10 February 2023
Atul Sud	Company Secretary

C. Relatives of key management personnel having transactions with the Company

Relation	Anoop Bector	Ishaan Bector	Suvir Bector
Father	Dharamvir Bector *	Anoop Bector	Anoop Bector
Mother	Rajni Bector	Rashmi Bector	Rashmi Bector
Spouse	Rashmi Bector	Neha Gupta Bector	Mannat Jain Bector
Brother	Akshay Bector #	Suvir Bector	Ishaan Bector
	Ajay Bector #		
Son	Ishaan Bector	-	-
	Suvir Bector	-	-

* Deceased on 26 December 2017.

Ceased to be related party w.e.f 8 December 2015 and 25 December 2014 respectively.

Notes to standalone financial statements
for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

D. Related entities of KMP

Partnership firms
Sunshine Foods

Public/Private Limited Companies
Mrs. Bectors Cremica Dairies Private Limited

Hindu Undivided Family
Dharamvir and Sons (HUF)

Anoop Bector (HUF)

Parveen Goel (HUF)

Trust
Anoop Bector (AB Family Trust)

Ishaan Bector (IB Family Trust)

Suvir Bector (SB Family Trust)

E. Key management personnel compensation

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Short-term employee benefits	147.40	125.32
Post-employment benefits	0.82	2.25
Director sitting fees	0.50	0.58
Total compensation	**148.72**	**128.15**

F. Transactions with related parties*

A number of key management personnel, or their related parties, hold positions in other entities that result in them having control or significant influence over those entities. A number of these entities transacted with the Company during the reporting year. The terms and conditions of the transactions with key management personnel and their related parties were no more favorable than those available, or those which might reasonably be expected to be available, in respect of similar transactions with non-key management personnel related entities on an arm's length basis. The aggregate value of the Company's transactions relating to key management personnel and entities over which they have control or significant influence is as follows:

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Purchase of goods		
- Bakebest Foods Private Limited	0.02	0.29
Sale of goods		
- Bakebest Foods Private Limited	1.39	0.43
- Mrs. Bectors English Oven Limited	1.82	0.59
Investment in equity shares		
- Bakebest Foods Private Limited	100.00	-
- Mrs. Bectors English Oven Limited	10.00	9.50
Others		
Rent paid		
- Anoop Bector	4.62	4.62
- Anoop Bector HUF	-	1.25
- Bakebest Foods Private Limited	0.06	0.06
Consultancy charges paid		
- Subhash Agarwal	-	0.22

Notes to standalone financial statements
for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Reimbursement of expenses		
- Arnav Jain	0.41	-
- Atul Sud	0.05	-
- Mannat Jain Bector	0.01	-
- Manu Talwar	0.48	-
- Parveen Kumar Goel	0.18	-
Rent received		
- Bakebest Foods Private Limited	0.06	0.06
- Mrs. Bectors English Oven Limited	0.01	0.01
- Cremica Agro Foods Limited	0.06	0.06
Dividend paid		
- Anoop Bector	37.68	31.38
- Anoop Bector HUF	6.02	5.01
- Ishaan Bector	0.02	0.01
- Rashmi Bector	0.00	0.00
- Suvir Bector	0.02	0.01
- Anoop Bector (AB Family Trust)	18.00	14.96
- Ishaan Bector (IB Family Trust)	14.29	11.91
- Suvir Bector (SB Family Trust)	14.29	11.91
- Parveen Kumar Goel	0.05	0.04
- Ashish Agarwal	0.00	0.00
Salary paid		
- Rashmi Bector	16.93	16.49
- Neha Gupta Bector	6.27	6.05
- Mannat Jain Bector	3.00	3.00
- Atul Sud	1.49	1.27

* Transactions are net off goods and services tax wherever applicable.

Notes to standalone financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

G. Related party balances as at the year end:

Outstanding balances	As at 31 March 2024	As at 31 March 2023
Trade and other payables		
- Anoop Bector	0.16	2.29
- Ishaan Bector	1.01	1.47
- Parveen Kumar Goel	0.01	0.41
- Mannat Jain Bector	-	0.28
- Rashmi Bector	0.17	1.09
- Neha Gupta Bector	0.26	0.27
- Suvir Bector	0.22	1.10
- Ashish Agarwal	0.02	0.02
- Rajeev Dewan	0.02	0.02
- Alok Kumar Misra	0.02	0.02
- Pooja Luthra	0.02	0.02
- Manu Talwar	-	0.40
- Atul Sud	-	0.09
- Bakebest Foods Private Limited	0.36	-
- Mrs. Bectors Food International (FZE)	-	3.00
Advances, trade and other receivables		
- Bakebest Foods Private Limited	-	0.09
- Cremica Agro Foods Limited	0.07	-
- Mrs. Bectors English Oven Limited	0.50	0.22
- Mrs. Bectors Food International (FZE)	2.52	2.18
Non current investments		
- Bakebest Foods Private Limited	281.50	181.50
- Mrs. Bectors English Oven Limited	20.00	10.00
- Mrs. Bectors Food International (FZE)	3.00	3.00
- Cremica Agro Foods Limited	17.09	17.09

In the opinion of the management, all transactions were made on normal commercial terms and conditions and at arm's length price.

48 SHARE-BASED PAYMENT TO EMPLOYEES

A. Description of share-based based payment to employees

i. Share option programme (equity-settled)

On 31 March 2017, the Company established share option programme that entitle certain employees of the Company to purchase shares in the Company. Under these plans, holders of vested options are entitled to purchase shares at the exercise price of the shares at respective date of grant of options. The key terms and conditions related to the grants under these plans are as follows; all options are to be settled by the delivery of shares.

ESOP schemes	Grant Date	No. of Options	Exercise Price	Vesting year	Vesting conditions
Employee Stock Option Plan - 2023 (Grant 1)	7-Feb-2024	40,000	946.50	3 year service from grant date	Service conditions

Notes to standalone financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

ESOP schemes	Grant Date	No. of Options	Exercise Price	Vesting year	Vesting conditions
Employees Stock Option Plan - 2017 (Grant 3)	1-Oct-2018	34,359	174.62	2 years and 6 months service from grant date	Service conditions

ESOP schemes	Grant Date	No. of Options	Exercise Price	Vesting year	Vesting conditions
Employees Stock Option Plan - 2017 (Grant 4)	19-Sep-2020	11,454	174.62	1 year and 8 months service from grant date	Service conditions

B. Measurement of fair values

i. Equity-settled share-based based payment to employees

The fair value of options and the inputs used in the measurement of the grant date fair values of the equity-settled share based payment plans are as follows:

	Employee Stock Option Plan - 2023 (Grant 1)	Employees Stock Option Plan - 2017 (Grant 3)	Employees Stock Option Plan - 2017 (Grant 4)
Fair value of options at grant date	667.80	75.12	71.62
Market Price/ Enterprise value per share at grant date	1,183.10	190.00	203.55
Exercise price at the grant date	946.50	174.62	174.62
Expected volatility (weighted-average)	52.50%	27.12%	51.49%
Expected life (weighted-average)	5 years	2 years	2 years
Expected dividends	0.25%	0.00%	0.37%
Risk-free interest rate (based on government bonds)	7.00%	8.02%	4.48%

Note

1. The fair value of options has been done by an independent merchant banker on the date of grant using the Black-Scholes Model.
2. Expected volatility has been based on an evaluation of the historical volatility of the Company's share price, particularly over the historical period commensurate with the expected term.

C. Reconciliation of outstanding share options

The number and weighted-average exercise prices of share options under the share option programme were as follows:

	Number of options 31 March 2024	Weighted average exercise price 31 March 2024	Number of options 31 March 2023	Weighted average exercise price 31 March 2023
Employees Stock Option Plan				
Options outstanding at the beginning of the year	-	-	4,060	174.62
Add: Options granted during the year	40,000	946.50	-	-
Less: Options forfeited during the year	-	-	1,911	-
Less: Options exercised during the year	-	-	2,149	174.62
Options outstanding at the end of the year	**40,000**	**946.50**	-	-
Exercisable at the end of the year	-	-	-	-

D. Expense recognised in statement of profit and loss

For details of the employee benefit expenses, refer note 37.

Notes to standalone financial statements

for the year ended 31 March 2024

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49 FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT

I. Accounting classifications and fair values

A. Financial instruments by categories :

	Note	Level of hierarchy	As at 31 March 2024			As at 31 March 2023		
			Carrying value	Amortised Cost	FVTPL	Carrying value	Amortised Cost	FVTPL
Financial assets								
Non-current loans	b		2.88	2.88	-	-	-	-
Other non-current financial assets	b		76.54	76.54	-	279.17	279.17	-
Investments	a	3	325.31	321.59	3.72	285.34	280.54	4.80
Trade receivables	c		1,277.58	1,277.58	-	853.30	853.30	-
Cash and cash equivalents	c		57.24	57.24	-	81.96	81.96	-
Bank balances other than cash and cash equivalents	c		1,014.01	1,014.01	-	568.83	568.83	-
Current loans	c		5.34	5.34	-	4.41	4.41	-
Other current financial assets	c		249.47	248.24	1.23	141.67	134.82	6.85
			3,008.37	**3,003.42**	**4.95**	**2,214.68**	**2,203.03**	**11.65**
Financial liabilities								
Non-current borrowings	d	3	1,490.11	1,490.11	-	939.91	939.91	-
Short term borrowings	c		755.66	755.66	-	266.99	266.99	-
Non-current lease liabilities	c		182.71	182.71	-	51.39	51.39	-
Current lease liabilities	c		20.48	20.48	-	11.72	11.72	-
Trade payables	c		1,002.51	1,002.51	-	729.05	729.05	-
Other financial liabilities	c		386.13	386.13	-	114.13	114.13	-
			3,837.60	**3,837.60**	**-**	**2,113.19**	**2,113.19**	**-**

Notes:-

a (i) The investments in equity shares of subsidiaries and associates are measured at cost less impairment losses.

(ii) The investments in equity shares of other companies are measured at FVTPL. The investments have been measured at book value.

b In accordance with amendment Ministry of Corporate Affairs notified in IndAS 113 on 30 March 2019, fair value measurement of lease liabilities is not required. The fair value of non-current assets and non-current liabilities (except lease liabilities) are valued based upon Discounted cashflows valuation method. The valuation model considers the present value of expected payments, discounted using a risk-adjusted discount rate. The own non-performance risk was assessed to be insignificant.

c Fair valuation of financial assets and liabilities with short term maturities is considered as approximate to respective carrying amount due to the short term maturities of these instruments.

d The fair value of non-current borrowings is based upon a discounted cash flow analysis that used the aggregate cash flows from principal and finance costs over the life of the debt and current market interest rates.

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Fair value of borrowings is as follows :	Fair value		Amortised cost	
	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
Non-current borrowings (including current maturities)	1,753.32	1,145.93	1,743.62	1,158.56

B. Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are:

(a) recognised and measured at fair value and

(b) measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into three levels prescribed under the Indian Accounting Standard 113. An explanation of each level follows underneath the table."

Financial assets and liabilities measured at fair value - fair value measurements

Particulars	As at 31 March 2024			
	Level 1	Level 2	Level 3	Total
Derivatives				
Forward exchange contracts used for hedging	-	1.23	-	1.23
Derivative contract for purchase of wheat not designated as hedges	-	-	-	-

Particulars	As at 31 March 2023			
	Level 1	Level 2	Level 3	Total
Derivatives				
Forward exchange contracts used for hedging	-	5.42	-	5.42
Derivative contract for purchase of wheat not designated as hedges	-	1.43	-	1.43

There are no transfers between level 1 and level 2 during the year.

Valuation process

The finance department of the Company performs the valuations of financial assets and liabilities required for financial reporting purposes for level 3 fair values. The Company relies on them for instruments measured using level 1 valuation. The Company using quoted price/ NAV's published, for the derivative instruments measured using level fair values, the Company obtains the valuation from the bank from whom the derivatives are taken.

The commodity forward contracts (i.e. Derivative contract for purchase of wheat) are valued using valuation techniques, which employs the use of market observable inputs. The Company obtains the valuation from the relevant vendor from whom the derivatives are taken.

This team reports directly to the Chief financial officer (CFO). Discussions of valuation processes and results are held between the CFO and the finance team at least once every year in line with the Company's reporting year.

Changes in level 2 and 3 fair values are analysed at the end of each reporting year.

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II. Financial risk management

Risk management framework

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company's internal auditor oversees how management monitors compliance with the Company's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. Internal Audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the management.

The Company has exposure to the following risks arising from financial instruments:

- credit risk;

liquidity risk; and

- market risk

The Company's activities expose it to market risk, liquidity risk and credit risk. In order to minimise any adverse effects on the financial performance of the company, derivative financial instruments, such as foreign exchange forward contracts are entered to hedge certain foreign currency risk exposures, commodity price derivatives to hedge certain commodity price exposures. Derivatives are used exclusively for hedging purposes and not as trading or speculative instruments.

i. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations resulting in a financial loss to the Company. Credit risk arises principally from trade receivables, derivative financial instruments, loans and advances, cash and cash equivalents and deposits with banks.

Trade receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

The Company establishes an allowance for impairment that represents its expected credit losses in respect of trade and other receivables. The management uses a simplified approach for the purpose of computation of expected credit loss for trade receivables. An impairment analysis is performed at each reporting date.

The risk management committee has established a credit policy under which each new customer is analysed individually for credit worthiness before the standard payments and delivery terms & conditions are offered. The Company's review includes external ratings, if they are available, financial statements, credit agency information, industry information and business intelligence. Sale limits are established for each customer and reviewed annually. Any sales exceeding those limits require approval from the appropriate authority as per policy. In monitoring customer credit risk, customers are grouped according to their credit characteristics, including whether they are an individual or a legal entity, whether they are a institutional, dealers or end-user customer, their geographic location, industry, trade history with the Company and existence of previous financial difficulties.

A default on a financial asset is when counterparty fails to make payments within 90 days when they fall due.

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(All amounts are in rupees million except share data, unless otherwise stated)

The Company's exposure to credit risk for trade receivables by geographic region is as follows:-

Particulars	As at 31 March 2024	As at 31 March 2023
Within India	659.66	540.78
Outside India	617.92	312.52
Total	**1,277.58**	**853.30**

The Company based on internal assessment which is driven by the historical experience/ current facts available in relation to default and delays in collection thereof, the credit risk for trade receivables is considered low. The Company estimates its allowance for trade receivable using expected credit loss. Individual receivables which are known to be uncollectible are written off by reducing the carrying amount of trade receivable and the amount of the loss is recognised in the Statement of Profit and Loss within other expenses.

Cash and cash equivalents and deposits with banks

Cash and cash equivalents of the Company are held with banks which have high credit rating. The Company considers that its cash and cash equivalents have low credit risk based on the external credit ratings of the counterparties.

Security deposits

The Company furnished security deposits to its lessors for obtaining the premises on lease and margin money deposits to banks. The Company considers that its deposits have low credit risk or negligible risk of default as the parties are well established entities and have strong capacity to meet the obligations. Also, where the Company expects that there is an uncertainty in the recovery of deposit, it provides for suitable impairment on the same.

Loss allowance as per expected credit loss

Particulars	As at 31 March 2024	As at 31 March 2023
Financial assets for which loss allowance is measured using Expected Credit Losses		
Trade receivables	**1,335.93**	**903.52**

Reconciliation of loss allowance provision

Particulars	Trade Receivables	Total
Loss Allowance on 1 April 2022	63.73	63.73
Change in loss allowance	(13.51)	(13.51)
Loss Allowance on 31 March 2023	**50.22**	**50.22**
Change in loss allowance	8.13	8.13
Loss Allowance on 31 March 2024	**58.35**	**58.35**

ii. Liquidity risk

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

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the cash flow generated from operations to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, Company treasury maintains flexibility in funding by maintaining availability under committed credit lines.

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(All amounts are in rupees million except share data, unless otherwise stated)

Management monitors rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected cash flows. This is generally carried out at local level in the operating companies of the Company in accordance with practice and limits set by the Company. These limits vary by location to take into account the liquidity of the market in which the entity operates. In addition, the Company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

In addition, the Company maintains the following line of credit:-

Name of Bank	Loan Sanctioned	Amount of limits sanctioned	Outstanding as on 31 March 2024	Unutilized
HDFC Bank Limited	Bank Overdraft	400.00	153.89	246.11
	Non-Fund Based	35.00	18.14	16.86
ICICI Bank Limited	WC Fund Based	400.00	350.66	49.34
	Non-Fund Based	200.00	66.16	133.84
Punjab National Bank	Term Loan	1,980.00	1,012.73	967.27
	Non-Fund Based (sub limit)	700.00	49.66	650.34
Total		**3,715.00**	**1,651.24**	**2,063.76**

Maturities of financial liabilities

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and exclude contractual interest payments and exclude the impact of netting agreements.

	Carrying amount	Contractual cash flows			
	As at 31 March 2024	Total	Upto 1 year	Between 1 and 5 years	More than 5 year
Financial liabilities					
Non-current borrowings	1,490.11	1,362.95	-	1,227.03	135.92
Short term borrowings	755.66	892.51	892.51	-	-
Non-current lease liabilities	182.71	303.22	-	154.15	149.07
Current lease liabilities	20.48	35.49	35.49	-	-
Trade payables	1,002.51	1,002.51	1,002.51	-	-
Other current financial liabilities	386.13	386.13	386.13	-	-
Total	**3,837.60**	**3,982.81**	**2,316.64**	**1,381.18**	**284.99**

	Carrying amount	Contractual cash flows			
	As at 31 March 2023	Total	Upto 1 year	Between 1 and 5 years	More than 5 year
Financial liabilities					
Non-current borrowings	939.91	939.91	-	932.74	7.17
Short term borrowings	266.99	266.99	266.99	-	-
Non-current lease liabilities	51.39	124.21	-	42.46	81.75
Current lease liabilities	11.72	15.33	15.33	-	-
Trade payables	729.05	729.05	729.05	-	-
Other current financial liabilities	114.13	114.13	114.13	-	-
Total	**2,113.19**	**2,189.62**	**1,125.50**	**975.20**	**88.92**

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(All amounts are in rupees million except share data, unless otherwise stated)

The inflows/(outflows) disclosed in the above table represent the contractual undiscounted cash flows relating to derivative financial liabilities held for risk management purposes and which are not usually closed out before contractual maturity.

iii. Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates and interest rates – will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

The Company uses derivatives like Foreign-currency forward contracts and Wheat Forward Contracts to manage market risks on account of foreign exchange fluctuations and fluctuation in prices of refined wheat flour (maida). All such transactions are carried out within the guidelines set by the Board of directors.

Commodity price risk

The Company is affected by the price volatility of certain commodities. Its operating activities require the ongoing purchase and processing of refined wheat flour i.e. Maida and therefore require a continuous supply of maida or wheat. Due to the significantly increased volatility in the price/supply of the maida, the Company also entered into various purchase contracts for wheat (for which there is an active market).

The Company's Board of Directors has developed and enacted a risk management strategy regarding commodity price risk and its mitigation. Based on a 12-month forecast of the required Maida supply, the Company hedges the purchase price using forward wheat purchase contracts. The forward contracts may/may not result in physical delivery of wheat but are being used to hedge to offset the effect of price changes in Maida. The Company has hedged approximately 0% (previous year 12.5%) of its expected wheat/maida purchases.

Commodity price senstivity:

The following table shows the effect of price change in wheat:

Particulars	Profit or loss		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
31 March 2024				
Wheat 1%	-	-	-	-
31 March 2023				
Wheat 1%	2.39	(2.39)	1.79	(1.79)

Currency risk

The Company is exposed to foreign currency risk on certain transactions that are denominated in a currency other than entity's functional currency, hence exposure to exchange rate fluctuations arises. The risk is that the functional currency value of cash flows will vary as a result of movements in exchange rates.

In respect of other monetary assets and liabilities denominated in foreign currencies, the Company's policy is to ensure that its net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates when necessary to address short-term imbalances.

Notes to standalone financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

Exposure to currency risk

As at 31 March 2024	USD	Euro
Financial asset		
Trade receivables	7.50	-
Forward contracts receivables (including above trade receivables)	22.45	-
Total	**29.95**	**-**
Financial liabilities		
Payable for capital assets	0.00	0.16
Total	**0.00**	**0.16**
Net exposure to foreign currency risk	**29.95**	**(0.16)**

As at 31 March 2023	USD	Euro
Financial asset		
Trade receivables	3.85	-
Forward contracts receivables (including above trade receivables)	14.55	-
Total	**18.40**	**-**
Financial liabilities		
Payable for capital assets	-	0.18
Total	**-**	**0.18**
Net exposure to foreign currency risk	**18.40**	**(0.18)**

Sensitivity analysis

A reasonably possible strengthening (weakening) of the ₹against all other currencies as at year end would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

Particulars	Profit or loss		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
31 March 2024				
USD (1% movement)	24.96	(24.96)	18.68	(18.68)
EUR (1% movement)	(0.14)	0.14	(0.10)	0.10
31 March 2023				
USD (1% movement)	15.12	(15.12)	11.31	(11.31)
EUR (1% movement)	(0.16)	0.16	(0.12)	0.12

Interest rate risk

The Company's main interest rate risk arises from long-term and short-term borrowings with variable rates, which expose the Company cash flow to interest rate risk. Company normally maintains most of its long term borrowings at 7.55% to 8.70%. Company has all the long term loans HDFC Bank Limited, ICICI Bank Limited and Punjab National Bank.

Notes to standalone financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

Exposure to interest rate risk

The interest rate profile of the Company's interest-bearing financial instruments as reported to the management of the Company is as follows.

Particulars	Amount as at	
	31 March 2024	31 March 2023
Fixed-rate instruments		
Financial assets	1,031.89	717.59
Financial liabilities	-	-
	1,031.89	**717.59**

Particulars	Amount as at	
	31 March 2024	31 March 2023
Variable-rate instruments		
Financial assets	-	-
Financial liabilities	(2,251.97)	(1,212.50)
	(2,251.97)	**(1,212.50)**

Fair value sensitivity analysis for fixed-rate instruments

The Company does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

A change of 100 basis points in interest rates would have increased or decreased equity by ₹7.72 after tax (31 March 2023 ₹5.37). This analysis assumes that all other variables remain constant.

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

INR	Profit or loss (net of tax)	
	100 bp increase	100 bp decrease
31 March 2024		
Variable-rate instruments	(16.85)	16.85
Cash flow sensitivity (net)	**(16.85)**	**16.85**
31 March 2023		
Variable-rate instruments	(9.07)	9.07
Cash flow sensitivity (net)	**(9.07)**	**9.07**

50 CAPITAL MANAGEMENT

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital on a yearly basis as well as the level of dividends to ordinary shareholders which is given based on approved dividend policy. The Board of Directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position.

The Company capital consists of equity attributable to equity holders that includes equity share capital, reserves, retained earnings and long term borrowings.

Notes to standalone financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

	As at 31 March 2024	As at 31 March 2023
Total liabilities	4,279.92	2,797.46
Less: Cash and cash equivalents	57.24	81.96
Less: Bank balances other than cash and cash equivalents	1,014.01	568.83
Less: Fixed deposits with banks with maturity period for more than 12 months	17.88	148.76
Adjusted total liabilities (a)	**3,190.79**	**1,997.91**
Total equity (b)	**6,115.71**	**5,100.18**
Capital gearing ratio (a/b)	**52.17%**	**39.17%**

Particulars	As at 31 March 2024	As at 31 March 2023
Borrowings (including interest accrued)	2,249.57	1,209.86
Less: Cash and cash equivalents	57.24	81.96
Less: Bank balances other than cash and cash equivalents	1,014.01	568.83
Less: Fixed deposits with banks with maturity period for more than 12 months	17.88	148.76
Adjusted net debt	**1,160.44**	**410.31**
Total equity	6,115.71	5,100.18
Adjusted net debt to equity ratio	**0.19**	**0.08**

As a part of its capital management policy the Company ensures compliance with all covenants and other capital requirements related to its contractual obligations.

51 RATIOS AS PER SCHEDULE III REQUIREMENTS

Particulars	31 March 2024	31 March 2023
a) Current Ratio = Current Assets divided by Current Liabilities		
Current Assets	3,812.59	2,769.24
Current Liabilities	2,363.00	1,584.19
Current Ratio	**1.61**	**1.75**
% Change from previous year	**-7.70%**	

Reason for change more than 25%: Not applicable

b) Debt Equity Ratio = Total debt divided by Total equity where total debt refers to sum of current & non current borrowings

Particulars	31 March 2024	31 March 2023
Total Debt	2,245.77	1,206.90
Total Equity	6,115.71	5,100.18
Debt Equity Ratio	**0.37**	**0.24**
% Change from previous year	**55.18%**	

Reason for change more than 25%:

This ratio has increased from 0.24 times in March 2023 to 0.37 times in March 2024 due to fresh term loans taken for investment in capex.

Notes to standalone financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

c) Debt Service Coverage Ratio = Earnings available for debt services divided by total interest and principal repayments

Particulars	31 March 2024	31 March 2023
Profit after tax	**1,233.20**	**762.53**
Add: Non cash operating expenses and finance cost	**697.89**	**620.18**
-Depreciation and amortisation	579.51	491.23
-Finance costs	118.38	128.95
Earnings available for debt services	**1,931.09**	**1,382.71**
Interest cost on borrowings	90.94	78.81
Principal repayments	251.11	216.01
Total Interest and principal repayments	**342.05**	**294.82**
Debt Service Coverage Ratio	**5.65**	**4.69**
% Change from previous year	**20.38%**	

Reason for change more than 25%: Not applicable

d) Return on Equity Ratio = Net profit after tax divided by Equity

Particulars	31 March 2024	31 March 2023
Net profit after tax	1,233.20	762.53
Average Equity	5,607.95	4,792.60
Return on Equity Ratio	**21.99%**	**15.91%**
% Change from previous year	**38.21%**	

Reason for change more than 25%:

This ratio has increased from 15.91% in March 2023 to 21.99% in March 2024 due to increase in net profit.

e) Inventory Turnover Ratio = Revenue from operations divided by average inventory

Particulars	31 March 2024	31 March 2023
Revenue	15,117.48	12,643.17
Average Inventory	904.71	780.73
Inventory Turnover Ratio	**16.71**	**16.19**
% Change from previous year	**3.18%**	

Reason for change more than 25%: Not applicable

f) Trade Receivables Turnover Ratio = Revenue from operations divided by average trade receivables

Particulars	31 March 2024	31 March 2023
Revenue	15,117.48	12,643.17
Average Trade Receivables	1,065.44	782.38
Trade Receivables Turnover Ratio	**14.19**	**16.16**
% Change from previous year	**-12.20%**	

Reason for change more than 25%: Not applicable

Notes to standalone financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

g) Trade Payables Turnover Ratio = Purchases divided by average trade payables

Particulars	31 March 2024	31 March 2023
Purchases	8,289.21	7,054.76
Other expenses #	2,805.92	2,462.67
Total	11,095.13	9,517.43
Average Trade Payables	865.78	632.87
Trade Payables Turnover Ratio	**12.82**	**15.04**
% Change from previous year	**-14.78%**	

Excluding Director Remuneration and sitting fees, allowances on trade receivable and other advances and net change in fair value of financial assets at FVTPL of ₹10.03 (previous year ₹103.36).

Reason for change more than 25%: Not applicable

h) Net Capital Turnover Ratio = Revenue divided by Working capital where working capital= current assets - current liabilities

Particulars	31 March 2024	31 March 2023
Revenue	15,117.48	12,643.17
Working Capital	1,449.59	1,185.05
Net Capital Turnover Ratio	**10.43**	**10.67**
% Change from previous year	**-2.25%**	

Reason for change more than 25%: Not applicable

i) Net Profit Ratio = Net profit after tax divided by revenue from operations

Particulars	31 March 2024	31 March 2023
Net profit after tax	1,233.20	762.53
Revenue	15,117.48	12,643.17
Net Profit Ratio	**8.16%**	**6.03%**
% Change from previous year	**35.25%**	

Reason for change more than 25%:

This ratio has increased from 6.03% in March 2023 to 8.16% in March 2024 due to increase in net profit.

j) Return on Capital Employed = Earnings before interest and taxes (EBIT) divided by Capital Employed

Particulars		31 March 2024	31 March 2023
Profit before tax	(A)	1,652.79	1,020.01
Finance costs	(B)	118.38	128.95
EBIT	**(C) = (A)+ (B)**	**1,771.17**	**1,148.96**
Total Assets	(D)	10,395.63	7,897.64
Total Liabilities	(E)	4,279.92	2,797.46
Intangible Assets	(F)	1.33	1.16
Tangible Net Worth	(G)	6,114.38	5,099.02
Total Debt	(H)	2,245.77	1,206.90
Deferred Tax Liability	(I)	93.94	94.35
Capital employed	**(J) = (G) + (H) + (I)**	**8,454.09**	**6,400.27**
Return on Capital Employed		**20.95%**	**17.95%**
% Change from previous year		**16.70%**	

Notes to standalone financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

Reason for change more than 25%: Not applicable

k) Return on Investment Ratio = Income generated from investments / total investment

(i) Return on Equity investments = Dividend income/ total investment

Particulars	31 March 2024	31 March 2023
Dividend Income	-	-
Total Investments	231.42	208.35
Return on Investment	0.00%	0.00%
% Change from previous year	**0.00%**	

Reason for change more than 25%: Not applicable

(ii) Return on treasury investments = Interest income/ total investment

Particulars	31 March 2024	31 March 2023
Income generate from investments	67.33	36.07
Total Investments	942.45	677.78
Return on Investment	7.14%	5.32%
% Change from previous year	**34.24%**	

Reason for change more than 25%:

This ratio has increased from 5.32% in March 2023 to 7.14% in March 2024 due to increase in interest rates on fixed deposits.

52 CORPORATE SOCIAL RESPONSIBILITY

S. No.	Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
i	Amount required to be spent by the company during the year	17.49	13.33
ii	Amount approved by the Board to be spent during the year	17.49	13.33
iii	Amount of expenditure incurred*	13.36	9.74
iv	Shortfall at the end of the year	4.13	3.59
v	Total of previous years shortfall	-	-
	**Total shortfall at the end of the year ** **	**4.13**	**3.59**
vi	Details of related party transactions, e.g. contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard	-	-
vii	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shown be shown separately	-	-

*** Nature of CSR activities**

Current year - On promoting education including special education ₹5.99, on promoting health care including preventive care and sanitation ₹4.11, on environment sustainability and animal welfare ₹2.98, on eradicating hunger and malnutrition ₹0.28. Previous year - On promoting health care including preventive care and sanitation ₹5.68, on promoting education including special education ₹2.80, on environment sustainability ₹1.16, on eradicating hunger and malnutrition ₹0.10."

**** Reason for shortfall**

Amount remaining unspent pertains to "Ongoing/Multilayer Projects" approved by CSR committee which will be spent in the coming years.

Notes to standalone financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

Details of Deposit in Unspent CSR Account

As per the requirements of Section 135(5) of The Companies Act, 2013, ₹5.46 (₹3.69 related to shortfall as on 31 March 2023) has been deposited in the special account (Mrs. Bectors Food Specialities Limited - Unspent CSR Account) on 18 April 2024 related to shortfall as on 31 March 2024, which will be spent in the coming years.

53 NOTE ON INTERMEDIARY

No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

54 Social security – The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the company towards Provident Fund and Gratuity. The Ministry of Labour and Employment had released draft rules for the Code on Social Security, 2020 on November 13, 2020, and invited suggestions from stakeholders which are under consideration by the Ministry. The Company and its Indian subsidiaries will assess the impact and its evaluation once the subject rules are notified. The Company and its Indian subsidiaries will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

55 REGULATORY INFORMATIONS :

(i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

(ii) The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

(iii) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(iv) The Company has not 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 to standalone financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

(v) The Company has borrowings from banks and financial institutions on the basis of security of current assets. The quarterly returns or statements of current assets filed by the Company with banks and financial institutions are in agreement with the books of accounts.

(vi) None of the entities in the Company have been declared wilful defaulter by any bank or financial institution or government or any government authority.

(vii) The Company has complied with the number of layers prescribed under the Companies Act, 2013.

(viii) The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(ix) The Company has not entered into any transactions with the struck off companies during current or previous financial year.

(x) The Company including the "Companies in the Group" (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) do not have any Core Investment Company ("CIC").

As per our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
Firm's registration number: 101248W/W-100022

Gaurav Mahajan
Partner
Membership No.: 507857

Place: Chandigarh
Date: 30 May 2024

For and on behalf of the Board of Directors of
Mrs. Bectors Food Specialities Limited

Anoop Bector
Managing Director
DIN:-00108589

Place: Phillaur
Date: 30 May 2024

Ishaan Bector
Director
DIN:-02906180

Place: Phillaur
Date: 30 May 2024

Atul Sud
Company Secretary
M. No:- F10412

Place: Phillaur
Date: 30 May 2024

Arnav Jain
Chief Financial Officer

Place: Phillaur
Date: 30 May 2024

Independent Auditor's Report

To
the Members of
Mrs. Bectors Food Specialities Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Mrs. Bectors Food Specialities Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") and an associate, which comprise the consolidated balance sheet as at 31 March 2024, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including 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 reports of the other auditors on separate financial statements of such subsidiaries and an associate as were audited by the other auditors the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associate as at 31 March 2024, of its consolidated profit and other comprehensive loss, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those 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 and its associate in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of reports of the other auditors referred to in paragraph (a) of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matter(s)

Key audit matters are those matters that, in our professional judgment and based on the consideration of reports of other auditors on separate financial statements of the components audited by them, 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.

Revenue Recognition

See Note 2(h) and Note 32 to consolidated financial statements

The key audit matter	How the matter was addressed in our audit
Revenue from the sale of goods and services is recognized when control in goods is transferred to the customer and when the services are completed, and is measured net of rebates, discounts and returns. Standards on Auditing presume that there is fraud risk with regard to revenue recognition. We focused on this area since there is a risk that revenue may be overstated because of fraud, resulting due to the pressure from Management and Board of Directors who may strive to achieve performance targets. Also, revenue is a key performance indicator for the Company which makes it susceptible to misstatement because the timing of revenue recognition requires exercise of judgement. In view of the above, we have identified risk of fraud in revenue recognition as a key audit matter.	In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence: • We assessed the appropriateness of the revenue recognition accounting policies against the requirement of Ind AS 115 i.e. Revenue from contracts with customers. • We evaluated the design and implementation of key internal financial controls in relation to revenue recognition and tested the operating effectiveness of such controls for a sample of transactions (using random sampling). • Involved our IT specialists to assist us in testing of general IT controls and key IT application controls relating to revenue recognition.

The key audit matter	How the matter was addressed in our audit
	• We performed testing by selecting samples (using statistical sampling) of revenue transactions recorded for the year. For such samples, verified the underlying documents, including invoices, good dispatch notes, customer acceptances and shipping documents (as applicable), to assess whether these are recognized in the appropriate period in which control is transferred or services are provided. • For discounts and rebates, we performed substantive testing, by selecting samples (using statistical sampling) of discounts and rebates transactions recorded during the year as well as period end discounts and rebates accruals. For such samples, verified terms of contracts and approval of authorised personnel. Further we assessed the accuracy of prior period accruals by reference to actual claims presented by the customer. • We carried out analytical procedures on revenue recognized during the year to identify unusual variances. • We tested, on a sample basis (selected based on specified risk-based criteria), specific revenue transactions recorded before and after the financial year end date to determine whether the revenue had been recognized in the appropriate financial period. • We tested sample manual journal entries for revenue, selected based on specified risk-based criteria to identify unusual items. • We assessed the adequacy of the disclosures made in the financial statements as per the requirements of Ind AS 115.

Other Information

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the financial statements and auditor's report thereon. The Holding Company's annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will 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 identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Holding Company's annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

Management's and Board of Directors'/Board of Trustees' Responsibilities for the Standalone Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group including its associate in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the companies/ Board of Trustees of the trust included in the Group and the respective Management of its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company/ trust and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated 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 Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies/ Board of Trustees of the trust included in the Group and the respective Management of its associate are responsible for assessing the ability of each company/ trust to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors/ Board of Trustees of the trust either intends to liquidate the respective companies/ trust or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies/ Board of Trustees of the trust included in the Group and the respective Management and Board of Directors of its associate are responsible for overseeing the financial reporting process of each company/ trust.

Auditor's Responsibilities for the Audit of the Standalone 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 judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. 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 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 statements of such entities or business activities within the Group and its 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

paragraph (a) of the section titled “Other Matters” in this audit report.

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 Matter(s)

a. We did not audit the financial statements of two wholly owned subsidiaries, whose financial statements reflects total assets (before consolidation adjustments) of ₹23.92 million as at 31 March 2024, total revenues (before consolidation adjustments) of ₹9.96 million and net cash flows (before consolidation adjustments) amounting to ₹0.81 million for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Holding Company’s share of net profit (and other comprehensive income) of ₹0.69 million for the year ended 31 March 2024, in respect of an associate, whose financial statements has not been audited by us. These consolidated financial statements has been audited by other auditors whose reports has/have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associate, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and associate is based solely on the reports of the other auditors.

b. One of the subsidiary referred above is located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in its country and which has been audited by other auditor under generally accepted auditing standards applicable in its country. The Holding Company’s management has converted the financial statements of such subsidiary located outside India from accounting principles generally accepted in its country to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company’s management. Our opinion in so far as it relates to the balances and affairs of such subsidiary located outside India is based on the reports of other auditor and the conversion adjustments prepared by the management of the Holding Company and audited by us.

   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.

c. The financial information of a trust, whose financial statements/financial information reflect total assets (before consolidation adjustments) of ₹41.33 million as at 31 March 2024, total revenues (before consolidation adjustments) of ₹0.00 million and net cash inflows (before consolidation adjustments) amounting to ₹0.07 million for the year ended on that date, as considered in the consolidated financial statements, have not been audited either by us or by other auditor(s). This unaudited financial information has been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this trust, and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid trust, is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, this financial information is not material to the Holding Company.

   Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of this matter with respect to financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2 A. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements of such subsidiaries and an associate as were audited by other auditors, as noted in the "Other Matters" paragraph, we report, to the extent applicable, that:

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

b. 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 the report/ reports of the other auditor(s) except for the matters stated in the paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

c. 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 statement of cash flows 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.

d. In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

e. On the basis of the written representations received from the directors of the Holding Company as on 01 April 2024 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and an associate company incorporated in India, none of the directors of the Group and its associate company incorporated in India is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164(2) of the Act.

f. the modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies, associate company incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiary, as noted in the "Other Matters" paragraph:

a. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2024 on the consolidated financial position of the Group and its associate. Refer Note 42 to the consolidated financial statements.

b. The Group and its associate did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2024.

c. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Holding Company or its subsidiary companies or associate company during the year ended 31 March 2024.

d (i) The respective management of the Holding Company and its subsidiary companies incorporated in India whose financial statements has been audited under the Act has represented to us and the other auditors of such subsidiary companies and associate company respectively that, to the best of its knowledge and belief, as disclosed in the Note 54 to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiary companies or associate company incorporated in India to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiary companies or associate company incorporated in India ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) The respective management of the Holding Company and its subsidiary companies incorporated in India whose financial statements has been audited under the Act has represented to us and the other auditors of such subsidiary companies and associate company respectively that, to the best of its knowledge and belief, as disclosed in the Note 54 to the consolidated financial statements, no funds have been received by the Holding Company or any of such subsidiary companies or associate company incorporated in India from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiary companies or associate company incorporated in India shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures performed that have 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 (i) and (ii) above, contain any material misstatement.

e. The final dividend paid by the Holding Company during the year, which was declared in the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

The interim dividend declared and paid by the Holding Company during the year and until the date of this audit report is in accordance with section 123 of the Companies Act 2013.

As stated in Note 21 to the financial statements, the Board of Directors 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 declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

f. Based on our examination which included test checks and that performed by the respective auditors of the subsidiary companies and associate company incorporated in India whose financial statements/financial information have been audited under the Act, except for the instances mentioned below, the Holding Company, its subsidiaries and associate company have used an 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. Further, during the course of our audit, except for the instances mentioned below, we and respective auditors of such subsidiary and associate companies did not come across any instance of audit trail feature being tampered with

Instances of accounting software for maintaining its books of account which did not had a feature of recording audit trail (edit log) facility and the same was not operated throughout the year for all relevant transactions recorded in the software	In respect of Holding Company and one subsidiary company, they used accounting softwares' for maintaining its books of account which have a feature of recording audit trail (edit log) facility. The feature of recording audit trail (edit log) facility for the said accounting software's has not operated throughout the year except for certain tables relating to financial reporting and property, plant & equipment. During the course of our audit where audit trail (edit log) facility was enabled and operated, we did not come across any instance of the audit trail feature being tampered with for one of the accounting software and are unable to test the same for the other accounting software due to certain system inherent limitations. In the absence of sufficient and appropriate reporting on compliance with audit trail requirements in the independent auditor's report of a service organization for the database layer of the accounting softwares' used for maintaining the books of account, we are unable to comment whether the audit trail feature was enabled and operated throughout the year for all relevant transactions recorded in the software.

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary companies and an associate company incorporated in India which were not audited by us, the remuneration payable during the current year by the Holding Company, its subsidiary companies and an associate company to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration payable to any director by the Holding Company and its subsidiary companies and an associate company is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Gaurav Mahajan
Partner
Membership No.: 507857
ICAI UDIN:24507857BKFUQH5346

Place: Chandigarh
Date: 30 May 2024

Annexure A to the Independent Auditor's Report on the Consolidated Financial Statements of Mrs. Bectors Food Specialities Limited for the year ended 31 March 2024

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(xxi) In our opinion and according to the information and explanations given to us, following company incorporated in India and included in the consolidated financial statements, has unfavourable remarks, qualification or adverse remarks given by its respective auditor in his report under the Companies (Auditor's Report) Order, 2020 (CARO):

Sr. No.	Name of the entities	CIN	Holding Company/Subsidiary/ JV/ Associate	Clause number of the CARO report which is unfavourable or qualified or adverse
1.	Mrs. Bectors English Oven Limited	U15412PB2013 PLC037958	Subsidiary Company	(xvii)

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Gaurav Mahajan
Partner
Membership No.: 507857
ICAI UDIN:24507857BKFUQH5346

Place: Chandigarh
Date: 30 May 2024

Annexure B to the Independent Auditor's Report on the consolidated financial statements of Mrs. Bectors Food Specialities Limited for the year ended 31 March 2024

Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

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

Opinion

In conjunction with our audit of the consolidated financial statements of Mrs. Bectors Food Specialities Limited (hereinafter referred to as "the Holding Company") as of and for the year ended 31 March 2024, we have audited the internal financial controls with reference to financial statements of the Holding Company and such companies incorporated in India under the Act which are its subsidiary companies and an associate company, as of that date.

In our opinion and based on the consideration of reports of the other auditors on internal financial controls with refrence to financial statements of subsidiary company and an associate company, as were audited by the other auditors, the Holding Company and such companies incorporated in India which are its subsidiary companies and an associate company, have, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2024, based on the internal financial controls with reference to financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The respective Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the respective company considering the essential components of internal control stated in the Guidance Note. 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 the 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 statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. 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 financial statements were 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of 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 control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated 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 of the relevant subsidiary companies and an assosciate company in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial 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.

OTHER MATTER(S)

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to One subsidiary company and an associate company, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of this matter.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Gaurav Mahajan
Partner
Membership No.: 507857
ICAI UDIN:24507857BKFUQH5346

Place: Chandigarh
Date: 30 May 2024

Consolidated Balance Sheet

as at 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

	Notes	As at 31 March 2024	As at 31 March 2023
ASSETS			
Non-current assets			
Property, plant and equipment	3	4,916.39	4,075.70
Capital work-in-progress	4	943.62	487.05
Right-of-use assets	5	318.93	182.00
Goodwill	6	3.95	3.95
Other intangible assets	7	1.33	1.16
Equity accounted investment	8a	36.96	36.27
Financial assets			
(i) Other investments	8b	3.72	4.80
(ii) Loans	17	2.88	-
(iii) Other financial assets	9	80.60	359.07
Non-current tax assets (net)	10	40.71	40.53
Other non-current assets	11	561.02	182.19
Total non-current assets		**6,910.11**	**5,372.72**
Current assets			
Inventories	12	1,036.58	814.46
Financial assets			
(i) Investments	13	-	68.95
(ii) Trade receivables	14	1,331.19	903.34
(iii) Cash and cash equivalents	15	76.37	89.90
(iv) Bank balances other than (iii) above	16	1,194.68	658.61
(v) Loans	17	5.66	4.71
(vi) Other financial assets	18	254.31	140.87
Other current assets	19	193.95	259.97
Total current assets		**4,092.74**	**2,940.81**
Total assets		**11,002.85**	**8,313.53**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	20	587.77	588.17
Other equity	21	6,041.06	4,855.01
Total equity		**6,628.83**	**5,443.18**
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	22	1,490.11	939.91
(ii) Lease liabilities	5	182.71	51.39
Provisions	23	57.58	52.80
Deferred tax liabilities (net)	24	95.36	98.15
Other non-current liabilities	25	100.70	81.42
Total non-current liabilities		**1,926.46**	**1,223.67**
Current liabilities			
Financial liabilities			
(i) Borrowings	26	755.66	266.99
(ii) Lease liabilities	5	20.48	11.72
(iii) Trade payables	27		
(a) Total outstanding dues of micro enterprises and small enterprises		93.09	103.54
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		973.69	671.23
(iv) Other financial liabilities	28	400.94	121.63
Other current liabilities	29	153.30	402.55
Provisions	30	50.35	59.79
Current tax liabilities (net)	31	0.05	9.23
Total current liabilities		**2,447.56**	**1,646.68**
Total liabilities		**4,374.02**	**2,870.35**
Total equity and liabilities		**11,002.85**	**8,313.53**

Material accounting policies 2

The accompanying notes are an integral part of these consolidated financial statements

As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
Firm's registration number: 101248W/W-100022

Gaurav Mahajan
Partner
Membership No.: 507857

Place: Chandigarh
Date: 30 May 2024

For and on behalf of the Board of Directors of Mrs. Bectors Food Specialities Limited

Anoop Bector
Managing Director
DIN:-00108589

Place: Phillaur
Date: 30 May 2024

Ishaan Bector
Director
DIN:-02906180

Place: Phillaur
Date: 30 May 2024

Atul Sud
Company Secretary
M. No:- F10412

Place: Phillaur
Date: 30 May 2024

Arnav Jain
Chief Financial Officer

Place: Phillaur
Date: 30 May 2024

Consolidated Statement of Profit and Loss

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

	Notes	For the year ended 31 March 2024	For the year ended 31 March 2023
Income			
Revenue from operations	32	16,239.45	13,621.39
Other income	33	190.09	120.23
Total income		**16,429.54**	**13,741.62**
Expenses			
Cost of materials consumed	34	8,336.13	7,376.78
Purchase of stock-in-trade	35	405.59	237.84
Changes in inventories of finished goods, work-in-progress and stock-in-trade	36	(80.65)	(73.74)
Employee benefits expense	37	2,182.38	1,629.92
Finance costs	38	118.39	129.12
Depreciation and amortisation expense	39	613.96	532.77
Other expenses	40	2,971.61	2,698.55
Total expenses		**14,547.41**	**12,531.24**
Profit before share of equity accounted investees and tax			
Share of net (loss)/ profit of associate accounted for using the equity method (net of tax)	8a	0.69	(3.35)
Profit before tax		**1,882.82**	**1,207.03**
Tax expense	24		
Current tax		481.11	307.18
Deferred tax		(1.90)	(0.89)
Total tax expense		**479.21**	**306.29**
Profit for the year (A)		**1,403.61**	**900.74**
Other comprehensive income/ (loss)			
Items that will not be reclassified to profit or loss			
Remeasurement of defined benefit plans		(3.53)	(0.82)
Income tax relating to items that will not be reclassified to profit or loss			
Income tax relating to remeasurement of defined benefit plans		0.88	0.20
Items that will be reclassified subsequently to profit or loss			
Exchange difference in translating financial statements of foreign operations		0.06	0.07
Total other comprehensive (loss) for the year (B)		**(2.59)**	**(0.55)**
Total comprehensive income for the year (A + B)		**1,401.02**	**900.19**
Earnings per equity share [nominal value of ₹10 (previous year ₹10)]	41		
Basic		23.87	15.31
Diluted		23.85	15.31

Material accounting policies 2

The accompanying notes are an integral part of these consolidated financial statements

As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
Firm's registration number: 101248W/W-100022

Gaurav Mahajan
Partner
Membership No.: 507857

Place: Chandigarh
Date: 30 May 2024

For and on behalf of the Board of Directors of Mrs. Bectors Food Specialities Limited

Anoop Bector
Managing Director
DIN:-00108589

Place: Phillaur
Date: 30 May 2024

Ishaan Bector
Director
DIN:-02906180

Place: Phillaur
Date: 30 May 2024

Atul Sud
Company Secretary
M. No:- F10412

Place: Phillaur
Date: 30 May 2024

Arnav Jain
Chief Financial Officer

Place: Phillaur
Date: 30 May 2024

Consolidated Statement of Changes in Equity

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

(A) EQUITY SHARE CAPITAL

Particulars	As at 31 March 2024		As at 31 March 2023	
	Number of shares	Amount	Number of shares	Amount
Balance at the beginning of the year	58,817,474	587.77	58,815,325	588.15
Share based option exercised during the year	-	-	2,149	0.02
Shares held by Bector Employee Welfare Trust	(40,000)	(0.40)	-	-
Balance at the end of the year	**58,777,474**	**587.37**	**58,817,474**	**588.17**

(B) OTHER EQUITY

Particulars	Note	Reserves & surplus						
		Share options outstanding account	ESOP trust reserve #	Capital reserve	Securities premium	General reserve	Retained earnings	Total
Balance at 1 April 2023		-	-	13.17	645.26	18.88	4,177.70	4,855.01
Profit for year		-	-	-	-	-	1,403.61	1,403.61
Other comprehensive (loss) / income for the year	21 c							
Remeasurement of defined benefit plans		-	-	-	-	-	(2.65)	(2.65)
Exchange difference in translating financial statements of foreign operations		-	-	-	-	-	0.06	0.06
Total comprehensive income for the year		-	-	-	-	-	**1,401.02**	**1,401.02**
Transactions with owners of the Group								
Contributions and distributions								
Share based expense	21 d	2.32	-	-	-	-	-	2.32
Dividends	21 c	-	-	-	-	-	(176.45)	(176.45)
Shares held by Bector Employee Welfare Trust	21 b	-	-	-	(40.87)	-	-	(40.87)
Dividend on shares held by Bector Employee Welfare Trust	21 f	-	0.03	-	-	-	-	0.03
Total contributions and distributions for the year		2.32	0.03	-	(40.87)	-	(176.45)	(214.97)
Balance at 31 March 2024		**2.32**	**0.03**	**13.17**	**604.39**	**18.88**	**5,402.27**	**6,041.06**
Balance at 1 April 2022		**0.30**	-	**13.17**	**644.72**	**18.88**	**3,424.55**	**4,101.62**
Profit for year		-	-	-	-	-	**900.74**	**900.74**
Other comprehensive (loss) / income for the year	21 c							
Remeasurement of defined benefit plans		-	-	-	-	-	(0.62)	(0.62)
Exchange difference in translating financial statements of foreign operations		-	-	-	-	-	0.07	0.07
Total comprehensive income for the year		-	-	-	-	-	**900.19**	**900.19**
Transactions with owners of the Group								
Contributions and distributions								
Share based expense	21 d	0.03	-	-	-	-	-	0.03
Share based option exercised during the year	21 d	(0.17)	-	-	0.54	-	-	0.37
Share based option forfeited during the year	21 d	(0.16)	-	-	-	-	-	(0.16)
Dividends	21 c	-	-	-	-	-	(147.04)	(147.04)
Total contributions and distributions for the year		**(0.30)**	-	-	**0.54**	-	**(147.04)**	**(146.80)**
Balance at 31 March 2023		-	-	**13.17**	**645.26**	**18.88**	**4,177.70**	**4,855.01**

ESOP trust reserve represents the surplus arising in the books of ESOP trust from dividend earned by the trust in the consolidated statement of profit and loss.

Material accounting policies 2

The accompanying notes are an integral part of these consolidated financial statements

As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
Firm's registration number: 101248W/W-100022

Gaurav Mahajan
Partner
Membership No.: 507857

Place: Chandigarh
Date: 30 May 2024

For and on behalf of the Board of Directors of
Mrs. Bectors Food Specialities Limited

Anoop Bector
Managing Director
DIN:-00108589

Place: Phillaur
Date: 30 May 2024

Ishaan Bector
Director
DIN:-02906180

Place: Phillaur
Date: 30 May 2024

Atul Sud
Company Secretary
M. No:- F10412

Place: Phillaur
Date: 30 May 2024

Arnav Jain
Chief Financial Officer

Place: Phillaur
Date: 30 May 2024

Statement of Consolidated Cash Flows

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

	For the year ended 31 March 2024	For the year ended 31 March 2023
A. Cash flow from operating activities		
Profit before tax	1,882.82	1,207.03
Non-cash adjustments to reconcile profit before tax to net cash flows:		
Depreciation and amortisation expense	613.96	532.77
Allowances on trade receivable and other advances	9.53	7.68
Net change in fair value of financial assets at FVTPL	1.08	-
Liabilities no longer required written back	(19.42)	-
Amortisation of government grants	(23.60)	(19.78)
Change in fair value of derivative contracts	5.62	2.55
Net unrealized foreign exchange (gain)/ loss	(6.53)	2.97
Net profit on sale/write off of property, plant and equipment	(2.93)	(2.75)
Share based payment to employees	2.32	(0.13)
Finance costs	118.39	129.12
Interest income	(83.50)	(42.48)
Share of (profit)/ loss of equity accounted investment	(0.69)	3.35
Operating profit before working capital changes	**2,497.05**	**1,820.33**
Movement in working capital:		
(Increase) in non current loans	(2.88)	-
(Increase)/ decrease in current loans	(0.95)	0.11
(Increase)/ decrease in other financial assets	(139.79)	25.42
(Increase) in other non-current assets	(1.90)	(0.49)
Decrease/ (increase) in other current assets	65.20	(116.36)
(Increase) in inventories	(222.12)	(27.66)
(Increase) in trade receivables	(430.81)	(163.16)
Increase/ (decrease) in non current provisions	1.25	(13.51)
Increase in current provisions	5.58	22.14
(Decrease)/ increase in other liabilities	(256.38)	176.61
Increase in trade payables	292.01	197.95
Increase in other financial liabilities	218.34	17.04
Cash generated from operations	**2,024.60**	**1,938.42**
Income tax paid (net of refund)	(490.47)	(297.84)
Net cash from operating activities (A)	**1,534.13**	**1,640.58**
B. Cash flows from investing activities		
Purchase of property, plant and equipment (including capital work-in-progress, capital creditors and capital advances)	(2,151.52)	(1,094.55)
Purchase of intangible assets	(0.53)	-
Proceeds from sale of property, plant and equipment	5.29	11.58
Purchase of investments	-	(6.28)
Sale of investments	68.95	-
Proceeds from maturity of bank deposits	378.00	697.79
Investments in bank deposits (having original maturity of more than three months)	(619.05)	(1,163.23)
Interest received	83.50	44.96
Net cash used in investing activities (B)	**(2,235.36)**	**(1,509.73)**

Statement of Consolidated Cash Flows

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

	For the year ended 31 March 2024	For the year ended 31 March 2023
C. Cash flows from financing activities		
Proceeds from exercise of employee stock option (including securities premium)	-	0.39
Purchase of treasury shares by Bector Employee Welfare Trust	(41.27)	-
Proceeds from non-current borrowings	801.31	243.82
Repayments of non-current borrowings	(216.01)	(242.39)
Proceeds/ (repayments) of current borrowings (net)	453.57	(80.01)
Principal payment of lease liabilities*	(16.10)	(12.08)
Interest on lease liabilities*	(9.45)	(4.24)
Finance costs paid	(108.10)	(124.31)
Dividend paid (net of dividend received [net of tax] by Bector Employee Welfare Trust)	(176.31)	(146.93)
Net cash generated from/ (used in) financing activities (C)	**687.64**	**(365.75)**
Net decrease in cash and cash equivalents (A+B+C)	**(13.59)**	**(234.90)**
Effect of exchange gain on cash and cash equivalents	0.06	0.07
Cash and cash equivalents at the beginning of the year	89.90	324.73
Cash and cash equivalents at the end of the year	**76.37**	**89.90**
Notes:-		
1. Cash and cash equivalents include		
Balance with banks		
- in current accounts	74.36	88.40
Cash on hand	2.01	1.50
	76.37	**89.90**

2. The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Ind AS 7 - on Statement of Cash Flow as notified under Companies (Accounts) Rules, 2015.

3. Reconciliation of movements of current and non-current borrowings to cash flows arising from financing activities

	As at 31 March 2024	As at 31 March 2023
Borrowings at the beginning of the year	1,209.86	1,287.87
Proceeds from non-current borrowings (including current maturities)	801.31	243.82
Repayments of non-current borrowings (including current maturities)	(216.01)	(242.39)
Proceeds/ (repayments) of current borrowings (net)	453.57	(80.01)
Interest expense for the year	90.95	78.83
Interest paid	(90.11)	(78.26)
Borrowings at the end of the year	**2,249.57**	**1,209.86**

* Also refer note 5 for reconciliation of lease liabilities from financing activities.

Material accounting policies 2

The accompanying notes are an integral part of these consolidated financial statements

As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
Firm's registration number: 101248W/W-100022

Gaurav Mahajan
Partner
Membership No.: 507857

Place: Chandigarh
Date: 30 May 2024

For and on behalf of the Board of Directors of Mrs. Bectors Food Specialities Limited

Anoop Bector
Managing Director
DIN:-00108589

Place: Phillaur
Date: 30 May 2024

Ishaan Bector
Director
DIN:-02906180

Place: Phillaur
Date: 30 May 2024

Atul Sud
Company Secretary
M. No:- F10412

Place: Phillaur
Date: 30 May 2024

Arnav Jain
Chief Financial Officer

Place: Phillaur
Date: 30 May 2024

Notes to Consolidated financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

1. REPORTING ENTITY

Mrs. Bectors Food Specialities Limited referred to as "the Company" or "Parent" is domiciled in India. The Company's registered office is at Theing Road, Phillaur-144410, Punjab, India. The equity shares of the Company are listed on BSE Limited and The National Stock Exchange of India Limited. These consolidated financial statements comprise of the Company and its subsidiaries (together referred to as the 'Group') and its associate. The Group and its associate is engaged in the business of manufacturing and distribution of food products. The Group caters to both domestic and export markets.

2. MATERIAL ACCOUNTING POLICIES

The Group and its associate have consistently applied the following material accounting policies to all periods presented in the consolidated financial statements.

Change in material accounting policies.

The Company adopted Disclosure of Accounting Policies (Amendments to Ind AS 1) from 1 April 2023. Although the amendments did not result in any changes in the accounting policies themselves, they impacted the accounting policy information disclosed in the financial statements.

The amendments require the disclosure of 'material' rather than 'significant' accounting policies. The amendments also provide guidance on the application of materiality to disclosure of accounting policies, assisting entities to provide useful, entity-specific accounting policy information that users need to understand other information in the financial statements.

a) Basis and purpose of preparation

i) Statement of compliance

These consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (India Accounting Standards) Amendment Rules, 2016 notified under section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act as amended from time to time.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

These consolidated financial statements were authorised for issue by the Parent's Company's Board of Directors on 30 May 2024.

ii) Functional and presentation currency

These consolidated financial statements are presented in Indian Rupees, which is also the Company's functional currency. All amounts have been rounded to the nearest million, upto two places of decimal, unless otherwise stated.

iii) Basis of measurement

The consolidated financial statements have been prepared under the historical cost basis except for the following:

Item Basis	Measurement
Net defined benefits (assets)/liability	Fair value of the plan assets less present value of defined benefit obligations
Derivative Financial Instruments	Fair value
Liabilities for share based payment arrangements	Fair Value

Measurement of fair values

A number of the Company's accounting policies and disclosures require measurement of fair values, for both financial and non-financial assets and liabilities. The Group and its associate has an established control framework with respect to measurement of fair values. This includes the top management division which is responsible for overseeing all significant fair value measurements, including Level 3 fair values. The top management division regularly reviews significant unobservable inputs and valuation adjustments. If third party information, is used to measure fair values, then the top management division assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirement of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

Significant valuation issues are reported to the Company's board of directors.

Fair value is the price that would be received from sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption

Notes to Consolidated financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

that the transaction to sell the asset or transfer the liability takes place either –

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible to/ by the Group and its associate. All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole-

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or liability, the Group and its associate uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirely in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group and its associate recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the changes have occurred.

Further information about the assumptions made in measuring fair values used in preparing these financial statements is included in note 49 Financial instruments.

iv) Use of judgments and estimates

In preparing these consolidated financial statements, management has made judgments, estimates and assumptions that affect the application of the Group and its associate's accounting policies and the reported amounts of assets, liabilities, income and expenses. Management believes that the estimates used in the preparation of the consolidated financial statements are prudent and reasonable. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

Judgements

Information about the judgments made in applying accounting policies that have the most significant effects on the amounts recognised in the consolidated financial statements have been given below:

- Note 2(m) & 49 - classification of financial assets: assessment of business model within which the assets the assets are held and assessment of whether the contractual terms of the financial asset are solely payments of principal and interest on the principal amount outstanding;
- Note 2(b) & 8a: investments accounted for using the equity method: whether the Group has significant influence over an investee;
- Note 2(q), 5 & 44 - leases classification and assessment of discount rate in relation to lease accounting as per Ind AS 116.
- Note 2(h) & 32 - revenue recognition: whether revenue is recognized over time or at a point in time; determining the transaction price, estimating the expected value of right to return.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the consolidated financial statements for the every period ended is included below:

- Note 2(c), 2(d), 3 and 7 - useful life and residual value of property, plant and equipment and other intangible assets;
- Note 2(g) & 46 - measurement of defined benefit obligations: key actuarial assumptions,
- Note 2(g) & 48 - fair value of share-based payments
- Note 2(l) & 42 - Recognition and measurement of provisions and contingencies, key assumptions about the

Notes to Consolidated financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

likelihood and magnitude of an outflow of resources

- Note 2(o) & 49 – impairment of financial assets;
- Note 2(m) & 49 – Fair value measurement of financial instruments.
- Note 2(o) – Impairment test of non-financial assets: key assumptions underlying recoverable amounts
- Note 2(k) & 12 – Valuation of inventories
- Note 2(i), 25 & 29 – Accounting for Government grant
- Note 2(p), 10 & 24- Recognition of tax expense including deferred tax
- Note 2(h) – Revenue recognition: estimate of expected returns

v) Current and non-current classification

The Group and its associate presents assets and liabilities in the consolidated financial statements based on current / non-current classification.

An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realized in, or is intended for sale or consumption in, the Group and its associate's normal operating cycle.
- it is held primarily for the purpose of being traded;
- it is expected to be realized within 12 months after the reporting date; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the Group and its associate's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is due to be settled within 12 months after the reporting date; or
- the Group and its associate does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its

settlement by the issue of equity instruments do not affect its classification.

Current assets/liabilities include current portion of non-current financial assets/liabilities respectively. All other assets/ liabilities are classified as non-current. Deferred tax assets and liabilities (if any) are classified as non-current assets and liabilities.

Operating cycle

Based on the nature of the operations and the time between the acquisition of assets for processing and their realization in cash or cash equivalents, the Group and its associate has ascertained its operating cycle as twelve months for the purpose of current/non-current classification of assets and liabilities.

b) Basis of consolidation

i) Business Combinations (other than common control business combinations)

In accordance with Ind AS 103, the Group accounts for business combinations using the acquisition method when control is transferred to the Group. The consideration transferred for the business combination is generally measured at fair value as at the date the control is acquired (acquisition date), as are the net identifiable assets acquired. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in Other Comprehensive Income ('OCI') and accumulated in equity as capital reserve if there exists clear evidence of the underlying reasons for classifying the business combination as resulting in a bargain purchase; otherwise the gain is recognised directly in equity as capital reserve. Transaction costs are expensed as incurred, except to the extent related to the issue of debt or equity securities.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships with the acquiree. Such amounts are generally recognised in profit or loss.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as

Notes to Consolidated financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

equity, then it is not remeasured subsequently and settlement is accounted for within equity. Other contingent consideration is remeasured at fair value at each reporting date and changes in the fair value of the contingent consideration are recognised in profit or loss.

If a business combination is achieved in stages, any previously held equity interest in the acquiree is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate.

ii) Subsidiaries

Subsidiaries are all entities 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. Subsidiaries 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 subsidiaries line by line adding together like items of assets, liabilities, equity, income and expense. Intercompany transactions, balances and unrealized gains on transactions between Group entities are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted.

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 Consolidated Balance sheet respectively.

iii) Equity-accounted investees

The Group's interests in equity accounted investment comprise interests in associate.

An associate is an entity in which the Group has significant influence, but not control or joint control, over the financial and operating policies. Interests in associate is accounted for using the equity method. They are initially recognised at cost which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of profit or loss and OCI of equity accounted investment until the date on which significant influence ceases.

Dividends received or receivable from associate are recognised as a reduction in the carrying amount of the investment.

When the Group and its associate'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 and its associate does not recognize further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Subsequent to initial recognition, the consolidated financial statements include the Group's share of profit or loss and OCI of equity accounted investment until the date on which significant influence ceases. Unrealized gains on transactions between the Group are eliminated to the extent of the Group and its associate'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.

iv) The Consolidated Financial Statements comprises financial statements of the members of the Group as under:

Name and relation of Company	Country of Incorporation	% of Interest As at 31 March 2024	% of Interest As at 31 March 2023
Holding Company			
Mrs. Bectors Food Specialities Limited	India		
Subsidiaries			
Bakebest Foods Private Limited	India	100	100
Mrs. Bectors English Oven Limited	India	100	100
Mrs. Bectors Food International (FZE)	UAE	100	100
Associate			
Cremica Agro Foods Limited	India	43.09	43.09
Controlled Trust (w.e.f. 18 October 2023)			
Bector Employee Welfare Trust	India	100	-

Notes to Consolidated financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

c) Property, plant and equipment

Recognition and measurement

The cost of an item of property, plant and equipment shall be recognized as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. Items of property, plant and equipment (PPE) are measured at cost, which includes capitalized borrowing costs, less accumulated depreciation and accumulated impairment losses, if any. Freehold land is carried at historical cost less any accumulated impairment losses.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as a separate item (major components) of property, plant and equipment.

Major machinery spares parts are classified as property, plant and equipment when they are expected to be utilized over more than one period. Other spares are carried as inventory and recognised in the consolidated statement of Profit and Loss as and when consumed.

Any gain or loss on disposal of property, plant and equipment is recognised in consolidated statement of Profit and Loss.

The cost of property, plant and equipment not ready for their intended use is recorded as capital work-in-progress before such date. Cost of construction that relate directly to specific property, plant and equipment and that are attributable to construction activity in general and can be allocated to specific property, plant and equipment are included in capital work-in-progress.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'.

The cost and related accumulated depreciation are eliminated from the consolidated financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the consolidated statement of Profit and Loss.

Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognized as at 1 April 2016, measured as per the previous GAAP and use that carrying value as the deemed cost of such property, plant and equipment.

Subsequent Measurement

Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Group and its associate and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in net profit in the consolidated statement of Profit and Loss when incurred.

Depreciation

Depreciation is calculated on cost of items of PPE (excluding freehold land) less their estimated residual values over their estimated useful lives using the straight line basis using the rates based on the useful lives prescribed as per Part C of schedule II, of the Companies Act 2013 except in case of certain plant and equipment such as moulds, baking pans, crates, pallets and oven chain where the management has assessed useful life as 3 years and for solar panels as 25 years based on internal technical evaluation, and is recognised in the consolidated statement of Profit and Loss. Freehold land is not depreciated.

Depreciation on items of property, plant and equipment is provided as per the rates corresponding to the useful life specific in Schedule II of the Companies Act, 2013 read with notification dated 29 August 2014 of Ministry of Corporate Affairs as follows:

Assets	Management estimate of useful life	Useful life as per Schedule II
Building	30 years	30 years
Plant and machinery	3 to 25 years	15 years
Furniture and fixtures	10 years	10 years
Vehicles	8 years	8 years
Office equipment	5 years	5 years
Computer	3 to 6 years	3 to 6 years

Significant components of assets and their useful life and depreciation charge is based on an internal

Notes to Consolidated financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

technical evaluation. These estimated lives are based on technical assessment made by technical expert and management estimates. Management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of). The leasehold improvements are depreciated over the period of lease term or useful life, whichever is earlier.

Depreciation method, useful lives and residual values are reviewed at each balance sheet date end and adjusted if appropriate.

Derecognition

A property, plant and equipment is derecognised on disposal or when no future economic benefits are expected from its use and disposal. Losses arising from retirement and gains or losses arising from disposal of a tangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the consolidated statement of Profit and Loss.

d) Goodwill and Intangible assets

Goodwill

For measurement of goodwill that arises on a business combination (Refer note b(i)) is measured at cost less accumulated impairment losses. Subsequent measurement is at cost less any accumulated impairment losses. The goodwill on consolidation is tested for impairment annually.

Intangible assets

Intangible assets that are acquired by the Group and its associate are measured initially at cost. Cost of an item of Intangible asset comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use. After initial recognition, an intangible asset is carried at its cost less any accumulated amortisation and any accumulated impairment loss.

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in consolidated statement of Profit and Loss as incurred.

Amortisation method, useful lives and residual values are reviewed at the end of each balance sheet date and adjusted, if appropriate.

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 the consolidated statement of Profit and Loss when the asset is derecognised.

Advances paid towards acquisition of intangible assets outstanding at each period end date, are shown under other non-current assets and cost of assets not ready for intended use before the period end, are shown as intangible asset under development.

Amortisation

Amortisation is calculated to write off the cost of intangible assets over their estimated useful lives using the straight-line method and is included in depreciation and amortization expense in Statement of Profit and Loss. Goodwill is not amortised.

The Estimated useful life of the software is considered as 5 years.

Derecognition

Intangible assets is derecognised on disposal or when no future economic benefits are expected from its use and disposal.

e) Foreign currency transactions

Transactions in foreign currencies are translated into the respective functional currency of the Group and its associate at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are generally recognised in the consolidated statement of Profit and Loss.

f) Borrowing costs

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency

Notes to Consolidated financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily takes substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

g) Employee benefits

Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group and its associate has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

Share-based payment transactions

The grant date fair value of equity settled share-based payment awards granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognised as expense is based on the estimate of the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that do meet the related service and non-market vesting conditions at the vesting date.

When the terms of an equity-settled award are modified, the minimum expense recognised by the Group is the grant date fair value of the unmodified award, provided the vesting conditions (other than a market condition) specified on grant date of the award are met.

Further, additional expense, if any, is measured and recognised as at the date of modification, in case such modification increases the total fair value of the share-based payment plan or is otherwise beneficial to the employee.

Post-employment benefits

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a "bank or financial institutions" and will have no legal or constructive obligation to pay further amounts. The Group and its associate makes specified monthly contributions towards Government administered provident fund scheme. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in the consolidated statement of Profit and Loss in the periods during which the related services are rendered by employees.

Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group and its associate's gratuity benefit scheme is a defined benefit plan.

Gratuity

The Group and its associate's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The Parent Company's plan is funded with an Insurance Company in the form of insurance policies. However, the subsidiaries and associate's plan is not funded. The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group and its associate, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Re-measurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in Other Comprehensive Income (OCI). The Group and its associate determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in the consolidated statement of Profit and Loss.

Notes to Consolidated financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in profit or loss. The Group and its associate's recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Other long term employee benefits – compensated absences

Accumulated absences expected to be carried forward beyond twelve months is treated as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year end. Actuarial gains/ losses are immediately taken to the statement of profit and loss and are not deferred.

h) Revenue from contracts with customers

i. Sale of goods

Under Ind AS 115, the Group and its associate recognized revenue when (or as) a performance obligation was satisfied, i.e. when 'control' of the goods underlying the particular performance obligation were transferred to the customer.

Further, revenue from sale of goods is recognized based on a 5-Step Methodology which is as follows:

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligation in contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

Revenue is recognised when a customer obtains control of the goods which is ordinarily upon delivery at the customer premises. Revenue is measured at transaction price, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as goods and services tax, etc. For certain contracts that permit the customer to return an item, revenue is recognised to the extent that it is probable that a significant reversal in the amount of cumulative revenue recognised will not occur. As a consequence, for those contracts for which the Group and its associate is unable to make a reasonable estimate of return, revenue is recognised when the return period lapses, or a reasonable estimate can be made.

Rendering of services

Revenue in respect of sale of services is recognised over time as the services are provided. The stage of completion for determining the amount of revenue to recognise is assessed based on terms of the relevant agreements.

ii. Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group and its associate performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

iii. Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group and its associate has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group and its associate transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group and its associate performs under the contract.

iv. Right of return

Group and its associate provides a customer with a right to return in case of any defects or on grounds of quality. The Group and its associate uses the expected value method to estimate the goods that will not be returned because this method best predicts the amount of variable consideration to which the Group and its associate will be entitled. The requirements in Ind AS 115 on constraining estimates of variable consideration are also applied in order to determine the amount of variable consideration that can be included in the transaction price. For goods that are expected to be returned, instead of revenue, the Group and its associate recognises a refund liability. A right of return asset and corresponding adjustment to change

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in inventory is also recognised for the right to recover products from a customer.

Use of significant judgements in revenue recognition

- The Company's contracts with customers could include promises to transfer multiple products and services to a customer. The Company assesses the products / services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.

- Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as cash discount, trade discount, price concessions, rebates and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. The Company allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.

- The Company uses judgement to determine an appropriate standalone selling price for a performance obligation. The Company allocates the transaction price to each performance obligation on the basis of the relative standalone selling price of each distinct product or service promised in the contract.

- The Company exercises judgment in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

i) **(i) Government grants and subsidies**

Government grants for capital assets are recognised initially as deferred income at fair value when there is reasonable assurance that they will be received and the Group and its associate will comply with the conditions associated with the grant; they are then recognised in consolidated statement of Profit and Loss as other income on a systematic basis.

Grants that compensate the Group and its associate for expenses incurred are recognised in the statement of profit and loss, as income or deduction from the relevant expense on a systematic basis in the periods in which such expenses are recognized.

(ii) Export Incentives

Export incentives under various schemes notified by the government are recognised on accrual basis when no significant uncertainties as to the amount of consideration that would be derived and that the group and its associate will comply with the conditions associated with the grant and ultimate collection exist.

j) **Recognition of interest income or expense**

Interest income or expense is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument to:

a) the gross carrying amount of the financial asset; or

b) the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability.

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However, for financial assets that have become credit impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

k) Inventories

Inventories are measured at the lower of cost and net realizable value. The methods of determining cost of various categories of inventories are as follows:

Raw materials, packing materials and stores and spares	Weighted average method
Traded goods	Weighted average method
Work-in-progress and finished goods (manufactured)	Weighted average cost and includes an appropriate share of variable and fixed production overheads. Fixed production overheads are included based on normal capacity of production facilities.
Goods in transit	Specifically identified purchase cost

The cost of inventories includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs necessary to make the sale. The net realisable value of work-in-progress is determined with reference to the selling prices of related finished products.

Raw materials, components and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realisable value.

The comparison of cost and net realisable value is made on an item-by-item basis.

l) Provisions, contingent liabilities, contingent assets, commitments

Provisions are recognised when the Group and its associate has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Where the Group and its associate expects some or all of the expenditure required to settle a provision are expected to be recovered from a third party, the reimbursement is recognized when, and only when, it is virtually certain that reimbursement will be received if the entity settles the obligation. The reimbursement is treated as a separate asset.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. Expected future losses are not provided for.

A provision for onerous contract is recognised when the expected benefits to be derived by the company from a contract are lower than the unavoidable cost of meeting its obligation under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the company recognises any impairment loss on assets associated.

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events not wholly within the control of the entity. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote.

Contingent assets are not recognised in the consolidated financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognized. A contingent asset is disclosed where an inflow of economic benefits is probable.

Commitments

Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets. Provisions, contingent liabilities, contingent assets and commitments are reviewed at each reporting date.

Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

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m) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign exchange forward contracts, embedded derivatives in the host contract, etc.

A contract to buy or sell a non-financial item that can be settled net in cash or another financial instrument, or by exchanging financial instruments are financial instrument i.e. derivative contracts except for contracts which are entered into and continue to be held for the purpose of the receipt or delivery of a non-financial item in accordance with the Company's expected purchase, sale or usage requirements are not financial instruments.

Financial assets

i) Initial recognition and measurement

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

The Group and its associate initially recognises a financial asset (except trade receivable) at fair value plus or minus transaction cost that are directly attributable to the acquisition or issue of financial assets (other than financial assets at fair value through profit and loss). Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss ('FVTPL') are recognised immediately in the Statement of Profit and Loss. A trade receivable without a significant financing component is initially measured at the transaction price.

ii) Classifications and subsequent measurement

Classifications

The Group and its associate classifies its financial assets as subsequently measured at either amortised cost or fair value depending on the Group and its associate's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

Business model assessment

The Group and its associate makes an assessment of the objective of a business model in which an asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management.

Assessment whether contractual cash flows are solely payments of principal and interest

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group and its associate considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition.

Debt instrument at amortised cost

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at Fair value though profit and loss (FVTPL):

- it is held within a business model whose objective is to hold 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.

After initial measurement, such financial assets are subsequently measured at amortised cost using the Effective Interest Rate ('EIR') method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

Debt instrument at fair value through Other Comprehensive Income (FVOCI)

A financial asset is measured at FVOCI only 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.
- the contractual terms of the financial asset represent contractual cash flows that are solely payments of principal and interest.

After initial measurement, such financial assets are subsequently measured at fair value with

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changes in fair value recognised in other comprehensive income (OCI). Interest income is recognised basis EIR method and the losses arising from Expected Credit Losses (ECL) impairment are recognised in the profit or loss.

Debt instrument at fair value through profit and loss (FVTPL)

Any debt instrument, which does not meet the criteria for categorisation as at amortised cost or as FVOCI, is classified as at FVTPL.

Equity instruments

Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Group and its associate decides to classify the same either as at FVTOCI or FVTPL. The Group and its associate makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group and its associate decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Group and its associate may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

iii) Reclassification of financial assets

Financial assets are not reclassified subsequent to their initial recognition, except in the period after the Group and its associate changes its business model for managing financial assets.

iv) Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a Group and its associate of similar financial assets) is primarily derecognised (i.e. removed from the Group and its associate's Consolidated Balance sheet) when:

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

Financial liabilities

i) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, amortised cost, as appropriate.

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

ii) Classification and subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities measured at amortised cost

After initial recognition, financial liabilities are amortised cost using the effective interest rate (EIR) method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities designated upon initial recognition as at fair value through profit or loss.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

iii) Derecognition of financial liabilities

The Group and its associate derecognises a financial liability when its contractual obligations are discharged or cancelled or expired.

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Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Consolidated Balance sheet when 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 offset criteria').

Derivative financial instruments

The Group and its associate holds derivative financial instruments to hedge its foreign currency exposures. Embedded derivatives are separated from the host contract and accounted for separately if the host contract is not a financial asset and certain criteria are met. Contracts to buy or sell a non-financial item that can be settled net in cash or another financial instrument, or by exchanging financial instruments are also derivative financial instruments.

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The Group and its associate enters into certain derivative contracts to hedge risks which are not designated as hedges. Such contracts are accounted for at fair value through profit or loss and are included in other gains/(losses).

n) Treasury shares

The Group has created an Employee Benefit Trust ("EBT") for providing share-based payment to its employees. The Group uses EBT as a vehicle for distributing shares to employees under the employee stock option schemes. The EBT buys shares of the Company from the market, for giving shares to employees. The shares held by EBT are treated as treasury shares.

Own equity instruments that are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount and the consideration, if reissued / sold, is recognised in other equity.

o) Impairment

Impairment of financial assets

The Group and its associate recognises loss allowances for expected credit loss on financial assets measured at amortised cost. At each reporting date, the Group and its associate assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have detrimental impact on the estimated future cash flows of the financial assets have occurred.

Evidence that a financial asset is credit – impaired includes the following observable data:

- significant financial difficulty of the debtor or borrower or issuer;
- a breach of contract such as a default or being past due for 90 days or more;
- the restructuring of a loan or advance by the Group and its associate on terms that the Group and its associate would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

The Group and its associate measures loss allowances at an amount equal to lifetime expected credit losses, except for the following, which are measured as 12 month expected credit losses:

Bank balances for which credit risk (i.e. the risk of default occurring over the expected life of financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months)

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Group and its associate is exposed to credit risk.

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When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Group and its associate considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group and its associate's historical experience and informed credit assessment and including forward-looking information.

The Group and its associate assumes that the credit risk on a financial assets has increased significantly if it is more than 90 days past due.

The Group and its associate considers a financial asset to be in default when:

- the debtor is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realizing security (if any is held); or
- the financial asset is more than 90 days past due.

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Group and its associate in accordance with the contract and the cash flows that the Group and its associate expects to receive).

Presentation of allowance for expected credit losses in the balance sheet

Loss allowance for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group and its associate determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write- off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with Group and its associate's procedures for the recovery of amount due.

Impairment of non-financial assets

The Group and its associate's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest Group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, 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 CGU (or the asset).

The Group and its associate's corporate assets do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amount of the other assets of the CGU (or group of CGUs) on a pro rata basis.

An impairment loss in respect of goodwill is not subsequently reversed. In respect of other assets for which impairment loss has been recognised in prior periods, the Group reviews at reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

p) Income taxes

Income tax comprises current and deferred tax. It is recognised in the consolidated statement of Profit and Loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income. Section 115 BAA of the Income Tax Act 1961, introduced by

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Taxation Laws (Amendment) Ordinance, 2019 gives a one-time irreversible option to Domestic Companies for payment of corporate tax at reduced rates. The Group and its associate has opted to recognize tax expense at the new income tax rate as applicable to the Company in the previous year.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the Consolidated Balance sheet and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the Consolidated Balance sheet date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group and its associate expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group and its associate intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax are recognised in the consolidated statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

q) Leases

Leases under Ind AS 116

At inception of a contract, the Group and its associate assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As lessee

The Group and its associate's lease asset classes primarily consist of leases for buildings and leasehold land. The Group and its associate, at the inception of a contract, assesses whether the contract is a lease or not. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration. This policy has been applied to contracts existing and entered on or after 1 April 2019.

The Group and its associate elected to use the following practical expedients on initial application:

- Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date.
- Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application.
- Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application.

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- Applied the practical expedient to grandfather the assessment of which transactions are leases. Accordingly, Ind AS 116 is applied only to contracts that were previously identified as leases under Ind AS 17.

The Group and its associate recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement 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 estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the consolidated statement of Profit and Loss.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Group and its associate's incremental borrowing rate. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The Group and its associate recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and consolidated statement of Profit and Loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group and its associate recognises any remaining amount of the re-measurement in consolidated statement of Profit and Loss.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Group and its associate is reasonably certain to exercise, lease payments in an optional renewal period if the Group and its associate is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group and its associate is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group and its associate's estimate of the amount expected to be payable under a residual value guarantee, if the Group and its associate changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero. The Group and its associate presents right-of-use assets that do not meet the definition of investment property in 'property, plant and equipment' and lease liabilities in 'financial liabilities' in the statement of financial position.

The Group and its associate has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The Group and its associate recognises the lease payments associated with these leases as an expense in the consolidated sstatement of Profit or Loss over the lease term.

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As lessor

Leases in which the group or its associate transfer substantially all the risks and benefits of ownership of the assets are classified as finance leases. Assets given under finance lease are recognized as a receivable at an amount equal to the net investment in the lease. After initial recognition, the group and its associate apportions lease rentals between the principal repayment and interest income so as to achieve a constant periodic rate of return on the net investment outstanding in respect of the finance lease. The interest income is recognized in the consolidated statement if profit and loss. Initial direct costs such as legal cost, brokerage cost etc. are recognized immediately in the consolidated statement of profit and loss.

Leases in which the group and its associate does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating lease are included in Property, plant and equipment. Lease income on an operating income is recognized in the consolidated statement of profit and loss on a straight line basis over lease term. Costs, including depreciation, are recognized as an expense in the consolidated statement of profit and loss. Initial direct costs such as legal cost, brokerage cost etc. are recognized immediately in the consolidated statement of profit and loss.

Assets held under lease

Leases of property, plant and equipment that transfer to the Group and its associate substantially all the risk and rewards of ownership are classified as finance leases. The Right-of-Use assets are measured initially at an amount equal to the lower of their fair value and the present value of the minimum lease payments. Subsequent to the initial recognition, the assets are accounted for in accordance with the accounting policies applicable to similar owned assets.

Assets held under leases that do not transfer to the Group and its associate substantially all the risk and rewards of ownership (i.e. operating lease) are not recognised in the Group and its associate's Balance Sheet.

Lease Payments

Payments made under operating leases are generally recognised in the consolidated statement of Profit and Loss on a straight line basis over the term of the lease unless such payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increase. Lease incentive received are recognised as an integral part of the total lease expense over the term of the lease.

Payments made under finance lease are allocated between the outstanding liability and finance cost. The finance cost is charged to the consolidated statement of Profit and Loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

r) Corporate Social Responsibility ("CSR") expenditure

CSR expenditure incurred by the Group and its associate is charged to the consolidated statement of the profit and loss.

s) Share issue expenses

The share issue expenses incurred by the Group and its associate on account of new shares issued are netted off from securities premium account. The share issue expenses incurred by the Group and its associate on behalf of selling shareholders are considered to be recoverable from selling shareholders and are classified as IPO expenses recoverable under other current financial assets.

t) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

The Board of Directors of the Group and its associate have been identified as being the Chief operating decision maker by the management of the Group and its associate. Refer note 43 for segment information presented.

u) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand and short-term deposits with an original maturity of three months or less.

v) Cash flow statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group and its associate are segregated.

Notes to Consolidated financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

w) Earnings per share

Basic earnings/(loss) per share are calculated by dividing the net profit/(loss) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the period is adjusted for events of bonus issue and share split. For the purpose of calculating diluted earnings/ (loss) per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

x) Equity share capital

Incremental costs directly attributable to the issue of equity shares are recognised as a deduction from equity. Income tax relating to transaction costs of an equity transaction is accounted for in accordance with Ind AS 12.

y) Cash dividend

The Group recognises a liability to make cash distributions to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Group. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

z) Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standard or amendments to the existing standards applicable to the Company.

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3. PROPERTY, PLANT AND EQUIPMENT

Particulars	Gross block				Depreciation				Net block	
	As at 1 April 2023	Additions	Disposals/ adjustments	As at 31 March 2024	As at 1 April 2023	Charge for the year	Disposals/ adjustments	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024
Own assets										
Freehold land	387.43	51.63	-	439.06	-	-	-	-	387.43	439.06
Leasehold improvements	3.18	24.40	-	27.58	0.53	0.96	-	1.49	2.65	26.09
Buildings @	1,601.71	256.28	-	1,857.99	290.33	59.19	-	349.52	1,311.38	1,508.47
Plant and machinery #	4,309.99	1,067.22	25.94	5,351.27	2,076.99	496.85	22.08	2,551.76	2,233.00	2,799.51
Furniture and fixtures	51.84	9.61	-	61.45	28.89	5.32	-	34.21	22.95	27.24
Vehicles	156.47	3.69	-	160.16	65.73	15.79	-	81.52	90.74	78.64
Office equipment	39.12	10.71	-	49.83	25.01	5.16	-	30.17	14.11	19.66
Computer	36.24	11.29	0.11	47.42	22.80	6.91	0.01	29.70	13.44	17.72
Total	**6,585.98**	**1,434.83**	**26.05**	**7,994.76**	**2,510.28**	**590.18**	**22.09**	**3,078.37**	**4,075.70**	**4,916.39**

Particulars	Gross block				Depreciation				Net block	
	As at 1 April 2022	Additions	Disposals/ adjustments	As at 31 March 2023	As at 1 April 2022	Charge for the year	Disposals/ adjustments	As at 31 March 2023	As at 31 March 2022	As at 31 March 2023
Own assets										
Freehold land	273.67	113.76	-	387.43	-	-	-	-	273.67	387.43
Leasehold improvements	3.18	-	-	3.18	0.19	0.34	-	0.53	2.99	2.65
Buildings @	1,442.80	158.91	-	1,601.71	237.80	52.53	-	290.33	1,205.00	1,311.38
Plant and machinery #	3,999.74	366.31	56.06	4,309.99	1,686.10	435.28	44.39	2,076.99	2,313.64	2,233.00
Furniture and fixtures	46.93	5.03	0.12	51.84	24.32	4.66	0.09	28.89	22.61	22.95
Vehicles	127.72	34.99	6.24	156.47	54.74	14.52	3.53	65.73	72.98	90.74
Office equipment	34.74	4.69	0.31	39.12	20.39	4.89	0.27	25.01	14.35	14.11
Computer	26.83	9.63	0.22	36.24	18.41	4.53	0.14	22.80	8.42	13.44
Total	**5,955.61**	**693.32**	**62.95**	**6,585.98**	**2,041.95**	**516.75**	**48.42**	**2,510.28**	**3,913.66**	**4,075.70**

a) Refer note 22 and 26 for charge created on property, plant and equipment.

b) Vehicles includes motor cars having gross block amounting to ₹0.03 (31 March 2023 ₹0.03) and written down value amounting to ₹0.03 (31 March 2023 ₹0.03) are pending to be registered in the name of the Group.

c) Refer note 42 C for disclosure of capital commitments for the acquisition of property, plant and equipment.

\# Plant and machinery includes amount of gross value ₹2,351.38 (31 March 2023 ₹1,782.74), net value of ₹1,326.15 (31 March 2023 ₹968.95) which are partially given under lease arrangement. Also refer note – 32.

@ Buildings includes amount of gross value ₹970.39 (31 March 2023 ₹715.04), net value of ₹831.24 (31 March 2023 ₹605.43) which are partially given under lease arrangement. Also refer note – 32.

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for the year ended 31 March 2024

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4. CAPITAL WORK-IN-PROGRESS

Particulars	As at 1 April 2023	Additions	Capitalised during the year	As at 31 March 2024
Capital work-in-progress*	487.05	1,686.03	1,229.46	943.62

Particulars	As at 1 April 2022	Additions	Capitalised during the year	As at 31 March 2023
Capital work-in-progress*	119.42	791.18	423.55	487.05

Capital work in progress (CWIP) ageing schedule

As at 31 March 2024

Particulars	Amount in CWIP for a period of				
	<1 year	1-2 years	2-3 years	> 3 years	Total
Projects in progress					
Rajpura (New biscuit lines)	405.87	-	-	-	405.87
Indore (New biscuit lines)	379.73	9.27	0.67	0.63	390.30
Mumbai (New bun and bakery lines)	81.65	2.04	-	-	83.69
Misc. projects lying at various locations	59.89	3.41	0.46	-	63.76
Projects temporarily suspended	-	-	-	-	-
Total	**927.14**	**14.72**	**1.13**	**0.63**	**943.62**

As at 31 March 2023

Particulars	Amount in CWIP for a period of				
	<1 year	1-2 years	2-3 years	> 3 years	Total
Projects in progress					
Rajpura (New biscuit lines)	430.41	-	-	-	430.41
Indore (New biscuit lines)	9.26	0.68	-	0.63	10.57
Misc. projects lying at various locations	37.76	0.87	7.44	-	46.07
Projects temporarily suspended	-	-	-	-	-
Total	**477.43**	**1.55**	**7.44**	**0.63**	**487.05**

Capital work in progress (CWIP) completion schedule

- For capital-work-in progress, whose completion is overdue to its original plan:-

As at 31 March 2024

There is no such capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan.

As at 31 March 2023	Amount in CWIP for a period of				
	<1 year	1-2 years	2-3 years	> 3 years	Total
Projects in progress					
Rajpura (Flavour Distribution Unit)#	7.85	-	-	-	7.85
Projects temporarily suspended	-	-	-	-	-
Total	**7.85**	-	-	-	**7.85**

The project was delayed due to some technical requirements in the machinery, the same was capitalised in FY 2023-24.

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(All amounts are in rupees million except share data, unless otherwise stated)

*Detail of preoperative expenses included in CWIP	As at 31 March 2024	As at 31 March 2023
Opening for the year	23.73	4.00
Additions as per consolidated statement of profit and loss during the year		
- Cost of material consumed (Refer note 34)	11.89	-
- Interest and processing charges @ (Refer note 38)	33.05	5.54
- Bank charges (Refer note 40)	0.06	-
- Power & fuel (Refer note 40)	8.59	0.34
- Rates and taxes (Refer note 40)	15.67	6.74
- Consumption of stores and spare parts (Refer note 40)	0.14	-
- Rent (Refer note 40)	1.14	-
- Employee benefits expense (Refer note 37)	24.00	3.48
- Legal & professional expense (Refer note 40)	14.63	1.43
- Insurance (Refer note 40)	0.53	0.11
- Commission and brokerage (Refer note 40)	-	1.31
- Travelling and conveyance (Refer note 40)	7.06	4.11
- Miscellaneous expenses (Refer note 40)	2.41	0.10
Subtotal	**119.17**	**23.16**
Less:- Capitalised to respective property, plant and equipment	76.78	3.43
Closing for the year	**66.12**	**23.73**

@ Capitalisation of borrowing costs relates to funds borrowed both specifically and generally to acquire/construct qualifying assets. The capitalisation relating to general borrowings is ₹19.85 at 8.30% (31 March 2023 ₹4.42 at 8%).

5. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES :

Information about leases for which the Group is a lessee is presented below :

Particulars	Category of Right-of-use assets		
	Leasehold land	Building	Total
Right-of-use assets (ROU Assets)			
Balance as on 1 April 2023	133.92	48.08	182.00
Addition/ reclassification of leases	-	160.35	160.35
Depreciation charge for year	(1.60)	(21.82)	(23.42)
Balance as on 31 March 2024	**132.32**	**186.61**	**318.93**

Particulars	Category of Right-of-use assets		
	Leasehold land	Building	Total
Right-of-use assets (ROU Assets)			
Balance as on 1 April 2022	135.51	56.81	192.32
Addition/ reclassification of leases	-	5.24	5.24
Depreciation charge for year	(1.59)	(13.97)	(15.56)
Balance as on 31 March 2023	**133.92**	**48.08**	**182.00**

The aggregate depreciation expense on ROU assets amounting to ₹23.42 (31 March 2023 ₹15.56) is included under depreciation and amortisation expense in the consolidated statement of Profit and Loss.

Notes to Consolidated financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

The following is the movement in lease liabilities during the year:

Lease liabilities	As at 31 March 2024	As at 31 March 2023
Balance at the beginning	63.11	69.95
Addition for new leases	156.18	5.24
Accredition of interest (refer note 38)	9.45	4.24
Payment of lease liabilities	(25.55)	(16.32)
Balance at the end	**203.19**	**63.11**

Amount recognised in profit and loss	As at 31 March 2024	As at 31 March 2023
Interest expense on lease liabilities	9.45	4.24
Expense relating to short-term leases	40.86	27.68

The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

	As at 31 March 2024	As at 31 March 2023
Maturity analysis – contractual undiscounted cash flows		
Less than one year	35.49	15.33
After one year but not longer than five years	154.15	42.46
More than five years	149.07	81.75
Total	**338.71**	**139.54**

	As at 31 March 2024	As at 31 March 2023
Lease liabilities included in the statement of financial position		
Current	20.48	11.72
Non- current	182.71	51.39
Total	**203.19**	**63.11**

The Group 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.

The Group has taken various long term leases which typically run for a period of 3 to 99 years with an option to renew the lease after that date. For certain leases, the lease rental is increased every 1 to 3 years. The Group is restricted from entering into any sub-lease agreements. The Group assesses at the lease commencement date whether it is reasonably certain to exercise the extension options. The Group reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant changes in circumstances within its control.

The Group has taken certain rented premises on lease with contract terms within one year. These leases are short-term in nature and the Group has elected not to recognise right-of-use-assets and lease liabilities for these assets. The Group incurred ₹40.86 (31 March 2023 ₹27.68) during the year towards expenses relating to short-term leases for which the recognition exemption has been applied (Refer note 40).

The total cash outflow for leases (including short term leases) is ₹66.41 (31 March 2023 ₹44.00) during the year.

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6. INTANGIBLE ASSETS

Particulars	Gross block				Impairment			Net block	
	As at 1 April 2023	Additions	Deletions	As at 31 March 2024	As at 1 April 2023	Adjustments	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024
Goodwill	3.95	-	-	3.95	-	-	-	3.95	3.95
Total	**3.95**	**-**	**-**	**3.95**	**-**	**-**	**-**	**3.95**	**3.95**

Particulars	Gross block				Impairment			Net block	
	As at 1 April 2022	Additions	Deletions	As at 31 March 2023	As at 1 April 2022	Adjustments	As at 31 March 2023	As at 31 March 2022	As at 31 March 2023
Goodwill	3.95	-	-	3.95	-	-	-	3.95	3.95
Total	**3.95**	**-**	**-**	**3.95**	**-**	**-**	**-**	**3.95**	**3.95**

There has been no impairment loss recognised on goodwill generated on acquisition of Bakebest Foods Private Limited.

For the purpose of impairment testing, goodwill is allocated to the Group's operating divisions which represent the lowest level within the Group at which goodwill is monitored for internal management purposes.

The entire goodwill of ₹3.95 has been allocated to the purchase of business of Bakebest Foods Private Limited. The recoverable amount of this CGU is based on fair value less costs to sell, estimated using discounted cash flows. The fair value measurement has been categorised as Level 3 fair value based on the inputs to the valuation technique used.

The values assigned to the key assumptions represent management's assessment of future trends in the relevant industries and have been assigned based on historical data both from external and internal sources.

Particulars	As at 31 March 2024	As at 31 March 2023
Discount rate	12.40%	12.40%
Terminal value rate	5%	5%
Budgeted EBITDA growth rate	10%	10%

- The discount rate is a post-tax measure estimated based on the historical industry average weighted-average cost of capital.
- The cash flow projections include specific estimates for five years and a terminal growth rate thereafter. The terminal growth rate has been determined based on management's estimate of the long-term compound annual EBITDA growth rate, consistent with the assumptions that a market participant would make.
- Budgeted EBITDA has been estimated taking into account past experience.

7. OTHER INTANGIBLE ASSETS

Particulars	Gross block				Amortisation				Net block	
	As at 1 April 2023	Additions	Deletions	As at 31 March 2024	As at 1 April 2023	Charge for the year	Deletions	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024
Computer softwares	29.08	0.53	-	29.61	27.92	0.36	-	28.28	1.16	1.33
Total	**29.08**	**0.53**	**-**	**29.61**	**27.92**	**0.36**	**-**	**28.28**	**1.16**	**1.33**

Particulars	Gross block				Amortisation				Net block	
	As at 1 April 2022	Additions	Deletions	As at 31 March 2023	As at 1 April 2022	Charge for the year	Deletions	As at 31 March 2023	As at 31 March 2022	As at 31 March 2023
Computer softwares	29.08	-	-	29.08	27.46	0.46	-	27.92	1.62	1.16
Total	**29.08**	**-**	**-**	**29.08**	**27.46**	**0.46**	**-**	**27.92**	**1.62**	**1.16**

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(All amounts are in rupees million except share data, unless otherwise stated)

8A EQUITY ACCOUNTED INVESTMENT

	As at 31 March 2024	As at 31 March 2023
Investment in associate		
Quoted investment in equity share		
1,937,268 (31 March 2023: 1,937,268) equity shares of ₹10/- each fully paid up of Cremica Agro Foods Limited	36.96	36.27
	36.96	**36.27**
Quoted		
Aggregate book value of quoted investments	**36.96**	**36.27**
Aggregate market value of quoted investments	*	*
Aggregate amount of impairment in value of investments	Nil	Nil

* Not traded since the date of listing.

Interests in equity accounted investment

Cremica Agro Foods Limited ('CAFL') is an associate of the Group and has a 43.09% ownership interest. The CAFL is principally engaged in food processing. The said Company was incorporated in India on 6 December 1989. The principal place of business is Phillaur.

Summarised financial information for associate

The following table summarises the financial information of CAFL as included in its own financial statements, adjusted for fair value adjustments at acquisition and differences in accounting policies. The table also reconciles the summarised financial information to the carrying amount of the Group's interest in CAFL.

	As at 31 March 2024	As at 31 March 2023
Percentage ownership interest	43.09%	43.09%
Non-current assets	23.59	24.14
Current assets (including cash and cash equivalents – 31 March 2024: 2.44, 31 March 2023: 3.82)	63.06	60.88
Current liabilities (including current financial liabilities – 31 March 2024: 0.87 31 March 2023: 0.59)	(0.88)	(0.85)
Net assets (100%)	**85.77**	**84.17**
Group's share of net assets	36.96	36.27
Carrying amount of interest in equity accounted investment	36.96	36.27

Carrying amount of the interest in equity accounted investment

	For the year ended 31 March 2024	For the year ended 31 March 2023
Revenue	-	-
Other income	3.78	3.16
Depreciation and amortisation expense	-	-
Income tax expense	-	-
Profit	**1.61**	**(7.78)**
Total comprehensive income (net of tax)	**1.61**	**(7.78)**
Group's share of profit	**0.69**	**(3.35)**
Group's share of other comprehensive income	-	-
Group's share of total comprehensive income	**0.69**	**(3.35)**

No dividend has been received from the associate for the year ended 31 March 2024 and 31 March 2023.

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8B OTHER INVESTMENT

	As at 31 March 2024	As at 31 March 2023
Unquoted investment in equity share at cost	3.72	4.80
480,000 (31 March 2023: 480,000) equity shares of ₹10/- each fully paid up of Solarstream Renewable Services Private Limited	3.72	4.80

9 OTHER NON-CURRENT FINANCIAL ASSETS

	As at 31 March 2024	As at 31 March 2023
Deposits with maturity of more than 12 months		
- Margin money deposit*	17.88	174.32
- Deposits with maturity of more than 12 months	-	138.58
Security deposits	62.72	46.17
	80.60	**359.07**

*Margin money deposits with carrying amount of ₹17.88 (31 March 2023 ₹174.32) are subject to charge to secure the Group's inland letter of credit and bank guarantees.

10 NON-CURRENT TAX ASSETS (NET)

	As at 31 March 2024	As at 31 March 2023
Advance income tax (net of provision for tax)	40.71	40.53
	40.71	**40.53**

11 OTHER NON-CURRENT ASSETS

	As at 31 March 2024	As at 31 March 2023
Prepaid expenses	2.90	1.74
Prepaid (deferred) expenses for employee benefits	0.74	-
Capital advances	557.38	180.45
	561.02	**182.19**

12 INVENTORIES

(valued at the lower of cost and net realisable value)

	As at 31 March 2024	As at 31 March 2023
Raw material and packing material (including stock in transit ₹3.56 (31 March 2023 ₹Nil)	568.70	437.64
Work-in-progress	0.33	0.84
Finished goods - Manufactured goods (including stock in transit ₹149.13 (31 March 2023 ₹112.55))*	419.80	338.87
Stock-in-trade	0.23	-
Stores and spares	47.52	37.11
	1,036.58	**814.46**

*The write-down of inventories to net realisable value during the year amounted to ₹0.14 (31 March 2023 ₹0.23) and are included in changes in inventories of finished goods and work-in-progress.

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(All amounts are in rupees million except share data, unless otherwise stated)

13 CURRENT INVESTMENTS

	As at 31 March 2024	As at 31 March 2023
Deposits with financial institution-unquoted		
- Nil (31 March 2023 : 7.60%) fixed deposit with Housing Development Finance Corporation Limited	-	68.95
	-	**68.95**
Unquoted current investments		
Aggregate book value	4.80	73.75
Aggregate market value	Nil	Nil
Aggregate amount of impairment in value of investments	1.08	Nil

14 TRADE RECEIVABLES

(Unsecured, considered good, unless otherwise stated)

	As at 31 March 2024	As at 31 March 2023
Trade receivables	1,390.72	954.16
Less: Loss allowance*	(59.53)	(50.82)
	1,331.19	**903.34**
Break-up of trade receivables:		
Trade receivables considered good - secured	-	-
Trade receivables considered good - unsecured	1,335.06	906.77
Trade receivables which have significant increase in credit risk	36.26	27.99
Trade receivables – credit impaired	19.40	19.40
Total	**1,390.72**	**954.16**
Less: Expected credit loss allowance		
Trade receivables considered good - secured	-	-
Trade receivables considered good - unsecured	(3.87)	(3.43)
Trade receivables which have significant increase in credit risk	(36.26)	(27.99)
Trade receivables – credit impaired	(19.40)	(19.40)
Total trade receivables	**1,331.19**	**903.34**

* The Group exposure to credit and currency risk, and loss allowances related to trade receivables are disclosed in note 49 on financial instruments.

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Trade receivable ageing schedule

As at 31 March 2024	Unbilled	Not Due	< 6 months	6 months to 1 year	1 year to 2 years	2 year to 3 years	> 3 years	Total gross receivables	Expected credit loss	Net receivables
Undisputed trade receivable - considered good	17.58	890.11	420.80	6.39	0.18	-	-	1,335.06	3.87	1,331.19
Undisputed trade receivable - which have significant increase in credit risk	-	-	-	8.48	3.49	1.42	1.34	14.73	14.73	-
Undisputed trade receivable - credit impaired	-	-	-	-	1.10	3.58	14.72	19.40	19.40	-
Disputed trade receivable - considered good	-	-	-	-	-	-	-	-	-	-
Disputed trade receivable - which have significant increase in credit risk	-	-	-	0.54	1.63	4.00	15.36	21.53	21.53	-
Disputed trade receivable - credit impaired	-	-	-	-	-	-	-	-	-	-
Total	**17.58**	**890.11**	**420.80**	**15.41**	**6.40**	**9.00**	**31.42**	**1,390.72**	**59.53**	**1,331.19**

As at 31 March 2023	Unbilled	Not Due	< 6 months	6 months to 1 year	1 year to 2 years	2 year to 3 years	> 3 years	Total gross receivables	Expected credit loss	Net receivables
Undisputed trade receivable - considered good	23.82	609.57	267.75	5.28	0.35	-	-	906.77	3.43	903.34
Undisputed trade receivable - which have significant increase in credit risk	-	-	-	3.98	6.61	1.28	1.23	13.10	13.10	-
Undisputed trade receivable - credit impaired	-	-	-	1.10	3.91	8.64	5.75	19.40	19.40	-
Disputed trade receivable - considered good	-	-	-	-	-	-	-	-	-	-
Disputed trade receivable - which have significant increase in credit risk	-	-	-	0.10	2.07	3.80	8.92	14.89	14.89	-
Disputed trade receivable - credit impaired	-	-	-	-	-	-	-	-	-	-
Total	**23.82**	**609.57**	**267.75**	**10.46**	**12.94**	**13.72**	**15.90**	**954.16**	**50.82**	**903.34**

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15 CASH AND CASH EQUIVALENTS

	As at 31 March 2024	As at 31 March 2023
Balances with banks		
In current account#	74.36	88.40
Cash on hand	2.01	1.50
	76.37	**89.90**

#Includes debit balance of working capital facility availed from HDFC Bank Limited amounting to ₹Nil (31 March 2023 ₹24.77) and ICICI Bank Limited amounting to ₹ Nil (31 March 2023 ₹44.22).

16 BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS ABOVE

	As at 31 March 2024	As at 31 March 2023
Margin money deposit *	417.74	62.41
Deposits with original maturity of more than 3 months but less than 12 months	776.94	596.20
	1,194.68	**658.61**

*Margin money deposits with carrying amount of ₹417.74 (31 March 2023 ₹62.41) are subject to charge to secure the Group's inland letter of credit and bank guarantees.

17 LOANS

(unsecured, considered good)

	As at 31 March 2024	As at 31 March 2023
Non-current		
Loan to employees	2.88	-
	2.88	**-**
Current		
Loans to employees	5.66	4.71
	5.66	**4.71**

18 OTHER CURRENT FINANCIAL ASSETS

(unsecured, considered good)

	As at 31 March 2024	As at 31 March 2023
Derivatives		
Forward exchange contracts used for hedging	1.23	5.42
Derivative contract for purchase of wheat not designated as hedges	-	1.43
Export incentive receivable	142.65	120.90
Security deposits	2.94	2.18
Claims receivable on export	99.51	9.19
Advances recoverable in cash	5.88	-
Other advances	2.10	1.75
	254.31	**140.87**

Notes to Consolidated financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

19 OTHER CURRENT ASSETS

(unsecured, considered good)

	As at 31 March 2024	As at 31 March 2023
Advances to suppliers		
-Unsecured and considered good	68.75	142.17
-Consider doubtful	14.94	14.97
Less: Provision for doubtful advances to suppliers	(14.94)	(14.97)
Advance to employees	6.97	2.84
Less: Provision for doubtful advances to employees	(1.55)	(0.78)
Prepaid expenses	34.89	20.98
Prepaid (deferred) expenses for employee benefits	0.23	-
Right to recover returned goods*	10.66	9.66
Balances with statutory/government authorities	74.00	85.10
	193.95	**259.97**

* Denotes sales with right to return.

20 EQUITY SHARE CAPITAL

	As at 31 March 2024	As at 31 March 2023
Authorised		
65,000,000 (As at 31 March 2023: 65,000,000) equity shares of ₹10/- each	650.00	650.00
Issued, subscribed and paid-up		
58,817,474 (as at 31 March 2023: 58,817,474) equity shares of ₹10/- each	588.17	588.17
Less: 40,000 ((as at 31 March 2023: Nil) equity shares of ₹10/- each held by Bector Employee Welfare Trust	(0.40)	-
	587.77	**588.17**

a. Terms and rights attached to equity shares

(i) The Company has issued one class of equity shares having a par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. The equity shareholders are entitled to receive dividend as declared from time to time.

(ii) In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.

b. Reconciliation of number of shares outstanding at the beginning and end of the year :

Particulars	Number of Shares	Amount
Outstanding as at 1 April 2022	58,815,325	588.15
Share based options exercised during the year	2,149	0.02
Outstanding as at 31 March 2023	**58,817,474**	**588.17**
Shares purchased by Bector Employee Welfare Trust	(40,000)	(0.40)
Outstanding as at 31 March 2024	**58,777,474**	**587.77**

Notes to Consolidated financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

c. Details of shareholders holding more than 5% shares in the Company:

Particulars	As at 31 March 2024		As at 31 March 2023	
	No. of Shares	% holding in the class	No. of Shares	% holding in the class
Equity shares of ₹10 each fully paid				
Anoop Bector	12,561,900	21.37%	12,550,800	21.34%
Anoop Bector (AB Family Trust)	5,999,662	10.21%	5,984,462	10.17%
Ishaan Bector (IB Family Trust)	4,763,111	8.10%	4,763,111	8.10%
Suvir Bector (SB Family Trust)	4,763,111	8.10%	4,763,111	8.10%
SBI Mutual Fund	3,510,614	5.97%	4,650,000	7.91%

d. Promotor Shareholding

Promoter Name	As at 31 March 2024			As at 31 March 2023		
	No. of Shares	% of total shares	% change during the year	No. of Shares	% of total shares	% change during the year
Anoop Bector	12,561,900	21.37%	0.09%	12,550,800	21.34%	0.00%
Anoop Bector HUF	2,005,970	3.41%	0.00%	2,005,970	3.41%	0.00%
Ishaan Bector	5,100	0.01%	0.00%	5,100	0.01%	5000.00%
Rashmi Bector	100	0.00%	0.00%	100	0.00%	0.00%
Suvir Bector	5,100	0.01%	0.00%	5,100	0.01%	5000.00%
Anoop Bector (AB Family Trust)	5,999,662	10.21%	0.25%	5,984,462	10.17%	0.49%
Ishaan Bector (IB Family Trust)	4,763,111	8.10%	0.00%	4,763,111	8.10%	0.00%
Suvir Bector (SB Family Trust)	4,763,111	8.10%	0.00%	4,763,111	8.10%	0.00%
Uday Rameshkumar Aggarwal	400	0.00%	100.00%	-	0.00%	0.00%
Total	**30,104,454**	**51.22%**	**0.09%**	**30,077,754**	**51.14%**	**0.13%**

e. During the five years immediately preceding 31 March 2024 ('the year'), neither any bonus shares have been issued nor any shares have been bought back. Further, no shares have been issued for consideration other than cash.

f. Shares reserved for issue under options

Information relating to Company's option plan, including details of options issued, exercised, and lapsed during the year and options outstanding at the end of the reporting year, is set out in note 48.

Notes to Consolidated financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

21 OTHER EQUITY

		As at 31 March 2024	As at 31 March 2023
a	**Capital reserve**		
	Balance at the beginning of the year	13.17	13.17
	Less: Movement during the year	-	-
	Balance at the end of the year	**13.17**	**13.17**
b	**Securities premium**		
	Balance at the beginning of the year	645.26	644.72
	Add:- Share based options exercised during the year	-	0.54
	Less: Securities premium on equity shares held by Bector Employee Welfare Trust	(40.87)	
	Balance at the end of the year	**604.39**	**645.26**
c	**Retained earnings**		
	Balance at the beginning of the year	4,177.70	3,424.55
	Add: Profit for the year	1,403.61	900.74
	Add: Other comprehensive loss for the year	(2.59)	(0.55)
	Less: Dividends	(176.45)	(147.04)
	Balance at the end of the year	**5,402.27**	**4,177.70**
d	**Share options outstanding account**		
	Balance at the beginning of the year	-	0.30
	Share based expense	2.32	0.03
	Employee stock option exercised during the year	-	(0.17)
	Share based option forfeited during the year	-	(0.16)
	Balance at the end of the year	**2.32**	**-**
e	**General reserve**		
	Balance at the beginning of the year	18.88	18.88
	Less: Movement during the year	-	-
	Balance at the end of the year	**18.88**	**18.88**
f	**ESOP trust reserve**		
	Balance at the beginning of the year	-	-
	Dividend on shares held by Bector Employee Welfare Trust	0.03	-
	Balance at the end of the year	**0.03**	**-**
	Total	**6,041.06**	**4,855.01**

Nature of reserves

Capital reserve

Capital reserve is on account of the business combination transaction as per the Court Scheme dated 04 July 2014.

Securities premium

Securities premium account is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

General reserve

The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to statement of profit and loss.

Retained earnings

Retained earnings comprises of undistributed earnings after taxes.

Notes to Consolidated financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

Other comprehensive income/ (loss)

Remeasurement of defined benefit plans (included in retained earnings)

Remeasurements of defined benefit plans represents the following as per Ind AS 19, employee benefits:

(a) actuarial gains and losses

(b) the return on plan assets, excluding amounts included in net interest on the net defined benefit liability (asset); and

(c) any change in the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability (asset)

(d) exchange difference in translating financial statements of foreign operations

Share options outstanding account

The share options outstanding account is used to recognize the grant date fair value of options issued to employees under the employee stock option scheme.

	As at 31 March 2024	As at 31 March 2023
Dividends		
The following dividends were declared by the Company during the year:		
Interim Dividend - ₹1.25 per equity share (31 March 2023: ₹1.25)	73.52	73.52
Final Dividend - ₹2.00 per equity share (31 March 2023: ₹1.75)	117.63	102.93
Total	**191.15**	**176.45**
Dividend paid during the year		
Interim Dividend	73.45	73.48
Final Dividend*	102.89	73.45
Total	**176.34**	**146.93**

* Amount due include dividend remaining unpaid. Refer note 28.

The final dividend paid by the Group during the year, which was declared in the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend. The interim dividend declared and paid by the Holding Company during the year and until the date of this audit report is in accordance with section 123 of the Companies Act 2013. As stated in Note 21 to the financial statements, the Board of Directors of the Group has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

22 NON-CURRENT BORROWINGS

	As at 31 March 2024	As at 31 March 2023
Term loans (Refer note (a))		
From banks (Secured)	1,723.10	1,123.09
Vehicle loans (Refer note (a))		
From banks (Secured)	16.93	27.84
From Others (Secured)	3.59	7.63
Total non-current borrowings	**1,743.62**	**1,158.56**
Less: Current maturities of long term debt	(251.11)	(216.01)
Less: Interest accrued	(2.40)	(2.64)
Non-current borrowings	**1,490.11**	**939.91**

Notes to Consolidated financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

(a) Terms and conditions of outstanding borrowings are as follows:

Particulars	ICICI Bank Limited*	HDFC Bank Limited**	Punjab National Bank***	Vehicle loans****	Interest accrued but not due	Total
Principal amount						
As at 31 March 2024	319.60	388.49	1,012.73	20.40	2.40	1,743.62
As at 31 March 2023	454.53	454.57	211.42	35.40	2.64	1,158.56
Year of maturity	2028-29	2027-28	2032-33	2026-27	-	-
Term of repayment	monthly basis	monthly basis	monthly basis	monthly basis	-	-
Nominal Interest rate	8.45% - 8.70%	8.00% - 8.62%	7.55%-7.65%	6.62% - 8.60%	-	-

* The term loan of ICICI Bank Limited is secured by first pari passu charge on all moveable and immovable fixed assets (PPE) both current and future of the Rajpura, Phillaur and Tahliwal plant. These loans are further secured by first pari passu charge on current assets both present and future of the Rajpura, Phillaur and Tahliwal plant.

** The term loan of HDFC Bank Limited is secured by first charge by way of hypothecation on entire fixed assets (PPE) of the Greater Noida unit. These loans are further secured by way of collateral security of equitable mortgage of factory land measuring 18,720 Sqm situated at 11- A, Udyog Vihar, Greater Noida.

*** The term loan of PNB Bank Limited is secured by pari passu charge shared by ICICI Bank on reciprocal basis on all moveable and immovable fixed assets (PPE) of the Rajpura, Phillaur and Tahliwal plant.

These loans are further secured by equitable mortgage of immovable property situated at Industrial Plot No. 2, Integrated Industrial Park, Pithampur, Dhar, Indore alongwith hypothecation of movable fixed assets of Indore plant. Additionally these loans are secured by hypothecation of movable fixed assets of Bhiwadi plant.

****Vehicle loans taken from banks and others are secured by hypothecation of respective vehicles.

Term Loans

Name of the lender	Penalty Clause	Prepayment
ICICI Bank Limited	"Default interest Rates in respect of Domestic term loans : In case of any delay in the repayment of principal installment or payment of interest, charges or other monies due on the facility, default interest rate shall be levied at Documented Rate +2% per annum payable monthly, from the due date till such time the overdue amount is paid. Default interest Rates in respect of International term loans : In case of any delay in the repayment of principal installment or payment of interest, charges or other monies due on the facility, default interest rate shall be levied at Documented Rate + 2% per annum payable monthly, from the due date till such time the overdue amount is paid. "	1% of the prepayment amount
Punjab National Bank	Additional/penal interest @ 2% be charged on the default amount over and above the the normal rate of interest.	2% of the prepayment amount

23 NON-CURRENT PROVISIONS

	As at 31 March 2024	As at 31 March 2023
Provision for employee benefits		
Compensated absences (refer note 46)	20.59	19.40
Gratuity (refer note 46)	36.99	33.40
	57.58	**52.80**

Notes to Consolidated financial statements
for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

24 INCOME TAX

A. Amounts recognised in profit or loss

	For the year ended 31 March 2024	For the year ended 31 March 2023
Current tax expense		
Current year	482.92	309.64
Tax adjustment for earlier years	(1.81)	(2.46)
	481.11	**307.18**
Deferred tax credit		
Changes in recognised temporary differences	(1.90)	(0.89)
	(1.90)	**(0.89)**
Total Tax Expense	**479.21**	**306.29**

B. Amounts recognised in Other Comprehensive Income

	For the year ended 31 March 2024			For the year ended 31 March 2023		
	Before tax	Tax Expense	Net of tax	Before tax	Tax Expense	Net of tax
Defined benefit plan	(3.53)	0.88	(2.65)	(0.82)	0.20	(0.62)
Exchange difference in translating financial statements of foreign operations	0.06	-	0.06	0.07	-	0.07
	(3.47)	**0.88**	**(2.59)**	**(0.75)**	**0.20**	**(0.55)**

C. Reconciliation of effective tax rate

	For the year ended 31 March 2024		For the year ended 31 March 2023	
	Rate	Amount	Rate	Amount
Profit before tax from continuing operations	**25.17%**	**1,882.82**	**25.17%**	**1,207.03**
Tax using the Group's domestic tax rate		473.87		303.79
Tax effect of:				
Non-deductible expenses	0.36%	6.69	0.35%	4.28
Changes in estimates related to earlier years	-0.09%	(1.68)	-0.21%	(2.49)
Others	0.02%	0.33	0.06%	0.71
Tax expense	**25.45%**	**479.21**	**25.38%**	**306.29**

D. Movement in deferred tax balances

	As at 1 April 2023	Recognized in P&L	Recognized in OCI	As at 31 March 2024
Deferred Tax Liability				
Property, plant and equipment	181.12	7.09	-	188.21
Right-of-use assets	14.54	34.87	-	49.41
Sub- Total (a)	**195.66**	**41.96**	**-**	**237.62**
Deferred Tax Assets				
Provisions - employee benefits	31.84	2.44	0.88	35.16
Allowances on doubtful receivables	16.75	2.00	-	18.75
Carry forward of losses	0.40	0.84	-	1.24
Deferred income on grants	24.84	6.64	-	31.48
Lease liabilities	15.88	35.26	-	51.14
Others	7.80	(3.32)	-	4.48
Sub- Total (b)	**97.51**	**43.86**	**0.88**	**142.26**
Deferred tax Liabilities (net) (a)-(b)	**98.15**	**(1.90)**	**(0.88)**	**95.36**

Notes to Consolidated financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

	As at 1 April 2022	Recognized in P&L	Recognized in OCI	As at 31 March 2023
Deferred Tax Liability				
Property, plant and equipment	186.17	(5.05)	-	181.12
Right-of-use assets	16.74	(2.20)	-	14.54
Sub- Total (a)	**202.91**	**(7.25)**	**-**	**195.66**
Deferred Tax Assets				
Provisions - employee benefits	32.91	(1.27)	0.20	31.84
Allowances on doubtful receivables and advances	19.48	(2.73)	-	16.75
Carry forward of losses	-	0.40	-	0.40
Deferred income on grants	26.55	(1.71)	-	24.84
Lease liabilities	17.61	(1.73)	-	15.88
Others	7.12	0.68	-	7.80
Sub- Total (b)	**103.67**	**(6.36)**	**0.20**	**97.51**
Deferred tax Liabilities (net) (a)-(b)	**99.24**	**(0.89)**	**(0.20)**	**98.15**

25 OTHER NON-CURRENT LIABILITIES

	As at 31 March 2024	As at 31 March 2023
Deferred income on government grants	100.70	81.42
	100.70	**81.42**

The Group was awarded grants under Export Promotion Capital Goods Scheme (EPCG), Technology Upgradation, Establishment, Modernisation of Food Processing Industries under NMFP, Scheme for Cold Chain and Value Addition Infrastructure and Scheme of Creation/ Expansion of Food Processing & Preservation Capacities (CEFPPC) of Pradhan Mantri Kisan Sampada Yojana (PMKSY). The Group has received grant of ₹50 million during the current year under PMKSY scheme for Rajpura plant. The grants received in earlier years were conditional upon fulfillment of export obligations in case of EPCG purchase of specified plant and machinery in a specified region. The amount received under grants is recognised as deferred income and is being amortised over the useful life of the plant and machinery in proportion in which the related depreciation expense is recognised.

26 CURRENT BORROWINGS

	As at 31 March 2024	As at 31 March 2023
Loans from banks repayable on demand (secured)*	504.55	50.98
Current maturities of long-term debt (refer note 22)	251.11	216.01
	755.66	**266.99**

*The Group has also taken the working capital limits from HDFC Bank Limited against fixed deposits. The facilities availed from HDFC Bank Limited carries floating rate of interest @ FD rate + 0.30% ranging from 7.49% to 7.55% per annum (MCLR + 0.30% @ 7.20% per annum for the year ended 31 March 2023). (Refer Note 15 cash and cash equivalents).

The Group has also taken the working capital limits from ICICI Bank Limited which are secured by first pari passu charge on all moveable and immovable fixed assets (PPE) both current and future of the Rajpura, Phillaur and Tahliwal plant. These loans are further secured by first pari passu charge on current assets both present and future of the Rajpura, Phillaur and Tahliwal plant. The facilities availed from ICICI Bank Limited carries floating rate of interest @ Repo rate + 2.00% spread ranging from 7.60% to 8.62% per annum (Repo rate + 3.00% spread ranging from 6.00% to 8.37% per annum for the year ended 31 March 2023).

The Group has also taken working capital limits from Axis Bank Limited against fixed deposits during the previous year. The facilities availed from Axis Bank Limited carries floating rate of interest @ Nil per annum (FD rate + 0.05-0.10% @ 5.96% per annum for the year ended 31 March 2023).

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for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

Name of the lender	Penalty Clause
ICICI Bank Limited	In event of default, bank is either of facility at liberty to recall all the facility extended to the Group. 1 % (The rate will be over and deemed to be an event of above the interest rate of the default for all other facility facility) on the limit amount for the delayed period will be charged for the Group for the default period.
HDFC Bank Limited	"The bank reserves the right to charge an additional 2% per annum interest rate over and above the normal interest rate on the outstanding amount in case of non-submission of renewal documents. Commitment charges @0.50% per annum to be charged on quarterly basis on the entire unutilized portion if average utilization is less than 60%."

27 TRADE PAYABLES

	As at 31 March 2024	As at 31 March 2023
Trade payables		
Total outstanding dues of micro enterprises and small enterprises*	93.09	103.54
Total outstanding dues of creditors other than micro enterprises and small enterprises**	973.69	671.23
	1,066.78	**774.77**

Trade payable ageing schedule

As at 31 March 2024	Unbilled	Not Due	< 1 year	1 year to 2 years	2 year to 3 years	> 3 years	Total
Total outstanding dues of micro and small enterprises	-	66.43	25.04	0.76	0.02	0.84	93.09
Total outstanding dues of creditors other than micro and small enterprises	271.37	484.52	215.50	1.00	0.62	0.68	973.69
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro and small enterprises	-	-	-	-	-	-	-
Total	**271.37**	**550.95**	**240.54**	**1.76**	**0.64**	**1.52**	**1,066.78**

As at 31 March 2023	Unbilled	Not Due	< 1 year	1 year to 2 years	2 year to 3 years	> 3 years	Total
Total outstanding dues of micro and small enterprises	-	64.79	38.71	0.04	-	-	103.54
Total outstanding dues of creditors other than micro and small enterprises	234.34	294.73	140.53	0.79	0.20	0.64	671.23
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro and small enterprises	-	-	-	-	-	-	-
Total	**234.34**	**359.52**	**179.24**	**0.83**	**0.20**	**0.64**	**774.77**

* Refer note 45 for disclosures required under MSMED Act.

**Includes dues to related parties (refer note 47)

Notes to Consolidated financial statements

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28 OTHER FINANCIAL LIABILITIES

	As at 31 March 2024	As at 31 March 2023
Interest accrued	3.80	2.96
Capital creditors		
Total outstanding dues of micro enterprises and small enterprises*	31.86	21.60
Total outstanding dues of creditors other than micro enterprises and small enterprises	88.87	39.11
Unpaid dividends	0.35	0.24
Security and other trade deposits	74.20	57.72
Advances from customers	2.38	-
Employee payable#	189.04	-
CSR unspent amount	6.11	-
Other- unapplied receipts	4.33	-
	400.94	**121.63**

* Refer note 45 for disclosures required under MSMED Act.

29 OTHER CURRENT LIABILITIES

	As at 31 March 2024	As at 31 March 2023
Deferred income		
Government grants (refer note 25)	24.39	17.26
Contract liability		
Advances from customers *	78.72	171.72
Refund liability *	14.21	15.82
Statutory dues payable	35.98	28.08
Employee payable#	-	169.67
	153.30	**402.55**

*The amount of ₹185.98 (31 March 2023 : 59.46) included in contract liabilities at 31 March 2023 has been recognised as revenue during the year ended 31 March 2024.

#Includes dues to related parties (refer note 47)

30 CURRENT PROVISIONS

	As at 31 March 2024	As at 31 March 2023
Provision for employee benefits (refer note 46)		
Compensated absences	9.87	8.05
Gratuity	30.17	24.00
Others:		
Provision for litigation (refer note (a))	10.31	27.74
	50.35	**59.79**
a. Provision for litigation*		
Balance at the commencement of the year	27.74	26.49
Add: Provision made during the year	1.25	1.41
Less: Provision utilised/reversed during the year	(18.68)	(0.16)
Balance at the end of the year	**10.31**	**27.74**

*refer note 42A(c) for details of pending litigation

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31 CURRENT TAX LIABILITIES (NET)

	As at 31 March 2024	As at 31 March 2023
Income tax (net of advance tax)	0.05	9.23
	0.05	**9.23**

32 REVENUE FROM OPERATIONS

	For the year ended 31 March 2024	For the year ended 31 March 2023
Sale of products	15,344.11	12,713.79
Sale of services*		
Job work income	547.05	543.73
Total (A)	**15,891.16**	**13,257.52**
Other operating revenue		
Export incentives #	158.62	133.50
Income from lease rentals*	64.02	68.71
Sale of scrap	121.85	89.89
Others	3.80	71.77
Total (B)	348.29	363.87
Total revenue from operations (A + B)	**16,239.45**	**13,621.39**

a. Reconciliation of revenue recognized with the contracted price is as follows:

	For the year ended 31 March 2024	For the year ended 31 March 2023
Contracted price	16,840.70	13,983.57
Reductions towards variable consideration components (discounts, rebates and others)	949.54	726.05
Revenue recognised	**15,891.16**	**13,257.52**

b. Contract Balances

The contract liabilities primarily relate to the advance consideration received from customers for which revenue is recognized when the performance obligation is satisifed. Advance collection is recognised when payment is received before the related performance obligation is satisfied. This includes advances received from the customer towards sale of goods. Revenue is recognised once the performance obligation is met i.e. on sale of goods.

	As at 31 March 2024	As at 31 March 2023
Contract liabilities		
- Advances from customers	81.10	171.72
- Refund liability	14.21	15.82
Contract Assets		
- Receivables, which are included in trade receivables	64.61	79.66

Invoices are usually payable within 20-90 days.

Note: Considering the nature of business of the Group, the above contract liabilities are generally materialised as revenue and contract assets are converted into cash/trade receivables within the same operating cycle.

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for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

c. Timing of revenue recognition

	As at 31 March 2024	As at 31 March 2023
Revenue transferred at point in time	15,344.11	12,713.79
Revenue transferred over time	547.05	543.73
	15,891.16	**13,257.52**

The Group has accrued following export incentives of ₹158.62 (31 March 2023 ₹133.50).

a) Duty Free Import Authorization of ₹158.62 (31 March 2023 ₹133.50)

* Also refer note 44

33 OTHER INCOME

	As at 31 March 2024	As at 31 March 2023
Interest income from financial assets at amortized cost	81.69	41.51
Interest income from others	1.81	0.97
Net gain on account of foreign exchange fluctuations	57.45	51.89
Government grants (refer note 25)	23.60	19.78
Net profit on sale/write off of property, plant and equipment	2.93	2.75
Liabilities no longer required written back	19.42	-
Miscellaneous income *	3.19	3.33
	190.09	**120.23**

*Also refer note 44

34 COST OF MATERIALS CONSUMED

	As at 31 March 2024	As at 31 March 2023
Raw materials (including purchased components and packing material consumed)		
Opening inventories	437.64	489.16
Add: Purchases (net)	8,467.19	7,325.26
Less: Closing inventories	568.70	437.64
	8,336.13	**7,376.78**

35 PURCHASE OF STOCK-IN-TRADE

	As at 31 March 2024	As at 31 March 2023
Purchase of stock-in-trade	405.59	237.84
	405.59	**237.84**

Notes to Consolidated financial statements
for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

36 CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN- TRADE AND WORK-IN-PROGRESS

	As at 31 March 2024	As at 31 March 2023
Opening inventories		
Finished goods	338.87	264.51
Work-in-progress	0.84	1.46
Total (A)	**339.71**	**265.97**
Closing inventories		
Finished goods	419.80	338.87
Work-in-progress	0.33	0.84
Stock-in-trade	0.23	-
Total (B)	**420.36**	**339.71**
Total (A-B)	**(80.65)**	**(73.74)**

37 EMPLOYEE BENEFITS EXPENSE

	As at 31 March 2024	As at 31 March 2023
Salaries and wages	2,059.89	1,522.00
Contribution to provident and other funds (refer note 46)	73.39	70.08
Share-based payment to employees (refer note 48)	2.32	(0.13)
Staff welfare expenses	46.78	37.97
	2,182.38	**1,629.92**

38 FINANCE COSTS *

	As at 31 March 2024	As at 31 March 2023
Interest expense on financial liabilities measured at amortised cost :		
Loan from banks	90.95	78.83
Lease liabilities (refer note 5)	9.45	4.24
Others#	17.99	46.05
	118.39	**129.12**

* Also refer note 4

It majorly includes bill discounting charges etc.

39 DEPRECIATION AND AMORTISATION EXPENSE

	As at 31 March 2024	As at 31 March 2023
Depreciation on property, plant and equipment	590.18	516.75
Depreciation on right-of-use assets (refer note 5)	23.42	15.56
Amortisation on intangible assets	0.36	0.46
	613.96	**532.77**

Notes to Consolidated financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

40 OTHER EXPENSES

	As at 31 March 2024	As at 31 March 2023
Rent (refer note 5 and note 44) #	40.86	27.68
Rates and taxes #	32.14	22.16
Power and fuel #	697.15	664.52
Repair and maintenance:		
Plant and machinery	91.89	67.62
Buildings	5.98	6.84
Others	6.86	8.66
Job work charges	43.58	20.39
Travelling and conveyance #	168.82	136.35
Payment to auditor (refer note (a) below)	10.16	9.73
Legal and professional fees #	89.15	32.30
Printing and stationery	7.97	5.88
Advertisement and sales promotion	332.16	221.72
Consumption of stores and spare parts #	54.29	55.67
Commission and brokerage #	7.40	6.26
Communication costs	16.50	11.18
Directors' remuneration and sitting fees	-	99.30
Freight and forwarding	1,231.56	1,197.82
Insurance #	30.93	26.21
Allowances on trade receivable and other advances	9.53	7.68
Net change in fair value of financial assets at FVTPL	1.08	-
Bank charges #	3.53	3.41
Expenditure on Corporate social responsibility (refer note 53)	21.36	15.35
Miscellaneous expenses #	68.71	51.82
	2,971.61	**2,698.55**

* Director remuneration and sitting fees paid to directors for year ended 31 March 2024 has been clubbed under employee benefits expense (refer note 37).

(a) Payment to auditors

	As at 31 March 2024	As at 31 March 2023
As auditor		
Statutory audit	7.18	6.61
Limited review	1.80	1.72
Certification	0.35	0.70
Reimbursement of expenses	0.83	0.70
	10.16	**9.73**

Also refer note 4

Notes to Consolidated financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

41 EARNING PER SHARE (EPS)

		As at 31 March 2024	As at 31 March 2023
A.	**Basic earnings per share**		
i.	Profit for basic earning per share of ₹10 each		
	Profit for year	1,403.61	900.74
ii.	Weighted average number of equity shares for (basic)	58.81	58.82
	Basic Earnings per share (face value of ₹10 each)	**23.87**	**15.31**
B.	**Diluted earnings per share**		
i.	Profit for diluted earning per share of ₹10 each		
	Profit for year	1,403.61	900.74
ii.	Weighted average number of equity shares for (diluted)	58.85	58.82
	Diluted Earnings per share (face value of ₹10 each)	**23.85**	**15.31**

42 CONTINGENT LIABILITIES, CONTINGENT ASSETS AND COMMITMENTS

		As at 31 March 2024	As at 31 March 2023
A.	**Contingent Liabilities**		
	On the basis of current status of below-mentioned individual cases and as per legal advice obtained by the Group, wherever applicable, the Group is confident that the outcome in the below cases would be in the favour of the Group and is of view that no provision is required in respect of these cases.		
	a. Claims against the Group not acknowledged as debts (The Group expects a favourable outcome against all the cases):		
	I) Income Tax related matters	**32.41**	**38.10**
	i) Relating to Income tax demand on certain disallowance for AY 2010-11*	0.00	0.00
	ii) Relating to Income tax demand on certain disallowance for AY 2011-12	0.13	0.13
	iii) Relating to Income tax demand on certain disallowance for AY 2013-14	1.83	1.83
	iv) Relating to Income tax demand on certain disallowance for AY 2015-16	0.18	0.18
	v) Relating to Income tax demand on certain disallowance for AY 2017-18	28.89	28.89
	vi) Relating to Income tax demand on certain disallowance for AY 2018-19	-	7.07
	vii) Relating to Income tax demand on certain disallowance for AY 2020-21	1.38	-
	*The total amount of income tax demand in absolute value is ₹4,238, but for reporting purpose rounded upto ₹0.00 million.		
	II) Sales tax related matters		
	i) Sales Tax demand for assessment year 2005-06 on account of Input Tax Credit not reversed against branch transfer and benefit of deferred payment of tax on CST sales in the state of Himachal Pradesh	-	3.01
	ii) Sales Tax demand for assessment year 2006-07 on account of Input Tax Credit not reversed against branch transfer and benefit of deferred payment of tax on CST sales in the state of Himachal Pradesh	4.83	4.83
	III) Civil matters		

Notes to Consolidated financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

		As at 31 March 2024	As at 31 March 2023
	i) Stamp duty case for the plot taken on 99 years lease in Noida	9.10	9.10
b.	**Others**		
	Differential amount of Customs Duty payable by the Group in case of non fulfilment of export obligation against the import of capital goods made at concessional rate of duty. Based on the past sales performance and the future sales plan, management is quite hopeful to meet out the obligations by executing the required volume of exports in future.	18.65	5.57
	Customs Duty saved against Bonded Manufacturing Scheme (MOOWR scheme) on import of capital goods. The Company has submitted bonds to government of ₹389.88 million (previous year - ₹308.90 million) which represents three times of duty saved. Duty will be payable in case of domestic sale of capital goods. Based on Company's assessment of use of capital goods, management is quite hopeful that liability will not arise for the same.	129.82	102.83
	Impact of bonus due to retrospective amendment in the Payment of Bonus Act, 1965 for the financial year 2014-15 since matter is sub-judice in similar case	10.48	10.48

The Group had entered into lease agreement with M.P Audyogik Kendra Vikas Nigam Indore Ltd (authorities) on 12 Feb 2018 for lease of land in Industrial Park, District Dhar (M.P), possession for which was received by the Company on 21 March 2018. Subsequently basis discussion the MPIDC officials, Group has filed a fresh extension letter on 24 May 2022 wherein it proposed to commence construction of the boundary wall in August 2022 and to commence commercial production from December 2023. The Board of Directors in its meeting held on 28 May 2022 have approved the aforesaid revised plan for construction of the manufacturing facility with proposed date of operation as 30 April 2024 which has been accepted by MPIDC vide its letter dated 18 October 2022. Further in current year, Group has submitted letter vide dated 13 December 2023 with revised cost of project and extension of date of production i.e. completion of Building by June 2024 and commencement of operations from September 2024. Group is confident that it will be able to obtain extension as may be required in due course without any significant penalty / charge levied by MPIDC.

The Group had deposited ₹3.00 million under protest as a result of search proceeding performed by Superintendent CGST, Gautam Budh Nagar in which it was alleged that Kulcha and Buns should be subject to Goods and Services Tax. The Group has taken a legal opinion basis which it does not expect any liability to arise in this matter and will be making application for refund of amount paid under protest in near term.

c. Other pending litigations

(a) The Group had obtained a stay against Punjab VAT Act levying entry tax on Furnace Oil on the basis of High Court judgment delivered on the same point in an another case which is pending before Supreme Court. The estimated amount of tax and interest thereon upto 31 March 2024 of ₹5.43 (31 March 2023 ₹5.13) (including interest of ₹3.74 (31 March 2023 ₹3.44)) has been provided in the books of accounts.

(b) A demand of ₹2.37 and ₹3.75 related with FY 2008-09 and FY 2009-10 respectively is pending with DETC, Ludhiana. The matter was related with input tax credit claimed by assessee on purchase of HSD. The Group had demanded to start the proceeding without depositing the 25% of amount demanded. The department rejected the appeal of the Group. The Group filed the writ petition in High Court which accepted the contention of assessee & remanded the case back to DETC, Ludhiana. During the year ended 31 March 2024, the Group has opted for the Punjab One Time Settlement Scheme for recovery of outstanding dues 2023 and paid ₹2.74 as full and final settlement towards the tax liability as against ₹18.68 provision in the books of account. Accordingly, an amount of ₹15.02 has been written back and disclosed under "Liabilities no longer required written back" in Other Income and an amount of ₹0.92, representing interest accrued on the principal amount for the current year, has been netted from "Others" in Finance costs. The Group had created the provision in books for amount demanded and has also accrued the interest @ 1.5% per month. The estimated amount of sales tax as at 31 March 2023 was 6.63 and ₹11.13 (including interest of ₹4.26 and ₹7.38) which was provided in the books of accounts.

Notes to Consolidated financial statements
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(c) A demand of ₹1.91 (31 March 2023 ₹1.91), 1.60 (31 March 2023 ₹1.60), 0.09 (31 March 2023 ₹0.09) and 0.16 (31 March 2023 ₹0.16) for assessment year 2013-14, 2014-15, 2016-17 and 2017-18 respectively on account of pending C forms and F forms raised by Deputy Commissioner, Gautam Budh Nagar Noida, Uttar Pradesh pending to be deposited with the sales tax department has been provided for in the books of accounts.

(d) A demand of ₹0.12 (31 March 2023 ₹0.12), 0.82 (31 March 2023 ₹0.82) and 0.15 (31 March 2023 ₹0.15) for assessment year 2011-12, 2012-13 and 2013-14 respectively on account of pending C forms and F forms raised by VAT Officer, Delhi pending to be deposited with the sales tax department has been provided for in the books of accounts.

(e) A demand of ₹0.03 (31 March 2023 Nil) for assessment year 2016-17 on account of mismatch in ITC raised by Excise Taxation Officer, Ludhiana, Punjab pending to be deposited with the sales tax department has been provided for in the books of accounts.

d. Pursuant to recent judgement by the Hon'ble Supreme Court dated 28 February 2019, it was held that basic wages, for the purpose of provident fund, to include special allowances which are common for all employees. However, there is uncertainty with respect to the applicability of the judgement and year from which the same applies. The Group has assessed that there was no impact of the same for current year since provident fund was already deducted on such special allowance for current year.

Owing to the aforesaid uncertainity and pending clarification from the authorities in this regard, the Group had not recognised any provision for the periods prior to 28 February 2019. Further, management also believes that the impact of the same on the Group will not be material.

B. Contingent Assets

The Group does not have any contingent assets as on 31 March 2024 (Nil as on 31 March 2023).

C. Commitments

Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for ₹1550.39 (as on 31 March 2023 ₹276.84).

43 SEGMENT REPORTING

Basis for segmentation

Segment information is presented in respect of the Group's key operating segments. The operating segments are based on the Group's management and internal reporting structure.

Operating Segments

The Group's Board of directors have been identified as the Chief Operating Decision Maker ('CODM'), since they are responsible for all major decisions with respect to the preparation and execution of business plan, preparation of budget, planning, alliance, merger and acquisition, and expansion of any new facility.

In the opinion of the Board, there is only one reportable segment ("Revenue from food products"). Accordingly, no separate disclosure for segment reporting is required to be made in the consolidated financial statements of the Group.

Entity wide disclosures

A. Information about products and services

i) Revenue comprises :

	For the year ended 31 March 2024	For the year ended 31 March 2023
Revenue from food products*	15,891.16	13,257.52
Total	**15,891.16**	**13,257.52**

*excludes other operating revenues.

Notes to Consolidated financial statements

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B. Information about geographical areas

The geographical information analyses the Group's revenues by the Group's country of domicile (i.e. India) and other countries. In presenting the geographical information, segment revenue has been based on the geographic location of customers. The following is the distribution of the Group's consolidated revenues and receivables by geographical market, regardless of where the goods were produced:

i) Revenue from external customers:

	For the year ended 31 March 2024	For the year ended 31 March 2023
Within India	11,076.85	9,664.26
Outside India	4,814.31	3,593.26
Total	**15,891.16**	**13,257.52**

ii) Receivables

	As at 31 March 2024	As at 31 March 2023
Within India	713.27	590.82
Outside India	617.92	312.52
Total	**1,331.19**	**903.34**

iii) Non-current assets

The Group has common non-current assets for producing goods/ providing services to domestic and overseas markets. Hence, separate figures for other assets/ additions to property plants and equipment have not been furnished.

C. Information about major customers (from external customers)

During the year ended 31 March 2024, Group does not have transactions with any single external customer having 10% or more of its revenue. (₹Nil for the year ended 31 March 2023).

D. Disaggregation of revenue

In the following table, revenue is disaggregated by major products/service lines and timing of revenue recognition.

Contract	For the year ended 31 March 2024	For the year ended 31 March 2023
6 months or less	15,891.16	13,257.52
Total	**15,891.16**	**13,257.52**
Major product/ service line		
Sale of products	15,344.11	12,713.79
Sale of services		
Job work income	547.05	543.73
Total revenue	**15,891.16**	**13,257.52**

E. Contract balances

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers

Duration	As at 31 March 2024	As at 31 March 2023
Receivables, which are included in trade receivables	64.61	79.66
Contract liabilities	81.10	171.72
Refund liability	14.21	15.82

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44 LEASES

A. Leases as lessee

a) The Group has taken various residential, office, warehouse and shop premises under lease agreements.

b) The aggregate lease rentals payable are disclosed in note 5 and note 40.

i. Leases as lessor

Operating leases

The Group has leased out a part of its building, plant and machinery under a job work arrangement. In addition, certain office premises have also been leased out. All these arrangements are under short term cancelable operating leases of less than 12 months.

Amounts recognised in profit or loss

During the year ended 31 March 2024, lease rentals of ₹64.08 (31 March 2023: ₹68.77) have been included in other operating revenue / other income (refer note 32 and 33). There is a contingency attached to the future lease income and are therefore can not be ascertained.

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Income generated from lease of building, plant and machinery under job work arrangement	64.02	68.71
Income generated from office premises lease	0.06	0.06

45 The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondences with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Accordingly, the disclosure in respect of amounts payable to such enterprises as at year end has been made in the consolidated financial statements based on information available with the Group as under:

	As at 31 March 2024	As at 31 March 2023
Principal amount remaining unpaid to any supplier as at the end of the year		
Trade payables	91.87	102.53
Capital creditors	26.43	16.96
Interest due thereon remaining unpaid to any supplier as at the end of the year		
Trade payables	1.22	1.01
Capital creditors	5.43	4.64
The amount of interest paid in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
The amount of interest due and payable for year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
The amount of interest accrued and remaining unpaid at the end of the year		
Trade payables	1.22	1.01
Capital creditors	5.43	4.64
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.		
Trade payables	1.22	1.01
Capital creditors	5.43	4.64

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46 EMPLOYEE BENEFITS

The Group contributes to the following post-employment defined benefit plans.

(i) Defined Contribution Plans:

Provident fund

The Group makes contribution towards provident fund for employees. The Group's contribution to the Employees Provident Fund is deposited to the government under the Employees Provident Fund and Miscellaneous Provisions Act, 1952. The contribution payable to the plan by the Group is at the rate specified under the Employees Provident Fund and Miscellaneous Provisions Act, 1952.

During the year, the Group has recognised the following amounts in the consolidated Statement of Profit and Loss (included in note 37 - Employee benefits expense):

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Contribution to provident fund	73.39	60.10

(ii) Defined benefit plan:

Gratuity

The Group operates a post-employment defined benefit plan for Gratuity. This plan entitles an employee to receive half month's salary for each year of completed service at the time of retirement/exit. This scheme is funded by the plan assets.

The Parent Company employee's gratuity fund scheme is managed by Life Insurance Corporation of India and State Bank of India Life Insurance. The scheme provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service or part thereof in excess of 6 months subject to no ceiling. Vesting occurs upon completion of 5 years of service. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognize each year of service as giving rise to additional employee benefit entitlement and measures each unit separately to build up the final obligation.

The most recent actuarial valuation of plan assets and the present value of the defined benefit obligation for gratuity were carried out as at 31 March 2024 and 31 March 2023. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

A. Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity plan and the amounts recognised in the Group's consolidated financial statements as at balance sheet date:

Particulars	As at 31 March 2024	As at 31 March 2023
Net defined benefit liability		
Liability for Gratuity	67.16	57.40
Total employee benefit liabilities	**67.16**	**57.40**
Non-current	36.99	33.40
Current	30.17	24.00

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B. Movement in net defined benefit (asset) liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (assets)/ liability and its components:

Particulars	For the year ended 31 March 2024		
	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/ liability
Balance as at 1 April 2023	135.39	77.99	57.40
Included in Profit or loss			
Current service cost	20.05	-	20.05
Interest cost (income)	9.90	5.74	4.16
	29.95	**5.74**	**24.21**
Included in OCI			
Remeasurements loss (gain)			
- financial assumptions	1.96	(0.21)	2.17
- demographic adjustments	0.34	-	0.34
- experience adjustment	1.02	-	1.02
	3.32	**(0.21)**	**3.53**
Other			
Contributions paid by the employer	-	5.00	(5.00)
Benefits paid	(13.05)	(0.07)	(12.98)
	(13.05)	**4.93**	**(17.98)**
Balance as at 31 March 2024	**155.61**	**88.45**	**67.16**

Particulars	For the year ended 31 March 2023		
	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/ liability
Balance as at 1 April 2022	122.40	68.10	54.30
Included in Profit or loss			
Current service cost	17.05	-	17.05
Interest cost (income)	8.84	4.92	3.92
Past service cost	-	-	-
	25.89	**4.92**	**20.97**
Included in OCI			
Remeasurements loss (gain)			
- financial assumptions	(2.16)	(0.22)	(1.94)
- demographic adjustments	(0.26)	-	(0.26)
- experience adjustment	3.02	-	3.02
	0.60	**(0.22)**	**0.82**
Other			
Contributions paid by the employer	-	5.37	(5.37)
Benefits paid	(13.50)	(0.18)	(13.32)
	(13.50)	**5.19**	**(18.69)**
Balance as at 31 March 2023	**135.39**	**77.99**	**57.40**

Notes to Consolidated financial statements

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(All amounts are in rupees million except share data, unless otherwise stated)

C. Plan assets

Plan assets comprise of the following

Particulars	As at 31 March 2024	As at 31 March 2023
Investments with Life insurance corporation	87.47%	86.73%
Investments with SBI life insurance	12.53%	13.27%

The assets managed are highly liquid in nature and the Group does not expect any significant liquidity risk.

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion, business plan, HR policy and other relevant factors on long term basis as provided in relevant accounting standard.

The overall expected rate of return on assets is determined based on the actual rate of return during the current year.

On an annual basis, an asset-liability matching study is done by the Group whereby the Group contributes the net increase in the actuarial liability to the plan manager in order to manage the liability risk.

. **D. Actuarial assumptions**

a) Economic assumptions

The following were the principal actuarial assumptions at the reporting date. The discount rate is generally based upon the market yields available on Government bonds at the accounting date relevant to currency of benefit payments for a term that matches the liabilities. Salary growth rate is Group's long term best estimate as to salary increases & takes account of inflation, seniority, promotion, business plan, HR policy and other relevant factors on long term basis as provided in relevant accounting standard. These valuation assumptions are as follows:-

Particulars	As at 31 March 2024	As at 31 March 2023
Discount rate	7.22%	7.36%
Expected rate of future salary increase	7.00%	7.00%

b) Demographic assumptions

Attrition rates are the Group's best estimate of employee turnover in future determined considering factors such as nature of business & industry, retention policy, demand & supply in employment market, standing of the Group , business plan, HR Policy etc as provided in the relevant accounting standard. Attrition rates as given below have been received as input from the Group.

	Particulars	As at 31 March 2024	As at 31 March 2023
i.	Retirement age (years)	58	60
ii.	Mortality rates inclusive of provision for disability	100% of IALM (2012 - 14)	
iii.	Attrition at Ages	Withdrawal rate (%)	Withdrawal rate (%)
	Upto 30 years	20.00%	20.00%
	From 31 to 44 years	15.00%	15.00%
	Above 44 years	13.00%	13.00%

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E. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

Particulars	As at 31 March 2024		As at 31 March 2023	
	Increase	Decrease	Increase	Decrease
Discount rate (0.50% movement)	(3.42)	3.59	(3.32)	3.50
Expected rate of future salary increase (0.50% movement)	3.47	(3.34)	3.36	(3.23)

Sensitivities due to mortality and withdrawals are not material and hence impact of change not calculated.

Sensitivities as rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable.

F. Expected maturity analysis of the defined benefit plans in future years

Particulars	As at 31 March 2024	As at 31 March 2023
Duration of defined benefit payments		
Less than 1 year	30.17	24.00
Between 1-2 years	23.08	15.66
Between 2-5 years	45.01	38.52
Over 5 years	57.35	57.21
Total	**155.61**	**135.39**

The weighted average duration of the defined benefit plan obligation at the end of the reporting year is 5.43 years (31 March 2023: 5.63 years).

Expected contribution to post-employment benefit plans in the next year is ₹28.02 (31 March 2023: ₹23.31).

G. Description of Risk Exposures:

Description of Risk Exposures:

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such Group is exposed to various risks as follow -

a) Salary Increases- Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.

b) Investment Risk – If Plan is funded then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.

c) Discount Rate: Reduction in discount rate in subsequent valuations can increase the plan's liability.

d) Mortality & disability – Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.

e) Withdrawals – Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

(iii) Other long-term employee benefits:

The Group provides for compensated absences to its employees. The employees can carry-forward a portion of the unutilised accrued compensated absences and utilise it in future service years or receive cash compensation on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of the year in which the employees render the related service and are also not expected to be utilized wholly within twelve months after the end of such year, the benefit is classified as a long-term employee benefit. During the year ended 31 March 2024, the Group has incurred an expense on compensated absences amounting to ₹11.34 (31 March 2023 ₹12.51). The Group determines the expense for compensated absences basis the actuarial valuation of the present value of the obligation, using the Projected Unit Credit Method.

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(All amounts are in rupees million except share data, unless otherwise stated)

47 RELATED PARTIES

A. Related parties and nature of relationship where control exists:

Associate

Cremica Agro Foods Limited

CSR Trust

Mrs. Bector Foundation

ESOP Trust

Bector Employee Welfare Trust

B. Key Managerial Personnel (KMP)

Anoop Bector	Managing Director
Ishaan Bector	Director
Suvir Bector	Director
Manu Talwar	CEO w.e.f. 2 May 2022
Parveen Kumar Goel	Whole-time Director (CFO till 11 August 2023)
Arnav Jain	CFO w.e.f. 11 August 2023
Subhash Agarwal	Independent Director till 9 February 2023
Rajeev Dewan	Independent Director
Pooja Luthra	Independent Director
Alok Kumar Misra	Independent Director
Ashish Agarwal	Independent Director w.e.f. 10 February 2023
Atul Sud	Company Secretary

C. Relatives of key management personnel having transactions with the Company

Relation	Anoop Bector	Ishaan Bector	Suvir Bector
Father	Dharamvir Bector *	Anoop Bector	Anoop Bector
Mother	Rajni Bector	Rashmi Bector	Rashmi Bector
Spouse	Rashmi Bector	Neha Gupta Bector	Mannat Jain Bector
Brother	Akshay Bector #	Suvir Bector	Ishaan Bector
	Ajay Bector #		
Son	Ishaan Bector	-	-
	Suvir Bector	-	-

* Deceased on 26 December 2017.

Ceased to be related party w.e.f 8 December 2015 and 25 December 2014 respectively.

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D. Related entities of KMP

Partnership firm

Sunshine Foods

Public/Private Limited Companies

Mrs. Bectors Cremica Dairies Private Limited

Hindu Undivided Family

Dharamvir and Sons (HUF)

Anoop Bector (HUF)

Parveen Goel (HUF)

Trust

Anoop Bector (AB Family Trust)

Ishaan Bector (IB Family Trust)

Suvir Bector (SB Family Trust)

E. Key management personnel compensation

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Short-term employee benefits	151.45	129.14
Post-employment benefits	1.02	2.46
Director sitting fees	0.50	0.58
Total compensation	**152.97**	**132.18**

F. Transactions with related parties*

A number of key management personnel, or their related parties, hold positions in other entities that result in them having control or significant influence over those entities. A number of these entities transacted with the Group during the reporting year. The terms and conditions of the transactions with key management personnel and their related parties were no more favourable than those available, or those which might reasonably be expected to be available, in respect of similar transactions with non-key management personnel related entities on an arm's length basis. The aggregate value of the Group's transactions relating to key management personnel and entities over which they have control or significant influence is as follows:

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Others		
Rent paid		
- Anoop Bector	4.62	4.62
- Anoop Bector HUF	-	1.25
Reimbursement of expenses		
- Arnav Jain	0.41	-
- Atul Sud	0.05	-
- Mannat Jain Bector	0.01	-
- Manu Talwar	0.48	-
- Parveen Kumar Goel	0.18	-
Rent received		

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for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
- Cremica Agro Foods Limited	0.06	0.06
Dividend paid		
- Anoop Bector	37.68	31.38
- Anoop Bector HUF	6.02	5.01
- Ishaan Bector	0.02	0.01
- Rashmi Bector	0.00	0.00
- Suvir Bector	0.02	0.01
- Anoop Bector (AB Family Trust)	18.00	14.96
- Ishaan Bector (IB Family Trust)	14.29	11.91
- Suvir Bector (SB Family Trust)	14.29	11.91
- Parveen Kumar Goel	0.05	0.04
- Ashish Agarwal	0.00	0.00
Consultancy charges paid		
- Subhash Agarwal	-	0.22
Salary paid		
- Rashmi Bector	16.93	16.49
- Rajni Bector	3.60	3.60
- Neha Gupta Bector	6.27	6.05
- Mannat Jain Bector	3.00	3.00
- Atul Sud	1.49	1.27

* Transactions are net off goods and services tax wherever applicable.

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(All amounts are in rupees million except share data, unless otherwise stated)

G. Related party balances as at the year end:

Outstanding balances	As at 31 March 2024	As at 31 March 2023
Trade and other payables		
- Anoop Bector	0.16	2.29
- Ishaan Bector	1.01	1.47
- Parveen Kumar Goel	0.01	0.41
- Mannat Jain Bector	-	0.28
- Rashmi Bector	0.17	1.09
- Neha Gupta Bector	0.26	0.27
- Suvir Bector	0.22	1.10
- Rajni Bector	0.21	0.15
- Ram Sajeevan Verma	0.16	0.23
- Ashish Agarwal	0.02	0.02
- Rajeev Dewan	0.02	0.02
- Alok Kumar Misra	0.02	0.02
- Pooja Luthra	0.02	0.02
- Manu Talwar	-	0.40
- Atul Sud	-	0.09
Advances and other receivables		
- Cremica Agro Foods Limited	0.07	-
Non current investments		
- Cremica Agro Foods Limited	36.96	36.27

In the opinion of the management, all transactions were made on normal commercial terms and conditions and at arm's length price.

48 SHARE-BASED PAYMENT TO EMPLOYEES

A. Description of share-based based payment to employees

i. Share option programme (equity-settled)

On 31 December 2017, the Holding Company established share option programme that entitle certain employees of the Holding Company to purchase shares in the Holding Company. Under these plans, holders of vested options are entitled to purchase shares at the exercise price of the shares at respective date of grant of options. The key terms and conditions related to the grants under these plans are as follows; all options are to be settled by the delivery of shares.

ESOP schemes	Grant Date	No. of Options	Exercise Price	Vesting year	Vesting conditions
Employee Stock Option Plan - 2023 (Grant 1)	7-Feb-2024	40,000	946.50	3 year service from grant date	Service conditions

ESOP schemes	Grant Date	No. of Options	Exercise Price	Vesting year	Vesting conditions
Employees Stock Option Plan - 2017 (Grant 3)	1-Oct-2018	34,359	174.62	2 years and 6 months service from grant date	Service conditions

ESOP schemes	Grant Date	No. of Options	Exercise Price	Vesting year	Vesting conditions
Employees Stock Option Plan - 2017 (Grant 4)	19-Sep-2020	11,454	174.62	1 year and 8 months service from grant date	Service conditions

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(All amounts are in rupees million except share data, unless otherwise stated)

B. Measurement of fair values

i. Equity-settled share-based based payment to employees

The fair value of options and the inputs used in the measurement of the grant date fair values of the equity-settled share based payment plans are as follows:

	Employee Stock Option Plan - 2023 (Grant 1)	Employees Stock Option Plan - 2017 (Grant 3)	Employees Stock Option Plan - 2017 (Grant 4)
Fair value of options at grant date	667.80	75.12	71.62
Market Price/ Enterprise value per share at grant date	1,183.10	190.00	203.55
Exercise price at the grant date	946.50	174.62	174.62
Expected volatility (weighted-average)	52.50%	27.12%	51.49%
Expected life (weighted-average)	5 years	2 years	2 years
Expected dividends	0.25%	0.00%	0.37%
Risk-free interest rate (based on government bonds)	7.00%	8.02%	4.48%

Note

1. The fair value of options has been done by an independent merchant banker on the date of grant using the Black-Scholes Model.
2. Expected volatility has been based on an evaluation of the historical volatility of the Company's share price, particularly over the historical period commensurate with the expected term.

C. Reconciliation of outstanding share options

The number and weighted-average exercise prices of share options under the share option programme were as follows:

	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
	31 March 2024	31 March 2024	31 March 2023	31 March 2023
Employees Stock Option Plan				
Options outstanding at the beginning of the year	-	-	4,060	174.62
Add: Options granted during the year	40,000	946.50	-	-
Less: Options forfeited during the year	-	-	1,911	-
Less: Options exercised during the year	-	-	2,149	174.62
Options outstanding at the end of the year	**40,000**	**946.50**	**-**	**-**
Exercisable at the end of the year	-	-	-	-

D. Expense recognised in statement of profit and loss

For details of the employee benefit expenses, refer note 37.

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49 FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT

I. Accounting classifications and fair values

A. Financial instruments by categories :

	Note	Level of hierarchy	As at 31 March 2024			As at 31 March 2023		
			Carrying value	Amortised Cost	FVTPL	Carrying value	Amortised Cost	FVTPL
Financial assets								
Non-current loans	b		2.88	2.88	-	-	-	-
Other non-current financial assets	b		80.60	80.60	-	359.07	359.07	-
Investments	a	3	40.68	36.96	3.72	110.02	105.22	4.80
Trade receivables	c		1,331.19	1,331.19	-	903.34	903.34	-
Cash and cash equivalents	c		76.37	76.37	-	89.90	89.90	-
Bank balances other than cash and cash equivalents	c		1,194.68	1,194.68	-	658.61	658.61	-
Current loans	c		5.66	5.66	-	4.71	4.71	-
Other current financial assets	c		254.31	253.08	1.23	140.87	134.02	6.85
			2,986.37	**2,981.42**	**4.95**	**2,266.52**	**2,254.87**	**11.65**
Financial liabilities								
Non-current borrowings	d	3	1,490.11	1,490.11	-	939.91	939.91	-
Short term borrowings	c		755.66	755.66	-	266.99	266.99	-
Non-current lease liabilities	c		182.71	182.71	-	51.39	51.39	-
Current lease liabilities	c		20.48	20.48	-	11.72	11.72	-
Trade payables	c		1,066.78	1,066.78	-	774.77	774.77	-
Other financial liabilities	c		400.94	400.94	-	121.63	121.63	-
			3,916.68	**3,916.68**	**-**	**2,166.41**	**2,166.41**	**-**

Notes:-

a (i) The investments in equity shares of subsidiaries and associates are measured at cost less impairment losses.

(ii) The investments in equity shares of other companies are measured at FVTPL. The investments have been measured at book value.

b In accordance with amendment Ministry of Corporate Affairs notified in IndAS 113 on 30 March 2019, fair value measurement of lease liabilities is not required. The fair value of non-current assets and non-current liabilities (except lease liabilities) are valued based upon Discounted cashflows valuation method. The valuation model considers the present value of expected payments, discounted using a risk-adjusted discount rate. The own non-performance risk was assessed to be insignificant.

c Fair valuation of financial assets and liabilities with short term maturities is considered as approximate to respective carrying amount due to the short term maturities of these instruments.

d The fair value of non-current borrowings is based upon a discounted cash flow analysis that used the aggregate cash flows from principal and finance costs over the life of the debt and current market interest rates.

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Fair value of borrowings is as follows :	Fair value		Amortised cost	
	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
Non-current borrowings (including current maturities)	1,753.32	1,145.93	1,743.62	1,158.56

B. Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are:

(a) recognised and measured at fair value and

(b) measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into three levels prescribed under the Indian Accounting Standard 113. An explanation of each level follows underneath the table.

Financial assets and liabilities measured at fair value - fair value measurements

Particulars	As at 31 March 2024			
	Level 1	Level 2	Level 3	Total
Derivatives				
Forward exchange contracts used for hedging	-	1.23	-	1.23
Derivative contract for purchase of wheat not designated as hedges	-	-	-	-

Particulars	As at 31 March 2023			
	Level 1	Level 2	Level 3	Total
Derivatives				
Forward exchange contracts used for hedging	-	5.42	-	5.42
Derivative contract for purchase of wheat not designated as hedges	-	1.43	-	1.43

There are no transfers between level 1 and level 2 during the year.

Valuation process

The finance department of the Group performs the valuations of financial assets and liabilities required for financial reporting purposes for level 3 fair values. The Group relies on them for instruments measured using level 1 valuation The Group using quoted price/ NAV's published, for the derivative instruments measured using level fair values, the Group obtains the valuation from the bank from whom the derivatives are taken.

The commodity forward contracts (i.e. Derivative contract for purchase of wheat) are valued using valuation techniques, which employs the use of market observable inputs. The Group obtains the valuation from the relevant vendor from whom the derivatives are taken.

This team reports directly to the Chief financial officer (CFO). Discussions of valuation processes and results are held between the CFO and the finance team at least once every year in line with the Group's reporting year.

Changes in level 2 and 3 fair values are analysed at the end of each reporting year.

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II. Financial risk management

Risk management framework

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Group's internal auditor oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. Internal Audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the management.

The Group has exposure to the following risks arising from financial instruments:

- credit risk;

- liquidity risk; and

- market risk"

The Group's activities expose it to market risk, liquidity risk and credit risk. In order to minimise any adverse effects on the financial performance of the Group, derivative financial instruments, such as foreign exchange forward contracts are entered to hedge certain foreign currency risk exposures, commodity price derivatives to hedge certain commodity price exposures. Derivatives are used exclusively for hedging purposes and not as trading or speculative instruments.

i. Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations resulting in a financial loss to the Group. Credit risk arises principally from trade receivables, derivative financial instruments, loans and advances, cash and cash equivalents and deposits with banks.

Trade receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

The Group establishes an allowance for impairment that represents its expected credit losses in respect of trade and other receivables. The management uses a simplified approach for the purpose of computation of expected credit loss for trade receivables.An impairment analysis is performed at each reporting date.

The risk management committee has established a credit policy under which each new customer is analysed individually for credit worthiness before the standard payments and delivery terms & conditions are offered. The Group's review includes external ratings, if they are available, consolidated financial statements, credit agency information, industry information and business intelligence. Sale limits are established for each customer and reviewed annually. Any sales exceeding those limits require approval from the appropriate authority as per policy. In monitoring customer credit risk, customers are grouped according to their credit characteristics, including whether they are an individual or a legal entity, whether they are a institutional, dealers or end-user customer, their geographic location, industry, trade history with the Group and existence of previous financial difficulties.

A default on a financial asset is when counterparty fails to meet payment within ninty days when they fall due.

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The Company's exposure to credit risk for trade receivables by geographic region is as follows:-

Particulars	As at 31 March 2024	As at 31 March 2023
Within India	713.27	590.82
Outside India	617.92	312.52
Total	**1,331.19**	**903.34**

The Group based on internal assessment which is driven by the historical experience/ current facts available in relation to default and delays in collection thereof, the credit risk for trade receivables is considered low. The Group estimates its allowance for trade receivable using expected credit loss. Individual receivables which are known to be uncollectible are written off by reducing the carrying amount of trade receivable and the amount of the loss is recognised in the consolidated Statement of Profit and Loss within other expenses.

Cash and cash equivalents and deposits with banks

Cash and cash equivalents of the Group are held with banks which have high credit rating. The Group considers that its cash and cash equivalents have low credit risk based on the external credit ratings of the counterparties.

Security deposits

The Group furnished security deposits to its lessor for obtaining the premises on lease and margin money deposits to banks. The Group considers that its deposits have low credit risk or negligible risk of default as the parties are well established entities and have strong capacity to meet the obligations. Also, where the Group expects that there is an uncertainity in the recovery of deposit, it provides for suiatable impairment on the same.

Loss allowance as per expected credit loss

Particulars	As at 31 March 2024	As at 31 March 2023
Financial assets for which loss allowance is measured using Expected Credit Losses		
Trade receivables	**1,390.72**	**954.16**

Reconciliation of loss allowance provision

Particulars	Trade Receivables	Total
Loss Allowance on 1 April 2022	64.33	64.33
Change in Loss allowance	(13.51)	(13.51)
Loss Allowance on 31 March 2023	**50.82**	**50.82**
Change in Loss allowance	8.71	8.71
Loss Allowance on 31 March 2024	**59.53**	**59.53**

ii. Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, 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 the Group's reputation.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the cash flow generated from operations to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, Group treasury maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors rolling forecasts of the Group's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected cash flows. This is generally carried out at local

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level in the operating companies of the Group in accordance with practice and limits set by the Group. These limits vary by location to take into account the liquidity of the market in which the entity operates. In addition, the Group's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

In addition, the Company maintains the following line of credit:-

Name of Bank	Loan Sanctioned	Amount of limits sanctioned	Outstanding as on 31 March 2024	Unutilized
HDFC Bank Limited	Bank Overdraft	400.00	153.89	246.11
	Non-Fund Based	45.00	26.87	18.13
ICICI Bank Limited	WC Fund Based	400.00	350.66	49.34
	Non-Fund Based	200.00	66.16	133.84
Punjab National Bank	Term Loan	1,980.00	1,012.73	967.27
	Non-Fund Based (sub limit)	700.00	49.66	650.34
Total		**3,725.00**	**1,659.97**	**2,065.03**

Maturities of financial liabilities

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and exclude contractual interest payments and exclude the impact of netting agreements.

	Carrying amount	Contractual cash flows			
	As at 31 March 2024	Total	Upto 1 year	Between 1 and 5 years	More than 5 year
Financial liabilities					
Non-current borrowings	1,490.11	1,362.95	-	1,227.03	135.92
Short term borrowings	755.66	892.51	892.51	-	-
Non-current lease liabilities	182.71	303.22	-	154.15	149.07
Current lease liabilities	20.48	35.49	35.49	-	-
Trade payables	1,066.78	1,066.78	1,066.78	-	-
Other current financial liabilities	400.94	400.94	400.94	-	-
Total	**3,916.68**	**4,061.89**	**2,395.72**	**1,381.18**	**284.99**

	Carrying amount	Contractual cash flows			
	As at 31 March 2023	Total	Upto 1 year	Between 1 and 5 years	More than 5 year
Financial liabilities					
Non-current borrowings	939.91	939.91	-	932.74	7.17
Short term borrowings	266.99	266.99	266.99	-	-
Non-current lease liabilities	51.39	124.21	-	42.46	81.75
Current lease liabilities	11.72	15.33	15.33	-	-
Trade payables	774.77	774.77	774.77	-	-
Other current financial liabilities	121.63	121.63	121.63	-	-
Total	**2,166.41**	**2,242.84**	**1,178.72**	**975.20**	**88.92**

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The inflows/(outflows) disclosed in the above table represent the contractual undiscounted cash flows relating to derivative financial liabilities held for risk management purposes and which are not usually closed out before contractual maturity.

iii. Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates and interest rates – will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

The Group uses derivatives like Foreign-currency forward contracts and Wheat Forward Contracts to manage market risks on account of foreign exchange fluctuations and fluctuation in prices of refined wheat flour (maida). All such transactions are carried out within the guidelines set by the Board of directors.

Commodity price risk

The Group is affected by the price volatility of certain commodities. Its operating activities require the ongoing purchase and processing of refined wheat flour i.e. Maida and therefore require a continuous supply of maida or wheat. Due to the significantly increased volatility in the price/supply of the maida, the Group also entered into various purchase contracts for wheat (for which there is an active market).

The Group's Board of Directors has developed and enacted a risk management strategy regarding commodity price risk and its mitigation. Based on a 12-month forecast of the required Maida supply, the Group hedges the purchase price using forward wheat purchase contracts. The forward contracts may/may not result in physical delivery of wheat but are being used to hedge to offset the effect of price changes in Maida. The Group has hedged approximately 0% (previous year 11.4%) of its expected wheat/maida purchases.

Commodity price senstivity:

The following table shows the effect of price change in wheat:

Particulars	Profit or loss		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
31 March 2024				
Wheat 1%	-	-	-	-
31 March 2023				
Wheat 1%	2.39	(2.39)	1.79	(1.79)

Currency risk

The Group is exposed to foreign currency risk on certain transactions that are denominated in a currency other than entity's functional currency, hence exposure to exchange rate fluctuations arises. The risk is that the functional currency value of cash flows will vary as a result of movements in exchange rates.

Currency risks related to the cash credit loan have been hedged using forward contracts taken by the Group.

In respect of other monetary assets and liabilities denominated in foreign currencies, the Group's policy is to ensure that its net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates when necessary to address short-term imbalances.

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Exposure to currency risk

The summary quantitative data about the Group's exposure to currency risk as reported to the management of the Group is as follows:

As at 31 March 2024	USD	Euro
Financial asset		
Trade receivables	7.50	-
Forward contracts receivables (including above trade receivables)	22.45	-
Total	**29.95**	**-**
Financial liabilities		
Payable for capital assets	0.00	0.16
Total	**0.00**	**0.16**
Net exposure to foreign currency risk	**29.95**	**(0.16)**

As at 31 March 2023	USD	Euro
Financial asset		
Trade receivables	3.85	-
Forward contracts receivables (including above trade receivables)	14.55	-
Total	**18.40**	**-**
Financial liabilities		
Payable for capital assets	-	0.18
Total	**-**	**0.18**
Net exposure to foreign currency risk	**18.40**	**(0.18)**

Sensitivity analysis

A reasonably possible strengthening (weakening) of the ₹against all other currencies as at year end would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

Particulars	Profit or loss		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
31 March 2024				
USD (1% movement)	24.96	(24.96)	18.68	(18.68)
EUR (1% movement)	(0.14)	0.14	(0.10)	0.10
31 March 2023				
USD (1% movement)	15.12	(15.12)	11.31	(11.31)
EUR (1% movement)	(0.16)	0.16	(0.12)	0.12

Interest rate risk

The Group's main interest rate risk arises from long-term and short-term borrowings with variable rates, which expose the Group cash flow to interest rate risk. Group normally maintains most of its long term borrowings at 7.55% to 8.70%. Group has all the long term loans from HDFC Bank Limited, ICICI Bank Limited and Punjab National Bank.

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(All amounts are in rupees million except share data, unless otherwise stated)

Exposure to interest rate risk

The interest rate profile of the Group's interest-bearing financial instruments as reported to the management of the Group is as follows.

Particulars	Amount as at 31 March 2024	Amount as at 31 March 2023
Fixed-rate instruments		
Financial assets	1,212.56	832.93
Financial liabilities	-	-
	1,212.56	**832.93**

Particulars	Amount as at 31 March 2024	Amount as at 31 March 2023
Variable-rate instruments		
Financial assets	-	-
Financial liabilities	(2,251.97)	(1,212.50)
	(2,251.97)	**(1,212.50)**

Fair value sensitivity analysis for fixed-rate instruments

The Group does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

A change of 100 basis points in interest rates would have increased or decreased equity by ₹9.07 after tax (31 March 2023 ₹6.23). This analysis assumes that all other variables remain constant.

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

INR	Profit or loss (net of tax) 100 bp increase	Profit or loss (net of tax) 100 bp decrease
31 March 2024		
Variable-rate instruments	(16.85)	16.85
Cash flow sensitivity (net)	**(16.85)**	**16.85**
31 March 2023		
Variable-rate instruments	(9.07)	9.07
Cash flow sensitivity (net)	**(9.07)**	**9.07**

50 CAPITAL MANAGEMENT

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital on a yearly basis as well as the level of dividends to ordinary shareholders which is given based on approved dividend policy.

The board of directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position.

The Group capital consists of equity attributable to equity holders that includes equity share capital, reserves, retained earnings and long term borrowings.

Notes to Consolidated financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

	As at 31 March 2024	As at 31 March 2023
Total liabilities	4,374.02	2,870.35
Less: Cash and cash equivalents	76.37	89.90
Less: Bank balances other than cash and cash equivalents	1,194.68	658.61
Less: Fixed deposits with banks with maturity period for more than 12 months	80.60	359.07
Adjusted total liabilities (a)	**3,022.37**	**1,762.77**
Total equity (b)	**6,628.83**	**5,443.18**
Capital gearing ratio (a/b)	**45.59%**	**32.38%**

Particulars	As at 31 March 2024	As at 31 March 2023
Borrowings (including interest accrued)	2,249.57	1,209.86
Less: Cash and cash equivalents	76.37	89.90
Less: Bank balances other than cash and cash equivalents	1,194.68	658.61
Less: Fixed deposits with banks with maturity period for more than 12 months	80.60	359.07
Adjusted net debt	**897.92**	**102.28**
Total equity	6,628.83	5,443.18
Adjusted net debt to equity ratio	**0.14**	**0.02**

As a part of its capital management policy the Group ensures compliance with all covenants and other capital requirements related to its contractual obligations.

51 RATIOS AS PER SCHEDULE III REQUIREMENTS

Particulars	31 March 2024	31 March 2023
a) Current Ratio = Current assets divided by current liabilities		
Current Assets	4,092.74	2,940.81
Current Liabilities	2,447.56	1,646.68
Current Ratio	**1.67**	**1.79**
% Change from previous year	**-6.37%**	

Reason for change more than 25%: Not applicable

b) Debt Equity Ratio = Total debt divided by Total equity where total debt refers to sum of current & non current borrowings

Particulars	31 March 2024	31 March 2023
Total Debt	2,245.77	1,206.90
Total Equity	6,628.83	5,443.18
Debt Equity Ratio	**0.34**	**0.22**
% Change from previous year	**52.80%**	

Reason for change more than 25%:

This ratio has increased from 0.22 times in March 2023 to 0.34 times in March 2024 due to fresh term loans taken for investment in capex.

Notes to Consolidated financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

c) Debt Service Coverage Ratio = Earnings available for debt services divided by total interest and principal repayments

Particulars	31 March 2024	31 March 2023
Profit after tax	**1,403.61**	**900.74**
Add: Non cash operating expenses and finance cost	**732.35**	**661.89**
-Depreciation and amortisation	613.96	532.77
-Finance costs	118.39	129.12
Earnings available for debt services	**2,135.96**	**1,562.63**
Interest cost on borrowings	90.95	78.83
Principal repayments	251.11	216.01
Total Interest and principal repayments	**342.06**	**294.84**
Debt Service Coverage Ratio	**6.24**	**5.30**
% Change from previous year	**17.82%**	

Reason for change more than 25%: Not applicable

d) Return on Equity Ratio = Net profit after tax divided by Equity

Particulars	31 March 2024	31 March 2023
Net profit after tax	1,403.61	900.74
Average Equity	6,036.01	5,066.48
Return on Equity Ratio	**23.25%**	**17.78%**
% Change from previous year	**30.80%**	

Reason for change more than 25%:

This ratio has increased from 17.78% in March 2023 to 23.25% in March 2024 due to increase in net profit.

e) Inventory Turnover Ratio = Revenue from operations divided by average inventory

Particulars	31 March 2024	31 March 2023
Revenue	16,239.45	13,621.39
Average Inventory	925.52	800.63
Inventory Turnover Ratio	**17.55**	**17.01**
% Change from previous year	**3.13%**	

Reason for change more than 25%: Not applicable

f) Trade Receivables Turnover Ratio = Revenue from operations divided by average trade receivables

Particulars	31 March 2024	31 March 2023
Revenue	16,239.45	13,621.39
Average Trade Receivables	1,117.27	826.50
Trade Receivables Turnover Ratio	**14.54**	**16.48**
% Change from previous year	**-11.81%**	

Reason for change more than 25%: Not applicable

Notes to Consolidated financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

g) Trade Payables Turnover Ratio = Purchases divided by average trade payables

Particulars	31 March 2024	31 March 2023
Purchases	8,872.78	7,563.10
Other expenses #	2,961.00	2,591.57
Total	11,833.78	10,154.67
Average Trade Payables	920.78	675.80
Trade Payables Turnover Ratio	12.85	15.03
% Change from previous year	-14.47%	

Excluding Director Remuneration and sitting fees, allowances on trade receivable and other advances and net change in fair value of financial assets at FVTPL of ₹10.61 (Previous year ₹106.98).

Reason for change more than 25%: Not applicable

h) Net Capital Turnover Ratio = Revenue divided by Working capital where working capital= current assets - current liabilities

Particulars	31 March 2024	31 March 2023
Revenue	16,239.45	13,621.39
Working Capital	1,645.18	1,294.13
Net Capital Turnover Ratio	9.87	10.53
% Change from previous year	-6.22%	

Reason for change more than 25%: Not applicable

i) Net Profit Ratio = Net profit after tax divided by revenue from operations

Particulars	31 March 2024	31 March 2023
Net profit after tax	1,403.61	900.74
Revenue	16,239.45	13,621.39
Net Profit Ratio	8.64%	6.61%
% Change from previous year	30.71%	

Reason for change more than 25%:

This ratio has increased from 6.61% in March 2023 to 8.64% in March 2024 due to increase in net profit.

j) Return on Capital Employed = Earnings before interest and taxes (EBIT) divided by Capital Employed

Particulars		31 March 2024	31 March 2023
Profit before tax	(A)	1,882.82	1,207.03
Finance costs	(B)	118.39	129.12
EBIT (C) = (A)+ (B)		2,001.21	1,336.15
Total Assets	(D)	11,002.85	8,313.53
Total Liabilities	(E)	4,374.02	2,870.35
Intangible Assets	(F)	5.28	5.11
Tangible Net Worth	(G)	6,623.55	5,438.07
Total Debt	(H)	2,245.77	1,206.90
Deferred Tax Liability	(I)	95.36	98.15
Capital employed (J) = (G) + (H) + (I)		8,964.68	6,743.12
Return on Capital Employed		22.32%	19.82%
% Change from previous year		12.66%	

Notes to Consolidated financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

Reason for change more than 25%: Not applicable

k) Return on Investment Ratio = Income generated from investments / total investment

Particulars	31 March 2024	31 March 2023
Interest income on bank deposits	81.69	41.51
Total Investments	1,163.36	753.93
Return on Investment	7.02%	5.51%
% Change from previous year	**27.54%**	

Reason for change more than 25%: Not applicable

This ratio has increased from 5.51% in March 2023 to 7.02% in March 2024 due to increase in interest rates on fixed deposits.

52 Additional information pursuant to paragraph 2 of Division II of Schedule III to the Companies Act 2013- 'General instructions for the preparation of consolidated financial statements' of Division II of Schedule III

As at 31 March 2024

Name of entity in the group	Net Assets (Total assets - Total liabilities)		Share in profit		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent								
Mrs. Bectors Food Specialities Limited	87.46%	5,797.27	87.86%	1,233.20	88.80%	(2.30)	87.86%	1,230.90
Subsidiaries								
Bakebest Foods Private Limited	11.74%	778.33	12.35%	173.39	13.51%	(0.35)	12.35%	173.04
Mrs Bectors English Oven Limited	0.25%	16.78	-0.16%	(2.27)	0.00%	-	-0.16%	(2.27)
Mrs. Bectors Food International (FZE)	-0.01%	(0.87)	-0.15%	(2.10)	0.00%	-	-0.15%	(2.10)
Associate (Investment as per the equity method)								
Cremica Agro Foods Limited	0.56%	36.96	0.05%	0.69	0.00%	-	0.05%	0.69
Elimination	0.01%	0.36	0.05%	0.70	-2.32%	0.06	0.05%	0.76
Total	**100%**	**6,628.83**	**100%**	**1,403.61**	**100%**	**(2.59)**	**100%**	**1,401.02**

Notes to Consolidated financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

As at 31 March 2023

Name of entity in the group	Net Assets (Total assets - Total liabilities)		Share in profit		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent								
Mrs. Bectors Food Specialities Limited	89.87%	4,891.53	84.66%	762.53	105.45%	(0.58)	84.64%	761.95
Subsidiaries								
Bakebest Foods Private Limited	9.28%	505.10	15.97%	143.82	7.27%	(0.04)	15.97%	143.78
Mrs Bectors English Oven Limited	0.17%	9.05	-0.10%	(0.92)	0.00%	-	-0.10%	(0.92)
Mrs. Bectors Food International (FZE)	0.02%	1.23	-0.20%	(1.77)	0.00%	-	-0.20%	(1.77)
Associate (Investment as per the equity method)								
Cremica Agro Foods Limited	0.67%	36.27	-0.37%	(3.35)	0.00%	-	-0.37%	(3.35)
Elimination	0.00%	0.00	0.05%	0.43	-12.73%	0.07	0.06%	0.50
Total	**100%**	**5,443.18**	**100%**	**900.74**	**100%**	**(0.55)**	**100%**	**900.19**

53 CORPORATE SOCIAL RESPONSIBILITY

S.No.	Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
i	Amount required to be spent by the company during the year	19.90	15.05
ii	Amount approved by the Board to be spent during the year	19.90	15.05
iii	Amount of expenditure incurred*	15.90	11.66
iv	Shortfall at the end of the year	4.00	3.39
v	Total of previous years shortfall	-	-
	Total shortfall at the end of the year **	4.00	3.39
vi	Details of related party transactions, e.g. contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard #	-	-
vii	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shown be shown separately	-	-

"* Nature of CSR activities

Current year - On promoting education including special education and employment enhancing vocation skills ₹7.45, on promoting health care including preventive care and sanitation ₹4.74, , on environment sustainability and animal welfare ₹3.23, on eradicating hunger and malnutrition ₹0.48.

Previous year - On promoting health care including preventive health care and sanitation ₹6.60, on promoting education including special education ₹3.80, on environment sustainability ₹1.16, on eradicating hunger and malnutrition ₹0.10.

Notes to Consolidated financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

**** Reason for shortfall**

Amount remaining unspent pertains to "Ongoing/Multilayer Projects" approved by CSR committee which will be spent in the coming years. The Holding Company has a shortfall of ₹4.13 (₹3.59 related to shortfall as on 31 March 2023), however the subsidiary company has spent excess amount of ₹0.13 (excess amount of ₹0.20 for the year ended 31 March 2023), hence accordingly arithmetically consolidated shortfall is appearing as ₹4.00 (₹3.39 consolidated shortfall for the year ended 31 March 2023).

Details of Deposit in Unspent CSR Account

As per the requirements of Section 135(5) of The Companies Act, 2013, ₹5.46 (₹3.69 related to shortfall as on 31 March 2023) has been deposited in the special account (Mrs. Bectors Food Specialities Limited - Unspent CSR Account) on 18 April 2024 related to shortfall as on 31 March 2024, which will be spent in the coming years.

54 NOTE ON INTERMEDIARY

No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Group has not received any fund from any party(s) (Funding Party) with the understanding that the Group shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

55 Social security – The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the company towards Provident Fund and Gratuity. The Ministry of Labour and Employment had released draft rules for the Code on Social Security, 2020 on November 13, 2020, and invited suggestions from stakeholders which are under consideration by the Ministry. The Group will assess the impact and its evaluation once the subject rules are notified. The Group will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

56 REGULATORY INFORMATIONS :

(i) The Group does not have any Benami property, where any proceeding has been initiated or pending against The Group for holding any Benami property.

(ii) The Group has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

(iii) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(iv) The Group has not 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 to Consolidated financial statements

for the year ended 31 March 2024

(All amounts are in rupees million except share data, unless otherwise stated)

(v) The Group has borrowings from banks and financial institutions on the basis of security of current assets. The quarterly returns or statements of current assets filed by the Group with banks and financial institutions are in agreement with the books of accounts.

(vi) None of the entities in The Group have been declared wilful defaulter by any bank or financial institution or government or any government authority.

(vii) The Group has complied with the number of layers prescribed under the Companies Act, 2013.

(viii) The Group has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(ix) The Group has not entered into any transactions with the struck off companies during current or previous financial year.

(x) The Group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) do not have any Core Investment Company ("CIC").

As per our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
Firm's registration number: 101248W/W-100022

Gaurav Mahajan
Partner
Membership No.: 507857

Place: Chandigarh
Date: 30 May 2024

For and on behalf of the Board of Directors of
Mrs. Bectors Food Specialities Limited

Anoop Bector
Managing Director
DIN:-00108589

Place: Phillaur
Date: 30 May 2024

Ishaan Bector
Director
DIN:-02906180

Place: Phillaur
Date: 30 May 2024

Atul Sud
Company Secretary
M. No:- F10412

Place: Phillaur
Date: 30 May 2024

Arnav Jain
Chief Financial Officer

Place: Phillaur
Date: 30 May 2024

MRS. BECTORS FOOD SPECIALITIES LIMITED
Regd. Office: Theing Road, Phillaur-144410 (CIN: L74899PB1995PLC033417)
Tel No. 01826 - 225418 | Fax No.01826 - 222915 | E-mail: atul.sud@bectorfoods.com
Website: www.bectorfoods.com

NOTICE OF 29TH ANNUAL GENERAL MEETING OF THE MEMBERS

NOTICE is hereby given that the 29th Annual General Meeting of the members of MRS. BECTORS FOOD SPECIALITIES LIMITED ('The Company') will be held on Friday, 27th day of September, 2024 at 11:00 hours (IST) through video-conferencing ("VC") /Other Audio Visual Means ("OAVM") to transact the following Business. The Venue of the meeting shall be deemed to be the registered office of the company at Theing Road, Phillaur-144 410.

ORDINARY BUSINESS

1. **To receive, consider and adopt:**

   (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2024, comprising Audited Balance Sheet, the Statement of Profit & Loss along with Notes to Accounts and Cash Flow Statement appended thereto and Reports of the Board of directors and Statutory Auditors thereon and

   (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2024, comprising Consolidated Audited Balance Sheet, the Consolidated Statement of Profit & Loss along with Notes to Accounts and Cash Flow Statement appended thereto and reports of the Statutory Auditors thereon.

2. To confirm Interim Dividend of Rs. 1.25 per Equity Share of Rs. 10/- each and declare Final Dividend of Rs. 2.00 per Equity Share of Rs. 10/- each for the financial year ended 31st March, 2024.

3. To Appoint Director in place of Mr. Suvir Bector, Director (DIN: 08713694) who retires by rotation and being eligible offers himself for re-appointment.

4. **To appoint and fix the remuneration of Auditor:**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Audit and Auditors) Rules, 2014 ("Rules") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, **M/s. Walker Chandiok & Co. LLP**, Chartered Accountants (Firm's Registration No.: 001076N/N500013), be and are hereby appointed as Statutory Auditors of the Company to hold office for a term of 5(five) consecutive years from the conclusion of this 29th Annual General Meeting (AGM) till the conclusion of the 34th AGM of the Company to be held in the year 2029 at such remuneration, out of pocket expenses and travelling expenses etc. as may be mutually agreed between the Board of Directors of the Company and the Auditors."

"**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Board of Directors in consultation with the Statutory Auditors in connection with the audit and that the remuneration may be paid on a progressive billing basis to be agreed between the Statutory Auditors and the Board of Directors of the Company."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may be deemed proper, expedient or necessary in this behalf."

By order of the Board
For Mrs. Bectors Food Specialities Limited

Sd/-
(Atul Sud)
Company Secretary
M. No. – F10412

Date: 27th August, 2024
Place: Phillaur

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the "Act"), setting out the material facts for each item of business mentioned in item 4 of the Notice is annexed hereto. The relevant details, pursuant to applicable regulation of the SEBI LODR and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed herewith.

2. The Ministry of Corporate Affairs ('MCA'), vide its General Circular No. 14/2020, 17/2020, 20/2020, 02/2021, 02/2022, 09/2023 and SEBI vide its Circular No. SEBI/ HO/ CFD/ CMD1/ CIR/ P/ 2020/ 79, SEBI/HO/ CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2/ CIR/P/2022/62 allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the Members at a common venue. In accordance with, the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 29th AGM of the Company shall be conducted through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. Participation of members through VC / OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013.

3. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, the 21st day of September, 2024 to Friday, the 27th day of September, 2024 (both days inclusive) for the purpose of Dividend and AGM.

4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

5. The Company's Registrar and Transfer Agents for its Share Registry work (physical and electronic) are M/S Link Intime India Pvt Ltd., Noble Heights, 1ST Floor, Plot NH 2 C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi - 110058, Email: delhi@linkintime.co.in, Phone: 011- 41410592-94, Fax: 011- 41410591.

6. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.

7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with M/s. Link Intime India Private Limited for providing the members the facility for participation in the 29th AGM through VC/OAVM facility, for voting through remote e-Voting, and for e-Voting during the 29th AGM.

8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013. Members can attend and participate in the Annual General Meeting through VC/OAVM only.

9. In compliance with the aforesaid MCA Circulars and SEBI Circular dated January 15, 2021 read with SEBI Circular dated May 12, 2020, the Notice of the AGM along with the Annual Report 2023-24 has been uploaded on the website of the Company at www.bectorfoods.com. The Notice of the Annual General Meeting along with the Annual Report for the financial year 2023-24 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars and circular issued by SEBI dated 12th May, 2020. The Notice is also available on 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 available on the website of Link Intime India Private Limited. For members who have not registered their email IDs so far, are requested to register their email IDs for receiving all communications, including Annual Report, Notices from the Company electronically.

10. Members desirous of getting any information about the accounts and/or operations of the Company are requested to write to the Company at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.

11. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in

physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company's Registrar and Transfer Agents.

12. All the documents referred to in the Notice and Explanatory Statement along with other relevant documents will be made available for inspection by the Members on the website of the Company during the meeting.

13. There are no amounts requiring transfer to Investor Education and Protection Fund during the year 2023- 2024.

14. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company / Registrar and Transfer Agent (in case of shares held in physical mode) and with the Depository Participants (in case of shares held in Demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of interest.

15. The Securities and Exchange Board of India (SEBI) vide circular No. SEBI/HO/MIRSD/DOP1/CIR/P/ 2018/73 dated 20th April 2018 has mandated compulsory submission of Permanent Account Number (PAN) and bank details by every participant in the securities market. Members holding shares in the electronic form are, therefore requested to submit their PAN and bank details to their Depository Participant(s) and members holding shares in physical form shall submit the details to Company/RTA.

16. Registration of email ID and Bank Account details.

    In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/ Depositories, log in details for e-voting are being sent on the registered email address.

    In case the shareholder has not registered his/her/their email address with the Company/its RTA/ Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

    (i) Kindly log in to the website of our RTA, Link Intime India Private Limited, www.linkintime.co.in under Investor Services>Email/Bank detail Registration - fill in the details and upload the required documents and submit. OR

    (ii) In the case of Shares held in Demat mode:

    The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

17. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Link Intime India Private Limited for facilitating voting through electronic means, as the authorised agency.

18. The remote e-Voting period commences on Tuesday, the 24th day of September, 2024 (9.00 a.m. IST) and ends on Thursday, the 26th day of September, 2024 (5.00 p.m. IST). During this period, Members of the Company, holding shares, as on the cut- off date (record date) Friday, the 20th day of September, 2024 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Link Intime India Private Limited for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-Voting before/ during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company.

19. The Company has appointed B K Gupta & Associates, Practicing Company Secretaries, Ludhiana as the Scrutinizer for scrutinizing the entire e-voting process i.e. remote e-voting and e-voting during the AGM, to ensure that the process is carried out in a fair and transparent manner.

20. In case of joint holders, the Members whose name appear first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

(i) The voting period begins on Tuesday, the 24th day of September, 2024 (9.00 a.m. IST) and ends on Thursday, the 26th day of September, 2024 (5.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, the 20th day of September, 2024 may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

(v) Pursuant to abovesaid SEBI Circular, Login method for remote e-Voting for Individual shareholders holding securities in Demat mode and Login method for remote e-Voting for Individual shareholders holding securities in Physical mode is given below:

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

1. Individual Shareholders holding securities in demat mode with NSDL

   1. 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 name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.

   2. 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

   3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to

NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL

   1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The 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 use your existing my easi username & password.

   2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are 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.

   3. If the user is not registered for Easi/Easiest, the 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.

   4. Alternatively, the user can directly access the 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, the 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.

3. 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. After Successful login, you will be able to see e-Voting option. Once you 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 the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in

2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

   A. **User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

   B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

   C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

   D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

   **Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

   **Shareholders holding shares in NSDL form, shall provide ‘D’ above*

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter).
- Click "confirm" (Your password is now generated).

3. Click on 'Login' under '**SHARE HOLDER**' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL at https://instavote.linkintime.co.in and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: https://instavote.linkintime.co.in

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password**?'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "**SUBMIT**".

  In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- ➢ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ➢ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

PROCESS AND MANNER FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

1. Open the internet browser and launch the URL: https://instameet.linkintime.co.in

   - Select the "Company" and 'Event Date' and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

   - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
   - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
   - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

   Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMeet website.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

For Physical shareholders- please provide necessary details like 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 Company/RTA email id.

For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the email id atul.sud@bectorfoods.com.
2. Shareholders will get confirmation on first cum first serve basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/ Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/ Against'.
5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to

change your vote, click on "Back" and accordingly modify your vote.

6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

GUIDELINES TO ATTEND THE AGM PROCEEDINGS OF LINK INTIME INDIA PVT. LTD.: INSTAMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

a) Please download and install the Webex application by clicking on the link https://www.webex.com/downloads.html/

DIVIDEND RELATED:

Subject to approval of the Members at the AGM, the dividend will be paid within a week from the conclusion of the AGM to the Members whose names appear on the Company's Register of Members as on the Record Date i.e., Friday, the 20th day of September, 2024, and in respect of the shares held in dematerialised mode, to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.

Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details. Dividend warrants / demand drafts will be dispatched to the registered address of the Members who have not updated their bank account details.

Pursuant to the requirements of Income Tax, 1961, the Company will be required to withhold taxes at prescribed rates on the dividend paid to the Shareholders. The withholding tax rate would vary depending on the residential status of the shareholder.

Inspection of Documents:

The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act and documents referred in the notice of meeting will be available for inspection by the Members in electronic mode during the AGM. Members who wish to seek inspect, may send their request through an email at atul.sud@bectorfoods.com up to the date of AGM.

Declaration Of Results:

(i) The scrutinizer shall, immediately after the conclusion of voting during the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson of the Company or the person authorized by him, who shall countersign the same.

(ii) Based on the scrutinizer's report, the Company will submit within 48 hours of the conclusion of the AGM to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the SEBI Listing Regulations.

(iii) The results declared along with the scrutinizer's report, will be hosted on the website of the Company at www.bectorfoods.com and on the website of Link Intime India Private Limited, immediately after the declaration of the result by the Chairperson or a person authorised by him in writing and communicated to the Stock Exchanges.

(iv) Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM i.e. 27th day of September, 2024.

Other Instructions:

(i) As per the provisions of Section 101 and 136 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and

Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2016, the service of notice/documents including Annual Report can be sent by e-mail to its members. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail address with Company's Registrar & Transfer Agents, M/s. Link Intime India Pvt. Ltd and Depository Participant in case of Demat Shares, to enable the Company to send the notices, documents including Annual Reports by e-mail.

(ii) The persons who have acquired shares and become members after the dispatch of the notice may send a request to the Company Secretary via e-mail at atul.sud@bectorfoods.com for a copy of the Annual Report. The Annual Report is also available on the website of the Company.

(iii) A person, who is not a Member as on the cut-off date i.e. Friday, the 20th day of September, 2024 should treat this Notice for information purposes only.

(iv) The Company has designated an exclusive e-mail ID i.e. atul.sud@bectorfoods.com to enable the investors to register their complaints / send correspondence, if any.

(v) Members holding shares in dematerialized form may note that bank particulars registered against their respective demat accounts will be used by the Company for payment of dividend and therefore, members are requested to update with their respective Depository Participants ("DP"), their bank account details (account number, 9 digit MICR and 11 digit IFSC), email IDs and mobile number. Members holding shares in physical form may communicate details to the Company / Registrar and Transfer Agent viz. Link In time India Private Limited ("RTA") before Friday, the 20th day of September, 2024, by quoting the Folio No. and attaching a scanned copy of the cancelled cheque leaf of their bank account and a self-attested scanned copy of the PAN card.

EXPLANATORY STATEMENT IN RESPECT OF BUSINESS SET OUT IN ITEM NO. 4 OF THE NOTICE CONVENING THE ANNUAL GENERAL MEETING OF MRS. BECTORS FOOD SPECIALITIES LIMITED TO BE HELD ON FRIDAY, 27TH DAY OF SEPTEMBER, 2024 AT 11:00 HOURS (IST) THROUGH VIDEO CONFRENCING

The Following Explanatory Statement sets out all material facts relating to the Business mentioned under item sr. no. 4 of the accompanying Notice:

ITEM NO. 4

Though not mandatory, this statement is provided for reference. M/s. B S R & Co. LLP (ICAI Firm registration number 101248W/W100022), Chartered Accountants have been the Statutory Auditors of our Company, Mrs. Bectors Food Specialities Limited since the last 10 years. Section 139 of Companies Act, 2013 was made effective from April 1, 2014 which stipulated the appointment of the statutory auditor for two terms of five financial years each.

Now, M/s. B S R & Co. LLP, Chartered Accountants has completed consecutive two tenures of five years each as the Statutory auditor of the company since its appointment. Hence, M/s. B S R & Co. LLP, Chartered Accountants retire as the Statutory Auditors of the company at the conclusion of the 29th Annual General Meeting. Accordingly, as per the requirements of the Act and based on the recommendations of the Audit Committee, the board of directors of the company has in its meeting held on August 27, 2024 proposed to appoint **M/s. Walker Chandiok & Co. LLP,** Chartered Accountants (Firm's Registration No.: 001076N/N500013), as the Statutory Auditors of the company for a period of five years commencing from the conclusion of 29th AGM till the conclusion of the 34th AGM to be held in the year 2029. **M/s. Walker Chandiok & Co. LLP,** Chartered Accountants (Firm's Registration No.: 001076N/N500013) have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014. Further requirement of ratification of Auditors by members at every annual general meeting has been omitted by the Companies (Amendment) Act, 2017 effective from May 7, 2018. None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 4 of the notice.

The Board recommends the resolution set forth in item No. 4 of the notice for approval of the members.

By order of the Board
For Mrs. Bectors Food Specialities Limited

Sd/-
(ATUL SUD)
COMPANY SECRETARY
M. No. – F10412

Date: 27th August, 2024
Place: Phillaur

ANNEXURE- A

Profile of the Director seeking appointment / re-appointment at the Annual General Meeting

[Pursuant to 36(3) of SEBI (Listing of Listing Obligations and Disclosures Requirements) Regulations, 2015 along with Paragraph 1.2.5 of Secretarial Standard on General Meetings]

Particulars	**Mr. Suvir Bector**
DIN	08713694
Age	29
Brief Resume and Qualification	**Mr. Suvir Bector**, has graduated with bachelor's degree in arts with honours in management with marketing from University of Exeter and has a master's in global supply chain management from Cass Business School, City University in London. He has joined our Company on July 24, 2018.
Date of first Appointment as Director	1st April, 2021
Expertise in specific functional area	In-depth knowledge of international business, New-age leadership, Specialist knowledge in marketing and supply chain, Customer liaison
Directorships held in other body corporate as on 31st March 2024	Nil
Membership / Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee) as on 31st March, 2024	Nil
Number of equity shares held in the Company as on date	5100 (In name of Suvir Bector) and 4763111 (In name of SB Family Trust)
Relationship with other Directors and Key Managerial Personnel	Mrs. Rajni Bector (Grand Mother) – Chairperson Emeritus; Mr. Anoop Bector (Father) – Managing Director; Mr. Ishaan Bector (Brother) – Wholetime Director
No. of meetings of the Board attended during the year	5 (Five)
Remuneration Last Drawn from the Company (This does not include Director sitting fees)	Rs. 25.45 million only (For the year 2023-24)

By order of the Board
For Mrs. Bectors Food Specialities Limited

Sd/-
(ATUL SUD)
COMPANY SECRETARY
M. No. – F10412

Date: 27th August, 2024
Place: Phillaur

Mrs. Bector's

MRS. BECTOR'S CREMICA

ENGLISH OVEN

MRS. BECTORS FOOD SPECIALITIES LIMITED

(CIN: L74899PB1995PLC033417)

Regd. Office: Theing Road, Phillaur-144 410

Tel: 01826 - 225418 | E-mail: atul.sud@bectorfoods.com | Website: www.bectorfoods.com