

**Date:** 19<sup>th</sup> August, 2023

To, BSE Limited The General Manager, Department of Corporate Services, P.J. Towers, Dalal Street, Mumbai – 400 001 Scrip Code: 507552	To, National Stock Exchange of India Limited Exchange Plaza, 5 <sup>th</sup> Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 Symbol: FOODSIN
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**Sub.:** Submission of 51<sup>st</sup> Annual Report and Notice of Annual General Meeting (“AGM”) of the Financial Year 2022-23.

Dear Sir/ Madam,

Pursuant to Regulation 30 & 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; please find enclosed herewith 51<sup>st</sup> Annual Report and Notice of AGM of the Financial Year 2022-23, which are being sent to the Members of the Company.

The said Annual Report is also posted on website of the Company [www.foodsandinns.com](http://www.foodsandinns.com).

Kindly acknowledge the receipt and take the same on record.

Thanking you,

Yours faithfully,

For **Foods and Inns Limited**

**Ameya Masurkar**  
**Company Secretary and Compliance Officer**

**Encl:** As above

# CROSSING MILESTONES WITH CONFIDENT STRIDES

51<sup>st</sup> Annual Report 2022-23



Foods & Inns



# ACROSS THE PAGES

## 01-31

### CORPORATE OVERVIEW

- 01 Crossing Milestone with Confident Strides
- 02 Progress Over the Years
- 04 Who We Are
- 06 Value Creation Model
- 08 Brands That Define Us
- 10 Strategic Priorities for Sustainable Growth
- 12 Market Presence Across the Globe
- 13 Our Presence-Based Product & Capacity Facilities
- 14 Fortifying Our Future
- 16 Enhancing Our Capabilities
- 18 Strengthening Our Quality
- 20 Environmental Responsibility
- 24 Social Commitments
- 26 Good Governance
- 28 Board of Director Profile
- 31 Corporate Information

## 32-90

### STATUTORY REPORTS

- 32 Management Discussions and Analysis
- 50 Notice
- 63 Board's Report
- 77 Corporate Governance Report

## 92-227

### FINANCIAL STATEMENTS

- 92 Standalone
- 163 Consolidated

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For more investor related information please visit <https://www.foodsandinns.com/Investor/Investor>

Or Simply Scan



### Investor Information

Market Cap	₹ 1,074 Crores
CIN	L55200MH1967PLC013837
BSE Code	507552
NSE Symbol	FOODSIN
Bloomberg Code	FOODSIN
Dividend Declared	₹ 0.5 per share
AGM Date	September 11, 2023
AGM Mode	Virtual

### CONSOLIDATED FINANCIAL HIGHLIGHTS ■ Y-O-Y

₹ 1,00,152 Lakhs  
Total Income

₹ 99,311 Lakhs  
Sales

57.4%

₹ 10,153 Lakhs  
EBITDA (Before Exceptional Items)

79.5%

₹ 4,741 Lakhs  
PAT

210%

₹ 31,234 Lakhs  
Net Worth

59%

18.8%  
ROE

12332 bps

13.47%  
ROCE

2795 bps

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

# CROSSING MILESTONE WITH CONFIDENT STRIDES

Businesses today are swiftly adapting to challenges and opportunities alike, expanding to newer markets, introducing groundbreaking products and services, and cultivating a lasting brand identity. By taking confident strides, Foods and Inns is actively shaping the future, solidifying our position as industry leaders and pioneers of progress.

Foods and Inns has consistently demonstrated its capability to achieve monumental milestones. The recent accomplishment of reaching ₹ 1000 Crores in revenue is a testament to the Company's pursuit of excellence and ability to garner a larger market share

in the ever growing consumer space. It signifies a pivotal point and a stepping stone to achieve higher ambitions that the company has set for itself.

The Company has not only achieved milestones, but also surpassed market expectations and pushed its boundaries. However, it is just getting started. Today, the Company stands at the precipice of a transformative era where its team has been diligently working to navigate the ever-changing business landscape. The fruits of its labour have borne remarkable results. We hope that the strategic decisions we are taking as a team is shaping not just the future of our company,

but the very landscape of our industry. Financial numbers alone can't capture the full essence of what we are doing as a team. It's the stories behind those numbers that truly define our triumphs and challenges. As we move ahead, we promise to take calculated risks and as we celebrate our victories, we're also laying the groundwork for what comes next. Foods and Inns aims to cross many more milestones, each stride fuelled by confidence and a vision to create a positive, enduring impact, not just for the Company, but also for the industry and community it serves.

## KEY HIGHLIGHT OF THE YEAR

# 1<sup>st</sup> Claim

of incentives under PLI – ₹ 9.71 Crores for FY 2022





# PROGRESS OVER THE YEARS

Foods and Inns Limited (F&I) began its journey in 1971 with the first spray dried egg powder factory and has now become one of India's leading manufacturer and exporter of tropical fruit purees, concentrates, powders, spices and frozen foods

With over 50 years of history in the industry, we are one of the oldest, most respected and trusted food service partner.

With our new state-of-the-art facility in Vankal and our focus on providing

value-added products, we have always been ahead of the curve. With focus on waste recycling and sustainability, we believe that initiatives such as the introduction of the latest aseptic

technology, a focus on domestic operations, and early investments in sustainability will help us conquer a large portion of the global market.

## KEY FACTS

50+

years of experience

7

State-of-the-art facilities

30+

Variety of products

50+

Countries

500+

Employees







# WHO WE ARE

Foods and Inns Limited ('F&I,' 'the Company,' or 'it' hereafter) has long been a leader in India's food processing industry. We primarily manufacture and sell a variety of processed tropical Fruit & Vegetable Pulp, Purees, Spices, Spray Dried Powders, Frozen Food, and other value-additive foods to some of the world's best food and beverage brands. We have established sustainably integrated value chains over the years, thanks to cutting-edge technology and our prudence.

Today, F&I is a Government-recognised export house and one of the largest Indian exporters of mango pulp. The company has established markets in the United States, the United Kingdom, Europe, Australia, the Middle East, and some Asian countries. High business ethics, a customer-centric approach, and investments in developing an experienced team and cutting-edge equipment propelled F&I to achieve growth and trust among industry peers and end-consumers.



## VISION

- To become the largest Fruit & Vegetable processor in India
- To become the most preferred Food & Beverage manufacturer
- To own trusted Food & Beverage brands portfolio










## MISSION

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



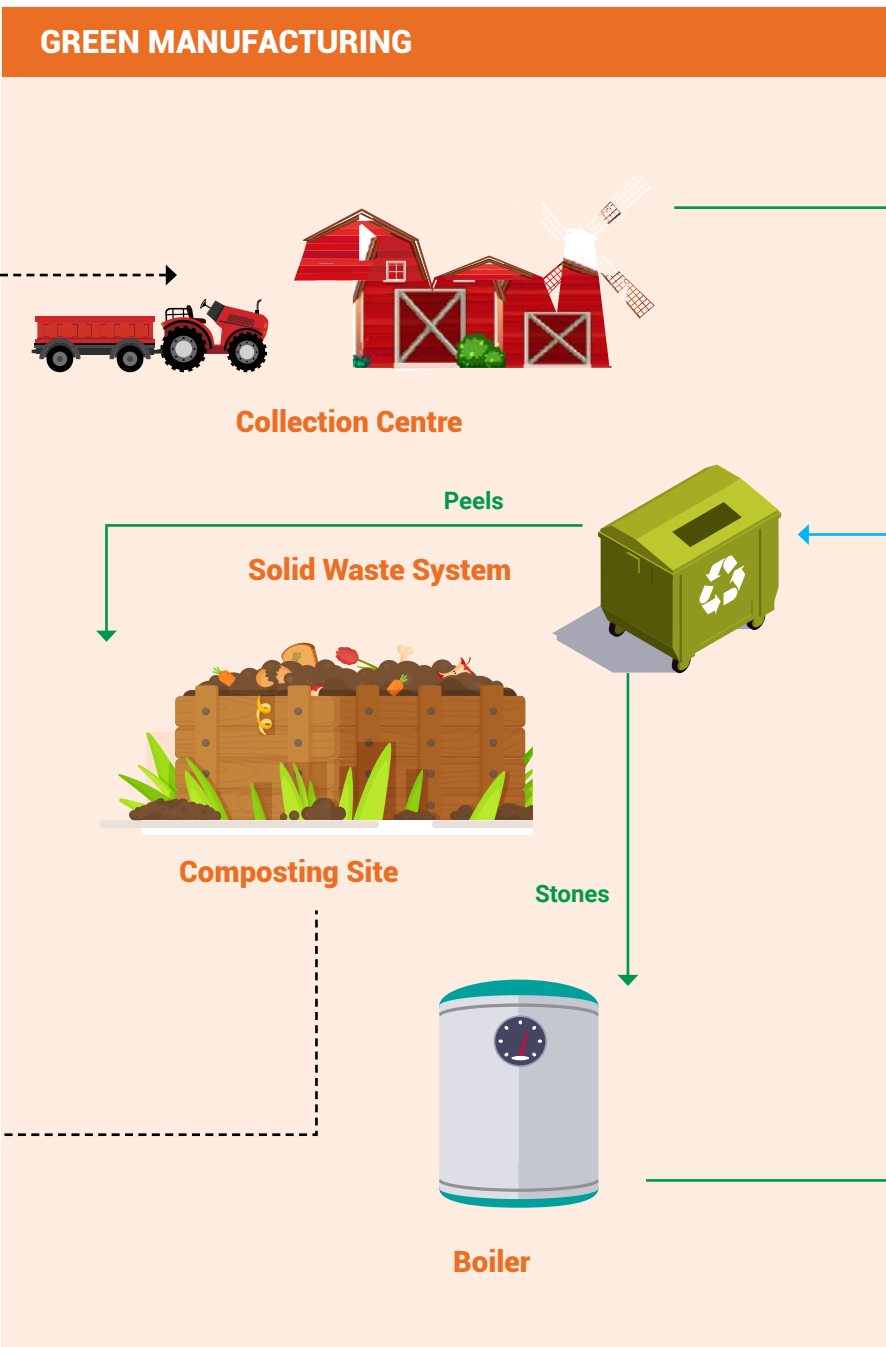
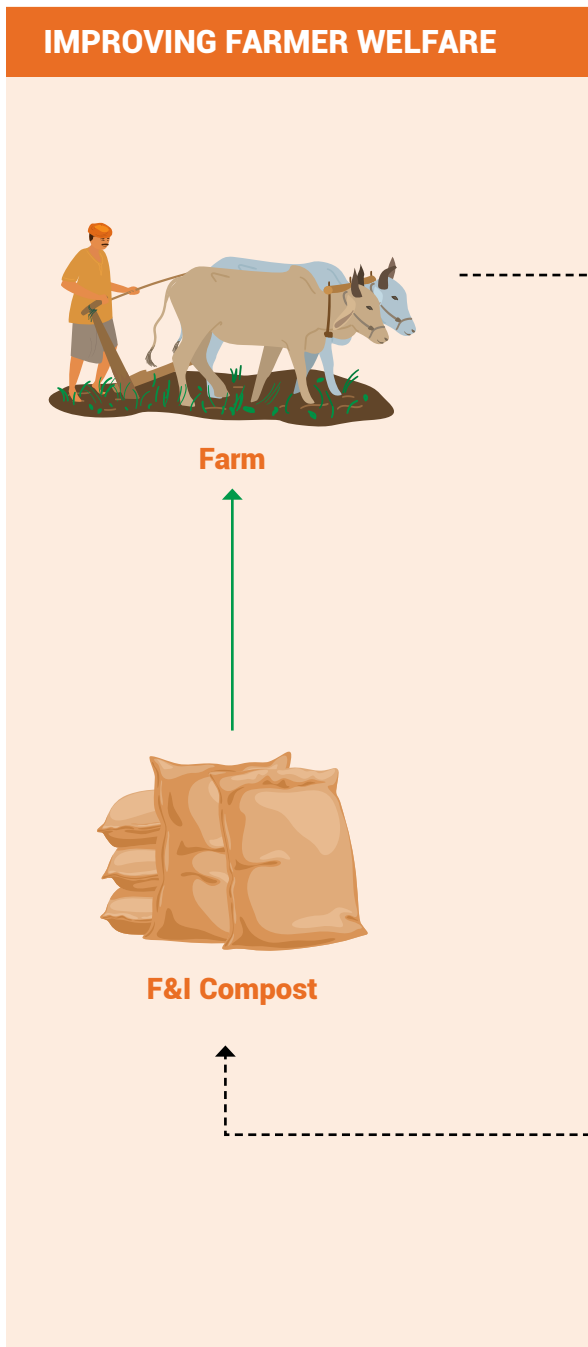


## VALUES

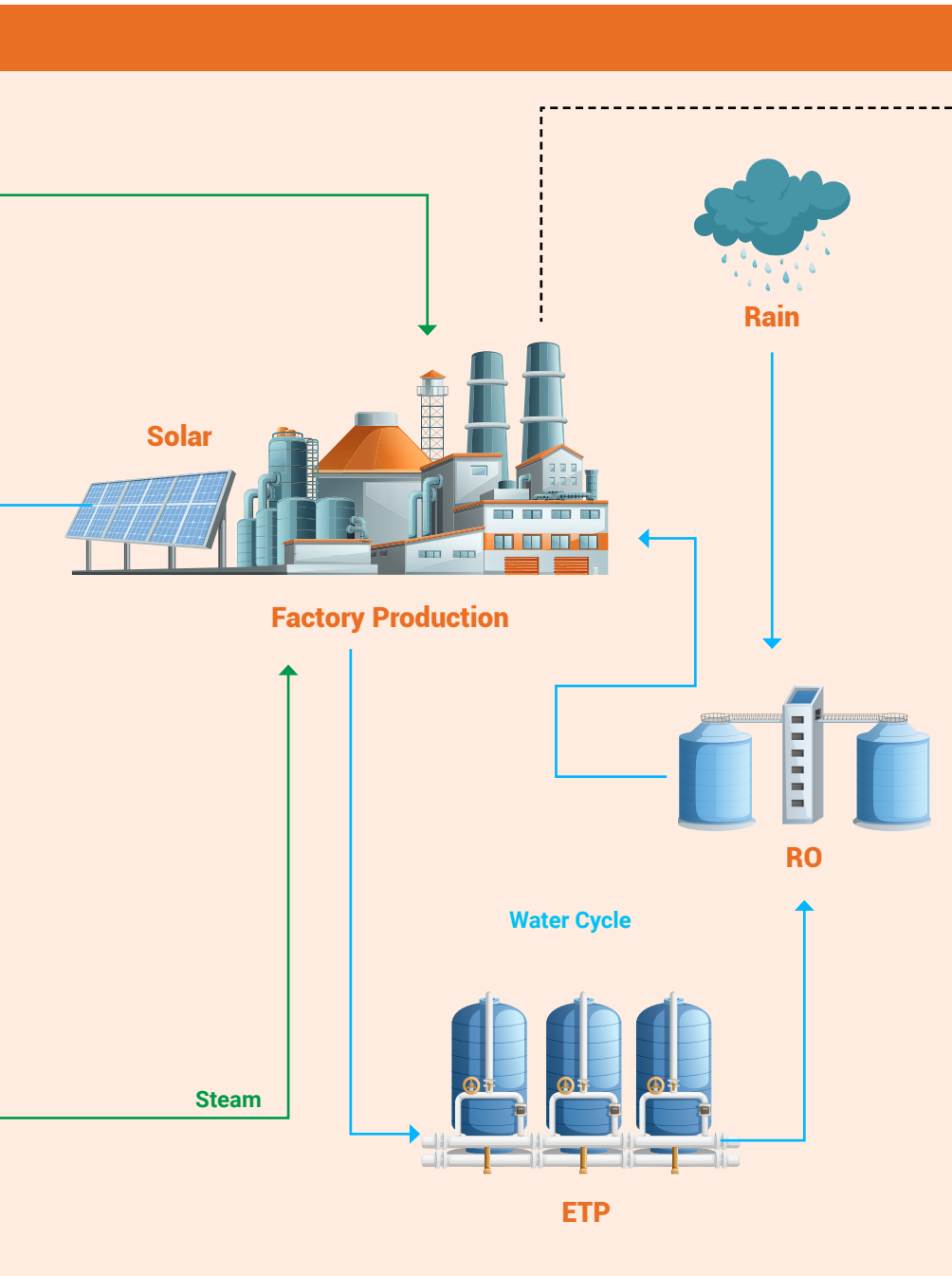
-  **Trust** – We strive to enhance our trustworthiness with our customers, suppliers and every other stakeholder through transparency in every arc of operation
-  **Transparency** – Professionally-managed, publicly-owned bringing the highest level of transparency and control
-  **Relationship** – We believe in nurturing and maintaining relationships for a lifetime by committing to our communities
-  **Quality** – Quality is not an act, it is a habit and also the only language we speak
-  **Infrastructure** – Integrated plants with the best-in-class food technologists, warehouses and processing capabilities
-  **Integration** – Direct, traceable & sustainably certified produce
-  **Experience** – Senior team with collective food processing experience of over 300 years blending with the latest generation with knowledge of latest technologies

# VALUE CREATION MODEL

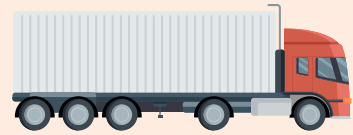
We are one of the leaders in India's food processing industry. Our business model reiterates our commitment towards creating value for all our stakeholders in a sustainable manner. Based on our robust policies and processes, we focus on optimising our financial and non-financial resources in the best interest of those associated with us.







**SUSTAINABLE VALUE CHAIN**



**Larger Pack & Reusable Drums**

**HEALTH AND SAFETY**



**The Consumer**

# BRANDS THAT DEFINE US



## MADHU

- 🍷 Canned & Tetra Recart Alphonso
- 🍷 Canned & Tetra Recart Kesar
- 🍷 Canned & Tetra Recart sliced and diced fruits and Vegetables
- 🍷 Canned & Tetra Recart fruit and vegetable pulp



## KUSUM SPICES

- 🍷 Single Ground Spices
- 🍷 Blended Ground Spices



## BUSINESS VERTICAL

### Aseptic & Retort

Purees and Concentrates



- 🍷 Mango
- 🍷 Guava
- 🍷 Banana
- 🍷 Tomato
- 🍷 Papaya
- 🍷 Tamarind
- 🍷 Chilli
- 🍷 Ginger
- 🍷 Garlic
- 🍷 Pomegranate

### Frozen

IQF, Pulper, Spiraliser, Dicer



- 🍷 Beetroot
- 🍷 Zucchini
- 🍷 Sweet Potato
- 🍷 Mango
- 🍷 Blackberry
- 🍷 Indian Snacks
- 🍷 Flat Bread
- 🍷 Other Fruits and Vegetables





## GREEN TOP

- 🍷 Frozen Snacks
- 🍷 Frozen Vegetables



- 🍷 Frozen Flatbreads
- 🍷 Tetra Recart RTC Foods



## Powders Spray Drying



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

## Spices Industrial Processor



- 🍷 Chilli Powder
- 🍷 Turmeric
- 🍷 Curry
- 🍷 Black Pepper
- 🍷 Garlic
- 🍷 Ginger
- 🍷 Other Whole
- 🍷 Ground
- 🍷 Blend



# STRATEGIC PRIORITIES FOR SUSTAINABLE GROWTH

Our sustainability strategy is grounded in our vision to have a business model that is dynamic, responsive, responsible, self-evolving and resilient over time. As an organisation, we are committed to incorporating environmental, social, financial, and technological risks, opportunities and obligations in our decision-making.



## SMALL HOLDERS FARMERS

- Focus on smallholder farmer profitability
- Build smallholder farmer resilience
- Catalysing sustainability with smallholder farmers



## CIRCULARITY

- Waste Management – Converting our waste to briquettes, compost and other value added products
- Upcycling, creative reuse of waste to pectin, butter and oil







## CARBON EMISSION

- Track, manage and reduce our GHG (Greenhouse Gas) emissions
- Invest in renewable energy and carbon sinks
- Disclose our emissions via CDP (Carbon Disclosure Project) and set targets aligned with SBTi (Science Based Targets initiative)



## DATA AND TECHNOLOGY

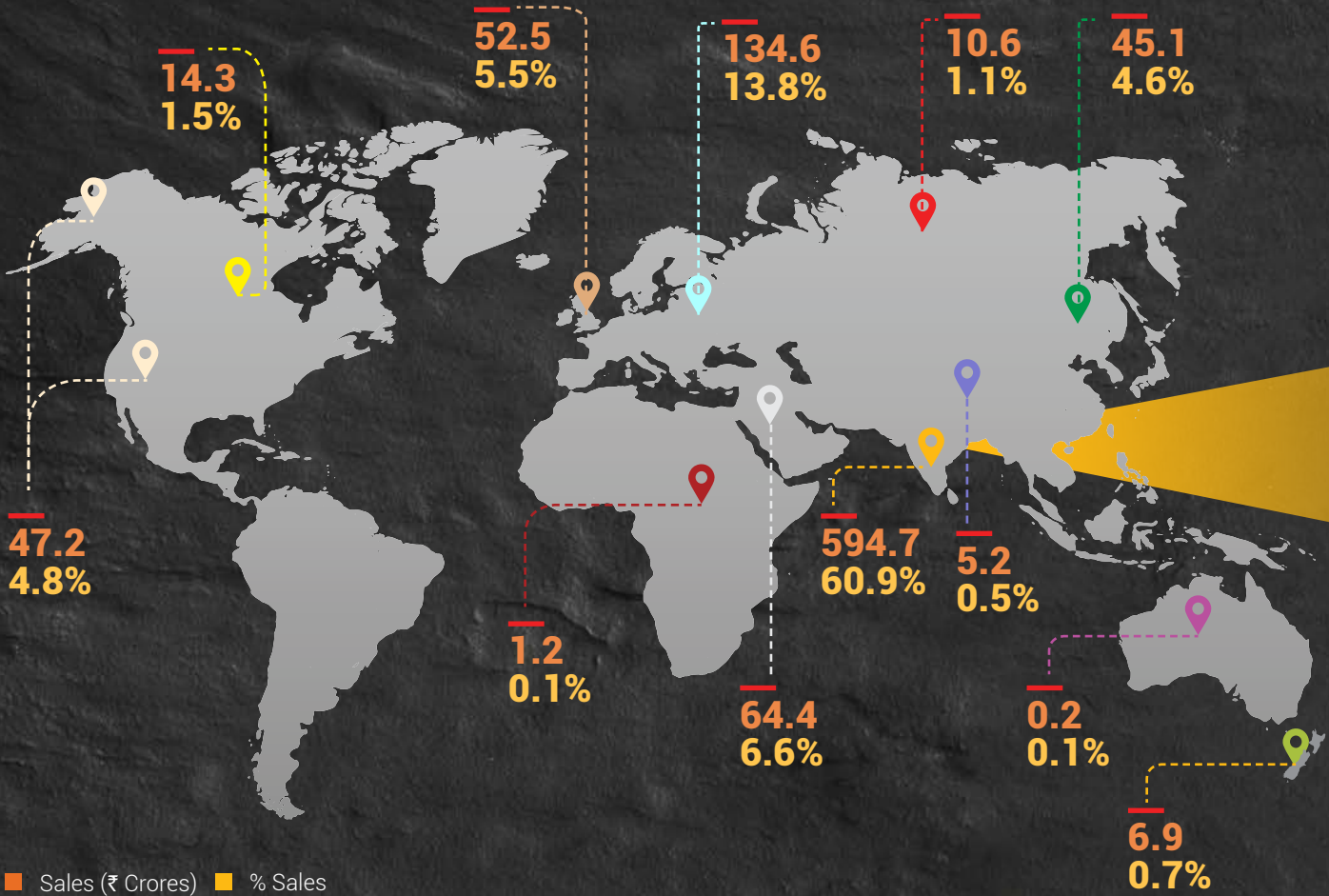
- Converging on collating an agri data bank coupled with an agri stack via disruptive Agtech





# MARKET PRESENCE ACROSS THE GLOBE

Market-wise percentage of revenue share of F&I total products basket in 2022-23



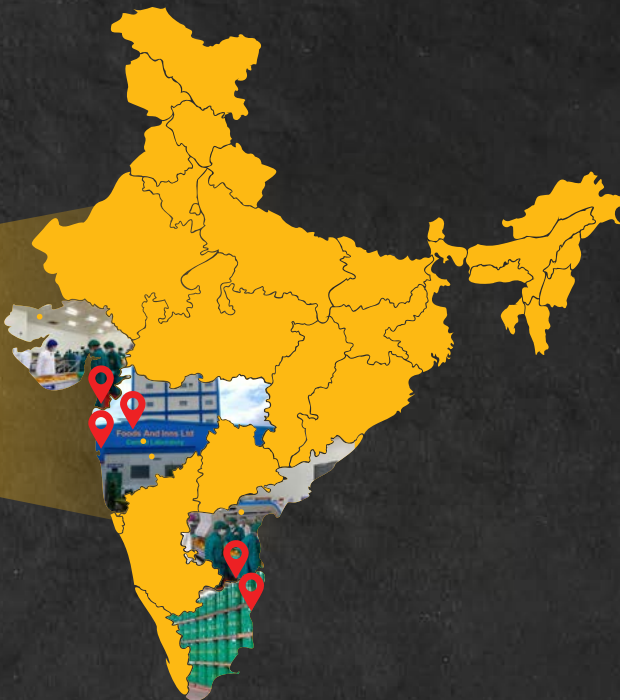
## Growing Together (Clientele)



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

# OUR PRESENCE-BASED PRODUCT & CAPACITY FACILITIES

Over the last five decades, we have worked vehemently towards setting up an extensive and effective distribution network. Even today, we are always on the lookout for opportunities to improve.



■ Greenfield Project; Tetra Recart facility commissioned in Mar-23

■ Brownfield expansion

All greenfield and brownfield are part of the PLI Scheme



Scan the QR Code to know more about our facilities

State	Location	Product Line	Capacity (In Tonne per Hour)
Maharashtra	Nashik - Gonde	Aseptic	8
		Spray Drying	0.25
		<b>Spice Plant:</b>	
		Blending	1.50
	Nashik - Sinnar	Grinding	1.00
		ETO	0.50
		Frozen Vegetables	0.7
		Frozen Snacks	0.5
Ahmednagar (Leased Plant)	Frozen Breads	0.25	
	Frozen Puree	2	
	Aseptic	4	
	Concentrate	2	
Gujarat	Valsad	Aseptic	4
		Canning	5
	Vankal	Aseptic	6
		Tetra Recart	3
		IQF	0.8
		Tetra Recart	2
		Plate Freezer	2
Blast Freezer	1.3		
Andhra Pradesh, Chittoor	APP	Aseptic	5
	FPP1	Aseptic	18
	FPP2	Aseptic	4
	FPP2	Canning	2





# FORTIFYING OUR FUTURE

We believe, disruption, innovation and market leadership are all about understanding future trends, building capabilities to address consumer aspirations and creating value that outshines competition and shapes a legacy.



## SUSTAINABILITY

Our very own tailored 4P approach designed to encourage sustainable practices – People, Produce, Plant and Procurement. We continue to be the industry leader in Global Gap, Rainforest Alliance, Fair Trade, Organic and SAI certification.



## ARTIFICIAL INTELLIGENCE (AI)

Leverage AI via machine learning and geo-tagging to help farmer predict weather patterns, crop yields, rainfall and pesticide usage to help make better decision and maintain backward integration.



## DIRECT REACH TO FARMERS

Commercialising farmers via Farmer Producer Companies (FPC) to promote direct procurement of farm inputs. Additionally, to establish our own collection centers to enable farmers to supply raw material directly in exchange for a fair price.







## PESTICIDE AND WASTE MANAGEMENT

Due to our strong backward links we work round the year with farmer groups to tackle the use of harmful pesticides. We are also making positive strides in using our processing waste as bio fuel for agro boilers and converting them into other value added products.





# ENHANCING OUR CAPABILITIES

We focus on research and technical partnerships to stay ahead of our competitors. We leverage our R&D capability and relationship to drive growth in our business.

## NEW VANKAL UNIT

### Key Features

- With lack of upgradation, food safety and logistical constraints in the current Valsad plant F&I has erected a new green field 30acre plant 20km from our existing facility
- We are optimising the plant to handle aseptic, canning, IQF fruits and vegetables, frozen pulp and blast freezer, Tetra Recart and cold rooms

The different facilities in the plant are at various phases and very close to commercial production. Tetra Recart facility has been commercially operationalised in March of 2023.





## NEW PRODUCT DEVELOPMENT AND UPGRADATION OF OUR FACILITIES

### Key Features

- Expanded our frozen food offering including but not limited to spiralised vegetables (zucchini, butternut squash), beetroot slices, strawberry whole and diced, pomegranate and watermelon
- Ambient offering in aseptic and non-aseptic format covering chilli, garlic, ginger, turmeric, grape, mango slices, etc.
- Upgraded our Chittoor facilities to increase capacity coupled
- Invested in an additional technologically advanced spray drying machine in Nashik





# STRENGTHENING OUR QUALITY

We are passionate about food and we want to be recognised for our high quality products. Our aim is to preserve the heritage and integrity of our food by using authentic, artisan methods wherever possible to create premium quality products. We focus on innovation, technical integrity, and food safety. Food provenance is a key priority and we care greatly about supply chain transparency and where ingredients come from. This is reflected in our integrated processing facilities.

## PASSION



### FOOD SAFETY

Being a leader in food service we follow a strict roadmap and protocol when it comes to food safety management. Our facilities go through rigorous annual audits so that we can maintain our cabinet of quality certifications



### INFRASTRUCTURE & HYGIENE

Our products are processed under state of the art infrastructure with world class hygiene. The infrastructure is designed such that processing is done in a unidirectional way from raw material to finished goods that protect products from cross contamination





# FOR QUALITY



## WORLD CLASS LABORATORY

We have a dedicated laboratory in place to carry out physical, chemical, microbiological and sensory testing. The Laboratory is well equipped with GMP model equipments and is calibrated timely for accuracy of results.



## PESTICIDE CONTROL

Our team of horticulturists and agronomists are exclusively deputed for control and monitoring of irrigation practices and pesticide usage. The trainings are imparted to the farmers for easy awareness on best practices at farm level and discouragement of use of banned pesticides.







# ENVIRONMENTAL RESPONSIBILITY

**We recognise that we have a responsibility towards the environment beyond legal and regulatory requirements. We are committed to reducing our impact and continually improving our environmental performance as an integral part of our business strategy and operating methods.**

Our ambition is to create sustainable solutions which provide people with safe, high-quality, and healthy products, while empowering our entire value chain with knowledge, technology, and capital. As we transition away from linear and wasteful economic models, we aim to promote circular alternatives that build economic, natural, and social capital by removing waste, maintaining resources, and developing regenerative solutions for the natural world. To sustainably feed the world thirty years from now, a radical remodelling of the food ecosystem is paramount.

## WASTE MANAGEMENT: FOSTERING A CIRCULAR ECONOMY

Over 2,00,000 MT of fruit, vegetables, and spices were purchased by Foods and Inns, resulting in a sizeable amount of waste that was purposefully diverted away from landfills and neighbouring towns. We try our best to recycle the majority of our peels, stones, and butter waste into compost and organic briquettes, which we then give to our direct smallholder farmers thereby promoting a circular economy and protecting biodiversity as a result.



## 2 UPCYCLING: CREATIVE REUSE OF WASTE

As a pioneer in food innovation, F&I is working to repurpose waste into newer, higher-value finished goods like pectin, butter, oils, vegan leathers, and paper. We are converting trash into products that generate wealth while keeping in mind today's ethical consumers. These initiatives are all being watched, and their implementation is set.

F&I has access to mango waste in the form of peels, stones, and fibre. We are investing in science and technology to help us transform this waste into pectins, oils, and butters at a cost that is both commercially viable and within the range of what the market will bear. Pectin is a common gelling agent used by food and beverage producers in drinks, jellies, smoothies, jams, and yoghurts. By replacing gelatin, this supports our circular economy sustainability drive.



## 3 CARBON EMISSIONS AND RENEWABLE ENERGY: OUR EFFORTS TOWARDS REDUCING OUR IMPACT

Given the present state of the climate, F&I works to reduce its impact on the environment. Our goal in this direction is to gradually reduce the company's carbon emissions. The Carbon Disclosure Project (CDP) received the first GHG (Greenhouse Gas) inventory and carbon emissions data from F&I in 2021 as a result of their advocacy role. We intend to reduce our emissions to net zero by 2030. We are constantly evaluating our stance on decarbonisation and pursuing Science-Based Targets (SBTs). By encouraging discussions about our environmental impact with our customers and evaluating how we fit into their better tomorrow climate action story.





# 4 AIMING TO BE CARBON NEUTRAL AND THEREAFTER, CARBON NEGATIVE (CO<sub>2</sub> REMOVAL)

### Carbon absorption:

- Indian Mango orchards sequester approximately 1 mn MT of CO<sub>2</sub> annually, this is higher than other fruits due to the Mango trees having higher surface area

### Carbon emission:

- Carbon emission at Mango orchards is circa 750kg CO<sub>2</sub>/ha whereas at the processing facilities, it is 850kg CO<sub>2</sub>/ha totalling 1,600 kg of CO<sub>2</sub>/ha
- Emissions are in the form of agrochemicals, fertilisers. fuel and energy
- India's Mango orchards spread 1.3 mn ha

# 5 INSTALLATION OF SOLAR POWER

Through the successful implementation of solar panel systems at the Gonde factory, we have effectively produced a total of 6,39,000 units of electricity. This achievement has not only contributed to our commitment to sustainable energy practices but also yielded substantial financial savings, totalling ₹ 51,58,000.

### Our GHG Emissions are as Follows for the Reporting Year FY 2023

**4,105** MT CO<sub>2</sub>e

Scope 1 (Includes fuel consumptions - diesel, petrol, coal, natural gas, furnace oil, and briquettes)

**7,795** MT CO<sub>2</sub>e

Scope 2 (Factory/office electricity emissions)

**47,259** MT CO<sub>2</sub>e

Scope 3

**59,159** MT CO<sub>2</sub>e

Total carbon emissions



Farm		Plant Operation	
Monitoring and reducing	Pesticides use at farms	Monitoring and reducing	Power generation and fuel usage
	Soil management		Fruit ripening
Move to carbon neutral/negative	IPM (natural crop enhancers)	Move to carbon neutral/negative	Converting to solar energy
	Vermi compost		Waste conversion (briquettes)
	Tree plantation		Rain water harvesting
			Tree plantation

# 6 SUSTAINABILITY

## AGRICULTURAL INITIATIVE (SAI)

Over the course of the past eight to nine years, our sustainability programme has been diligently working towards a multitude of objectives. These encompass the promotion of sustainable agricultural practices within the region, with a particular focus on enhancing the livelihoods of local farmers. A key facet of the initiative involves targeting a larger number of small-holding farmers in the SAI region encouraging their involvement in building a resilient and sustainable value chain.

To elevate agricultural practices, the programme introduces contemporary pruning methodologies and techniques, developed in collaboration with agricultural universities specifically tailored for Alphonso mango cultivation. By minimising the impact of insects and pests, these methods contribute to the advancement of crop yields and overall production quality. A vital aspect of our commitment involves reducing reliance on chemical-based insecticides, and concurrently, educating farmers about judicious chemical pesticide application to curtail expenses and minimise environmental impact.

The programme underscores the paramount significance of soil and water conservation. This is achieved through the advocacy of compost production and the recycling of natural waste materials, which are pivotal in enhancing soil health and nutrient content.

An equally vital facet is our dedication to the empowerment of small-scale female farmers. Recognising their pivotal role as the backbone of agriculture, we have concentrated efforts on providing training and support to bolster their income sources.

Foods and Inns Ltd. remains steadfast in its dedication to sustainable agricultural practices. Initially, our endeavours were concentrated in Ladghar, Karajgoan, Kolthare, Panchanadi, Dabhol, Gudhage, Derde, and Oni villages in the Dapoli District of Ratnagiri, Maharashtra. Over time, our reach has extended to encompass Bankot and surrounding villages in the northern region of Ratnagiri District, as well as Bhagamandala, Harihareshwar, Shrivardhan, and the adjacent villages in the southern part of Raigad District. Our objectives, coherent with our values, are consistently upheld across all areas within the Konkan region of Maharashtra.



Too Know more about SAI, Scan the QR code



Packaging		Transportation	
Monitoring and reducing	Monitor emission from PM suppliers whilst conducting audits	Monitoring and reducing	Evaluate emissions from transportation of fruit and finished product via trucks and ships
Move to carbon neutral/negative	Replacing 200kg drums with 1.5MT bins through active dialogue with customers	Move to carbon neutral/negative	Using bulk packaging where possible
	Investing in recyclable carton packaging instead of tinned can via tetra cart		Moving to recyclable cartons

# SOCIAL COMMITMENTS

**We want to be a positive force and make a real and lasting difference in the communities where we operate, not only by creating career opportunities for local people, but also by continuing to deliver a wide range of community investments.**

To improve value chains and source responsibly, F&I is trying to grow its network of smallholder and direct farmers. This entails improving our traceability, pesticide control, and raw material quality uniformity. F&I is creating a bottom-up agriculture approach. Our intention is to increase both the farmer's income and output through this.

Over the previous year, F&I completed a number of projects including sustainable sourcing with our EU clients. We were able to locate specialty produce for one of the largest FMCG businesses with the assistance of many smallholder farmers. Following the UN SDGs, this formalised our outreach programme for ethical and human rights problems in partnership with one of the UK's largest food manufacturers.

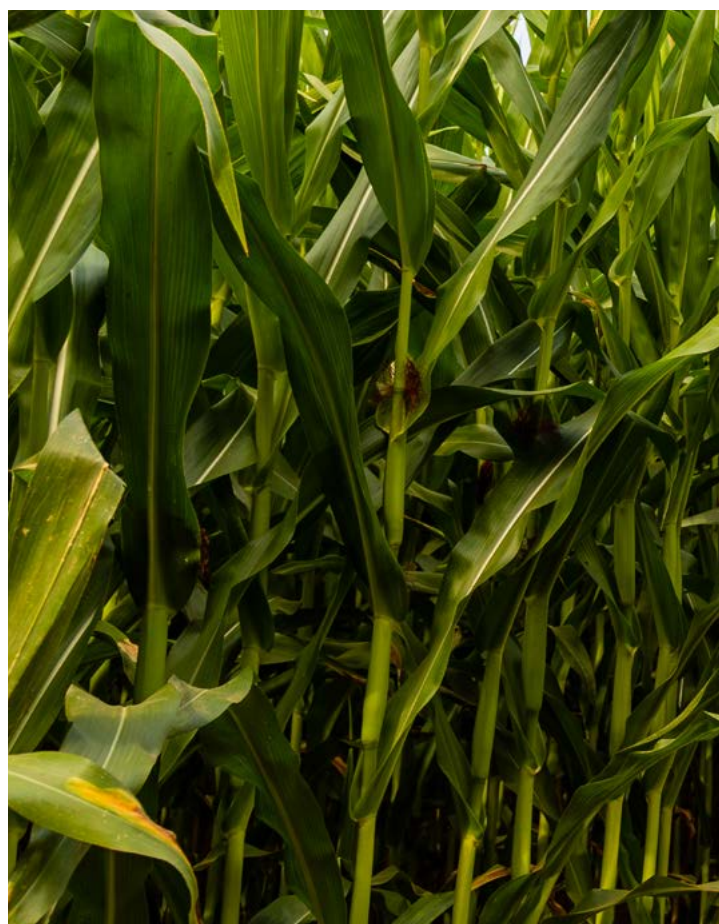
## ADDING VALUE TO OUR FARMERS

With less than 2 hectares of land under their control, smallholder farmers make up an estimated more than 80% of farmers in India. Smallholder farmers have structural difficulties that render their means of subsistence and livelihood fragile, including a lack of money, technology, and aid programmes.

The yields of fruit and vegetable farms in India are 10.1 MT/ha, while they are 14.4 MT/ha and 15.7 MT/ha, respectively, globally and in Asia. This hypothetical situation highlights the need for improvement in Indian agriculture and the potential that is still unrealised.



Project Farm  
Gate 2.0





We at F&I oversee the direct farmer and sourcing programmes. We focus on ensuring that our direct smallholder farmers are ready to withstand volatility by utilising bank funding and crop insurance. Minimum support prices also boost consumer confidence in farmers' markets. Rural India benefits from the Indian Farm Bill Act, which also hastens the modernisation of Indian agriculture. Furthermore, it is enhancing farmer profitability by changing the balance of economic power away from middlemen and toward farmers.

Keeping this in mind, we are implementing KPI-led projects for sourcing mango from smallholder farmers with the goal of

promoting sustainable farming (best farming practices). Within this initiative, we are providing access to certified produce, improving the management of pesticide use, monitoring and reducing carbon emission at the farm level, and promoting women farmers. Given that farmers are among the few market actors who acquire inputs at retail prices and sell output at wholesale prices, for them profitability should be the utmost priority. Several crops, like tomatoes and onions, occasionally produce bumper yields. However, since farmers receive the lowest price and frequently have to discard their carefully harvested goods, brand owners are the only ones who benefit.



Driving sustainable mango farming in India



Foods and Inns featured in Coca Cola's Business & Sustainability Report (Refer Page 32)



# GOOD GOVERNANCE

**Corporate governance is established on principles such accountability and duty to stakeholders, conducting business ethically, making all needed disclosures and decisions in line with the law, and conducting business with integrity, fairness, and transparency in all transactions.**

With our corporate governance principles, code of conduct, and financial ethics, we serve as an example of good governance. Because of this, we are committed to achieving value-based growth while upholding the highest ethical standards.

Our Board of Directors, who represent a variety of industries, oversee our operations and have the knowledge and experience needed to support our expansion and enhance the governance system of our decision-making process by accepting the best viewpoint presented after careful deliberation among the directors. We can strike the right balance between internal and external opinions

## INTEGRATING TECHNOLOGY FOR ENABLING THE RIGHT DECISION MAKING

Effective backward integration is what we do to support the sustainability of our company. In order to develop and scale our product portfolio while also boosting farm yields and farmer income, we want to fortify our partnerships with farmers. We are guiding the theory of change for Indian farmers and monitoring the results, impacts, and outcomes of our work. AgriTech adoption is high, and we project that 50% of farmers will be heavily reliant on technology by 2025. This will help us keep track of farm productivity gains, cut costs, and boost overall food security.

In order to use data and artificial intelligence to improve decisions about production, incentives, pricing, and crop surveillance, we are building data pools about farmers and crops. By bringing together farmers and customers, data and agritech will help us improve the agriculture value chain. All of our sustainability efforts align with the UN SDGs.









# BOARD OF DIRECTOR PROFILE



## MR. BHUPENDRA DALAL

Aged 81 years, Mr. Bhupendra Dalal is the Chairman Non-Executive, Non-Independent Director. Mr. Dalal holds a degree of B.Com from Sydenham College and L.L.B from University of Mumbai. Mr. Dalal was first associated with the Company as a managing Broker during the Initial Public Offering of the Company.

He was instrumental in the acquisition of Foods and Inns Ltd from Mr Suresh Mahindra in 1979 at a time when it was in dire straits. The company was in the business of manufacture of Egg Powder. After one-time settlement with Citi Bank, the balance sheet became positive. In 1982. He worked towards acquisition of fruit canning plant at Valsad built by Coca-Cola Corporation. This company changed its course to become a major force in fruit processing. He has been a driving force to take the company to become a food conglomerate and also in branded space.



## MR. RAYMOND SIMKINS

Mr. Raymond Simkins, aged 80 years, is an Non-Executive Director, Non-Independent Director of the Company. Mr. Simkins holds a degree of M.E. from Buckingham Technical College. Mr. Simkins is currently president of the Getz Group with interest throughout the Asia/Pacific region where he had been associated with since 1966. He has been associated with the Company since 1995.



## MR. MILAN DALAL

Mr Milan Dalal, aged 61 years is the Promoter and Managing Director of the Company. Mr Dalal graduated from the University of Mumbai holding a Bachelor of Commerce Degree.

He actively participates in policy decisions and is instrumental in changing the system of active reporting in the Company to make it transparent and effective which is helping the Company immensely as also actively participates in Banking and Finance portfolio of the company.

Mr Dalal is instrumental in head gearing the capital restructuring exercise of the Company. His experience in entrepreneurship sprawls across sectors of Agricultural commodities processing, printing, retail, broking and Real estate. Has spearheaded various acquisitions across the portfolio of companies that he and his family own.



4



#### Mr. HORMAZDIYAAR VAKIL

Mr. Vakil, aged 70 years is a Non-Executive, Independent Director of the company.

HORMAZDIYAAR VAKIL is an Advocate and Solicitor and has been in legal practice since 1977. He is also admitted as a Solicitor of the Supreme Court of England.

He specialises in commercial, tax and corporate law, arbitration, banking and real estate besides having a varied general practice.

He is also a Non-Executive Independent Director on several boards.

5



#### MR. V.K. BESWAL

Mr. V.K. Beswal, aged 69 years is an Non Executive, Independent Director of the Company. Mr. Beswal holds a degree of B.Com and Chartered Accountant. He is a Chartered Accountant and fellow member of the Institute of Chartered Accountant of India. He has wide range of exposure in the field of consultancy/ advisory services. He is in this profession for last forty five years.

6



#### MRS. KAMLINI MANIAR

Mrs. Kamlini Maniar, aged 84 years is a Women Non Executive, Independent Director of the Company. Mrs. Maniar holds a degree in B.com and LLB. Mrs. Maniar Has vast experience spanning over 30 years in the field of Banking with specialisation in Corporate Banking, Foreign Exchange & Lending. Had also headed an NBFC with focus on Investment Banking & Inter-Corporate Lending.

7



### MR. MANECK DAVAR

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

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

8



### MR. A. V. SESHADRINATHAN (Appointed as Additional Director in the capacity of Independent Director w.e.f. August 7, 2023)

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

Mr. Seshadrinathan is a founder and Managing Director of Basiz Fund Service Private Limited for past 25 years. He is also on the Board of Directors of various other Companies.

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

9



### MS. KARISHMA BHALLA (Appointed as Additional Director in the capacity of Independent Director w.e.f. August 7, 2023)

Ms. Karishma Bhalla has a Masters in Business Administration (MBA) from the Indian Institute of Management Calcutta (IIMC).

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



# CORPORATE INFORMATION

## Board of Directors

### Mr. Bhupendra Dalal

Chairman, Non-Executive,  
Non-Independent Director

### Mr. Milan Dalal

Managing Director

### Mr. Raymond Simkins

Non-Executive,  
Non-Independent Director

### Mr. Vinod Kumar Beswal

Non-Executive, Independent Director

### Mrs. Kamlini Maniar

Non-Executive, Independent Director

### Mr. Hormazdiyaar Vakil

Non-Executive, Independent Director

### Mr. Maneck Davar

Non-Executive, Independent Director

### Mr. A. V. Seshadrinathan

Additional Independent Director  
(w.e.f. August 7, 2023)

### Ms. Karishma Bhalla

Additional Independent Director  
(w.e.f. August 7, 2023)

### Mrs. Pallavi Dhupelia

Non-Executive, Non-Independent  
Director (Till June 13, 2023)

## Key Managerial Persons

### Mr. Moloy Saha

Chief Executive Officer

### Mr. Anand Krishnan

Chief Financial officer

### Mrs. Randeep Kaur

Company Secretary & Compliance  
Officer, Nodal Officer (till April 6, 2023)

### Mr. Ameya Masurkar

Company Secretary & Compliance  
Officer, Nodal Officer  
(w.e.f. June 13, 2023)

## Statutory Auditors

### M/s. G.M. Kapadia & Co

Chartered Accountants

## Registrars & Transfer Agents

### Link Intime India Pvt. Ltd

C 101, 247 Park, L.B.S Marg,  
Vikhroli (W), Mumbai 400 083

## Bankers

Union Bank of India

(formerly Andhra Bank)

State Bank of India

HDFC Bank Limited

Mahindra & Mahindra Financial  
Services Ltd.

Siemens Financial Services Private  
Limited

## Corporate Office

J. N. Heredia Marg, Hamilton House,  
3<sup>rd</sup> Floor, Ballard Estate,  
Mumbai – 400038

Tel: 022-22613102

Website: [www.foodsandinns.com](http://www.foodsandinns.com)

Email: [writetous@foodsandinns.com](mailto:writetous@foodsandinns.com)

CIN:L55200MH1967PLC013837

## Registered Office

Udyog Bhavan, 2<sup>nd</sup> Floor, 29 Walchand  
Hirachand Marg, Ballard Estate,  
Mumbai 400038

## Plant locations

### Southern Region

#### Chittor

Gollmadugu Village,  
Pallur post, Vellor Rd  
Chittor, Andhra Pradesh, Pin 517132

## Western Region

### Gonde

S.No. 340, At Post Gonde Tal, Sinnar,  
Dist Nashik, Maharashtra Pin 422606

### Valsad

N H No-8, Vavfalia, Village Abrama,  
Bulsar-396001, Gujarat

### Nashik

Plot No. A-1, MIDC, Indl. Estate  
Malegaon, Tal, Sinnar, Dist Nashik,  
Pin 422113

### Vankal

Survey No-422, Navi Nagari,  
Dulsad Road, Village – Vankal,  
Tal & District-Valsad 396007

## 51<sup>st</sup> Annual General Meeting

**Date:** September 11, 2023

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

### E-Voting Period

**Commences on:** Friday, September 8,  
2023 at 10:00 A.M.

**Closes on:** Sunday, September 10,  
2023 at 5:00 P.M.

# MANAGEMENT DISCUSSION AND ANALYSIS

## Global Economy

The global economy is gradually recuperating from the repercussions of the pandemic and the Russia-Ukraine conflict. However, there are also positive developments evident in the short term. The COVID crisis has ended, supply chains have normalised, and the economy has displayed remarkable resilience in early CY 2023 despite all the challenges.

Going forward, the International Monetary Fund (IMF) forecasts a moderation in global growth, tapering from 3.5% in CY 2022 to 3% in CY 2023. Concurrently, projections indicate a decline in global inflation from 8.7% in CY 2022 to 6.8% in CY 2023, with a further decrease to 5.2% in CY 2024, reflecting a slight downward revision. Significantly, the slowdown in economic expansion is mainly concentrated in the advanced economies. It is projected that this decrease will drop from 2.7% in CY 2022 to 1.5% in CY 2023, with a marginal decline to 1.4% in CY 2024. European nations, especially, are encountering difficulties as they navigate through the consequences of the surge in gas prices sparked by the Russia-Ukraine conflict.

In contrast, emerging markets and developing economies are poised for accelerated growth, projecting an upswing from 3.1% in CY 2022 to 4.1% in CY 2023. While progress is evident, it is crucial to approach the future with caution, as there are likely to be potential risks that warrant careful consideration.

(Source: <https://www.imf.org/en/Blogs/Articles/2023/07/25/global-economy-on-track-but-not-yet-out-of-the-woods>)

## Indian Economy

India has emerged as one of the world's fastest-growing economies, surpassing the UK to become the fifth-largest. Despite various global challenges such as liquidity issues, banking crises, and supply chain disruptions, the country has demonstrated remarkable resilience. This growth has been driven by substantial investment initiatives and spurred by the government's focus on capital spending. This has resulted in heightened capital accumulation and a surge in personal spending. Moreover, the private industry has played a vital role in advancing transportation infrastructure, logistics, and the general business landscape, creating an environment conducive for business growth. India comes out as a bright spot in the global economy and the country is marching ahead rapidly to take its place as one of the leading economies in the world. As the fifth-largest economy in the world, India is not only undergoing social and economic transformation but has also set its sight on achieving the USD 5 Trillion GDP mark.

However, high inflation rate has been a persistent concern, consistently exceeding the Reserve Bank of India's (RBI) tolerance level of 6.7% for FY 2022-23. To address this challenge, the RBI implemented quarterly increases in repo rate whenever the situation went out of control.

According to the RBI, growth in India is anticipated to be driven by robust domestic demand and an increase in capital formation. The Indian government's focus on taxation measures will lead to higher collections, which will be allocated to financing various infrastructure development initiatives. This includes the production-linked incentive (PLI) schemes and the Saptarishi Budget, aimed at stimulating the economy and fulfilling the vision of the Amrit Kaal. The Indian economy's success can be attributed to the active participation of a dynamic private sector and a government committed to creating a conducive business environment while maintaining a long-term perspective on economic stability.

(Source: *World Economic Outlook, April 2023: A Rocky Recovery* (imf.org))

*India's Economy to Grow by 6.4% in FY2023, Rise to 6.7% in FY2024* | Asian Development Bank (adb.org)

<https://www.bankbazaar.com/home-loan/repo-rate.html>

<https://www.forbes.com/advisor/in/personal-finance/inflation-rate-in-india/#:~:text=Latest%20Inflation%20News,rate%20at%206.50%25.>)





## Food Processing Industry

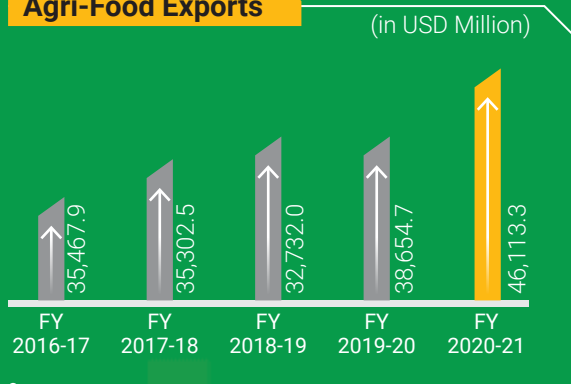
India's food processing sector has emerged as a major catalyst for economic growth, displaying consistent annual growth of approximately 8.38% in FY 2022-23. Driven by robust demand fundamentals, shifting lifestyles, and favorable demographics, the industry is set to expand further and faster in the times to come.

This sector plays a pivotal role in promoting value addition, minimising waste, enhancing farmer returns, and addressing concerns related to food security and inflation. By improving shelf life, providing nutritious products, and encouraging crop diversification, food processing brings tangible benefits to both producers and consumers alike. The government's facilitation of 100% foreign direct investment (FDI) through

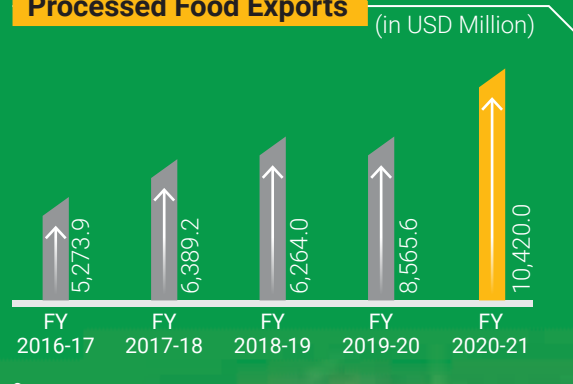
the automatic route has attracted significant equity inflows, amounting to USD 5.72 Billion between 2014 and 2022. India's competitive advantages, including abundant raw materials, cost efficiency, and supportive policy incentives, have further encouraged substantial investments in the sector.

The impact of these endeavors is clearly visible in the value of agricultural and food exports, including that of processed food products. This reached USD 46.11 Billion during 2021-22, contributing to approximately 10.93% of India's total exports, valued at USD 421.89 Billion. As the food processing industry continues to grow and evolve, it is poised to play an even more significant role in India's economic development and global trade.

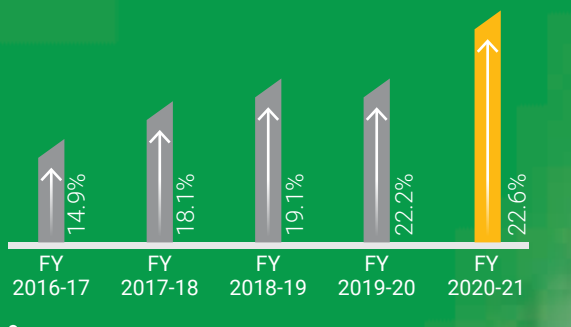
### Agri-Food Exports



### Processed Food Exports



### %Share of Processed Food in Food Exports

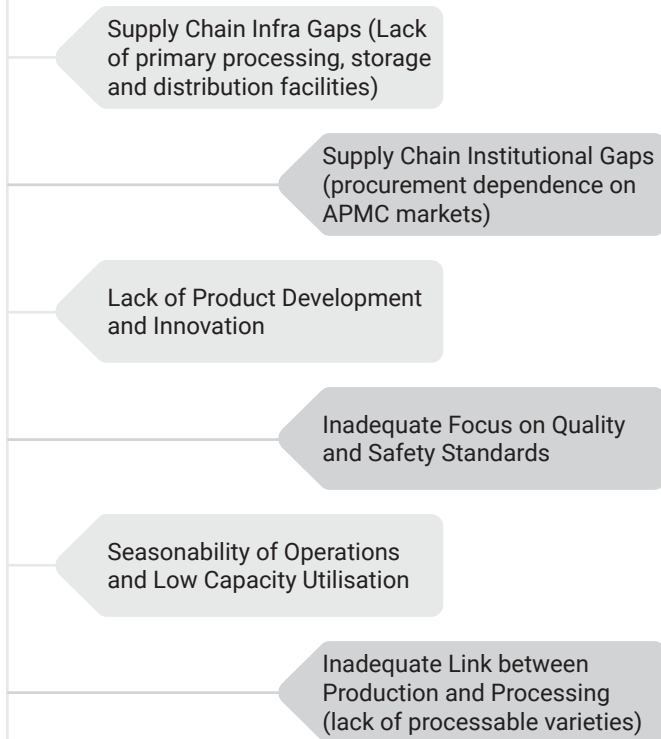


(Source: Directorate General of Commercial Intelligence and Statistics (DGCIS), Kolkata)

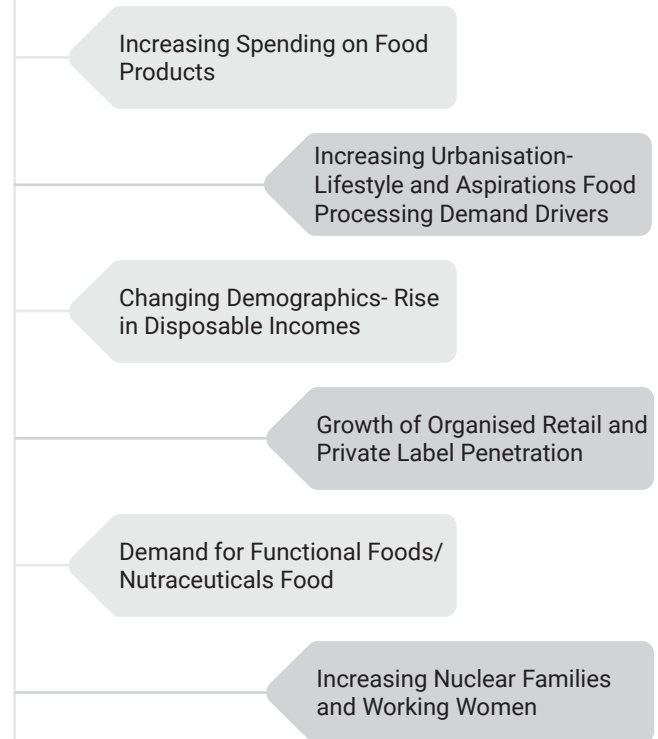
[https://www.mofpi.gov.in/sites/default/files/mofpi\\_annual\\_report\\_for\\_web\\_english\\_0.pdf](https://www.mofpi.gov.in/sites/default/files/mofpi_annual_report_for_web_english_0.pdf)



## Challenges for Food Processing Sector



## Food Processing Demand Drivers



## Key Drivers

- 🔑 Supply chain infrastructure development through mega food parks and cold chain investments
- 🔑 Focus on food safety and quality standards including nutritional labelling and certification
- 🔑 Innovative product development using natural ingredients and strong R&D investments
- 🔑 Emergence of food-based startups introducing new product categories and business models

## Growth Drivers

### Make in India initiative

The Indian government has identified food processing as a priority sector under the Make in India initiative. The Ministry of Food Processing Industries is promoting Mega Food Parks to provide shared infrastructure like utilities, storage, and logistics in agricultural areas. This aims to boost the food processing industry's growth and attract investments.

### Ease of doing business

To improve ease of doing business, the FSSAI shifted from product approval to ingredient-based approval in 2016. Under the Pradhan Mantri Kisan SAMPADA Yojana, the Ministry of Food Processing Industries follows a transparent online selection process for grants through the SAMPADA portal. This enables real-time monitoring of key performance indicators. The government-led PLI scheme is a gamechanger for the manufacturing/processing companies in India. The government's intent to create manufacturing champions based out of India is expected to further enable the food processing industries.



## Business Overview

Foods and Inns is thriving in the highly favorable business environment for the Indian food processing industry, capitalising on the increasing demand for processed fruits and vegetables. The Company received its first tranche of incentives from the Government of India under the PLI scheme for FY 2021-22 on July 13, 2023. The Company perceives this as a strong vote of confidence in its vision, potential, execution, and commitment to excellence. The financial support received through these incentives will enable Foods and Inns to expand its operations, invest in cutting-edge technologies, and further strengthen its position as an industry leader. The Company has completed the committed capex and achieved the sales revenue targets committed for FY 2021-22 and FY 2022-23 as per the commitment made under the scheme. The incentives likely to be received over the next 5 years under the scheme are further expected to help the Company grow and multiply over the coming years.

Foods and Inns' unwavering commitment to sustainability and ethical manufacturing practices, differentiates it from the commoditised nature of this industry enabling it to become the preferred supplier to top brands globally. The Company actively embraces renewable energy, water conservation measures, and effective waste management initiatives, demonstrating its dedication to minimising its environmental footprint.

The domestic soft drinks industry also experienced a year of robust growth. Some factors for this growth include the resurgence of out-of-home channels and pent-up demand driven by consumers returning to socialising along with increased outreach in rural electrification and increase of capacities by large brands.

The Indian beverages industry presents significant growth opportunities in the future, driven by deeper penetration into rural markets, an expanding demographic profile, and a growing middle-class population. Furthermore, with the growth in per capita income, consumers are willing to spend more on premium and niche products. Urbanisation is also playing a significant role in the growth of the industry, as more people move to urban areas and have greater disposable income.

Foods and Inns secured equity commitments to the tune of ~₹ 210 Crores in FY 2022-23. This was by way of issue of warrants to marquee investors in India to fund the Company's capex and working capital requirements to cater to the incremental demand. The Company will continue to grow through organic and inorganic means to create value for all its stakeholders.

The Company has implemented several strategic initiatives to enhance its operational excellence.

### Key Business Developments in FY 2022-23:

Commenced testing and commercial production of New Spray Drying facility as well as Tetra Recart facility in March 2023

Received equity commitments to address growth

Tomato processing gained traction



## Fruits and Vegetable Pulp Vertical

The global fruit and vegetable pulp industry has witnessed steady growth in the recent years. The industry was valued at USD 2.92 Billion in 2022 and projected to expand at a CAGR of 6.4% from 2023 to 2031 to reach USD 4.80 Billion by 2030. The rising popularity of natural and nutritious drinks and juices made from fruit and vegetable pulps is a key growth driver, as consumers increasingly prefer plant-based foods and beverages. Fruit and vegetable pulps appeal to changing dietary preferences as they are derived entirely from plant sources and align well with organic, sustainable, and clean-label trends.

India is emerging as a prominent market for fruit and vegetable pulps, with the industry forecasted to grow by USD 151.3 Million from 2022-27 at an accelerated CAGR of 7.96%. This growth is fueled by rising health consciousness among Indian consumers coupled with increasing spending on processed and convenience food products. The maximum demand is for mango, guava, tomato, and mixed fruit pulps.

Some of the key factors fuelling the consumption of fruit and vegetable pulp globally includes: a widening application in food products, rising private label offerings, investments in pulp processing technology, and capacity expansions by leading players. Developed regions like North America and Europe are mature markets. The Asia-Pacific region and Latin America offer strong growth potential owing to rapid urbanisation, rising incomes, and an increasing middle-class population. Overall, the fruit and vegetable pulp sector is poised for a prosperous future globally backed by a strong health and wellness trend.

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

<https://www.researchandmarkets.com/reports/5504882/india-fruit-pulp-market-2023-2027>)

## Government Initiatives

- ✦ Providing financial assistance and fiscal incentives to develop common supply chain infrastructure including cold storage, packaging, logistics etc. to lower investment costs, increase viability, and ensure regulatory compliance
- ✦ PLI schemes to support the creation of infrastructure to encourage manufacturing champions based out of India
- ✦ Promoting processing clusters and strong linkages from farm to retail through measures like setting up Mega Food Parks with appropriate incentives
- ✦ Supporting the creation of services for R&D, testing, quality improvement, marketing etc., to enhance innovation, competitiveness, and eco-friendly packaging
- ✦ Creating a ₹ 2000-Crores fund in NABARD to provide affordable credit for boosting the food processing sector
- ✦ Assisting new and existing micro food enterprises through capital investment support along with strengthening linkages, common facilities, training etc., through the Pradhan Mantri Formalisation of Micro food Processing Enterprises (PMFME) scheme
- ✦ Supporting the setting up of new micro units and upgrading existing micro food processing units, through the PMFME scheme

## Outlook

The future looks promising for India's fruit pulping industry due to rising private equity investments, favourable government policies, growing exports, increasing penetration of organised retail, launch of new brands, entry of large conglomerates in the consumer beverage space, and surging domestic demand for pulp-based juices, beverages, and food products. With companies investing in the latest pulping technology, automated plants, new product development, and expanding capacity, the industry is geared to grow. Focus on sustainability, farm linkages, and operational efficiency, and boosting fruit pulp applications in food manufacturing will continue to keep the outlook positive for this sector.





## Our Edge

Foods and Inns offers a wide range of high-quality, nutritious fruits and vegetables products to health-conscious consumers. The Company's range of fruit pulps, purees, and concentrates is processed using state-of-the-art technology. All fruits and vegetables also undergo stringent quality checks.

The Company's fruits and vegetables portfolio caters to diverse consumer segments. With a loyal customer base and proven expertise in this category, Foods and Inns is well positioned to further capitalise on the growing consumer demand for healthy, natural, and nutritious fruit and vegetable pulps. The Company continues to expand its portfolio and distribution reach to make safe and nutritious fruits and vegetable offerings accessible to more consumers in India and globally.

## Tailwinds for the Pulping Division

Fruit pulp processing is crucial as it adds economic value to fresh fruits, reduces wastage, and minimises losses during commercialisation. Pulp retains the innate nutrients and fibre content of fruits while enhancing their shelf-life. Fruit pulps can be stored for prolonged periods, which ensures their year-round availability. Pulp processing enables global consumption of region-specific fruits. With evolving dietary habits favouring healthy foods, fruit pulp is being increasingly used in jams, juices, dairy products etc. Some key growth drivers of this demand are extended shelf-life, flavour and nutrient retention, changing diets, and globalisation. Fruit pulp processing thus brings important advantages such as avoiding wastage, nutritional benefits, wider accessibility, and business growth. This business contributed to 91% of total sales for Foods and Inns. Mango pulping took the dominant share with 82% contribution to the total sales. The Company's tomato pulping business is also showing a lot of promise and contributed to 5.5% of the total sales.

## Spray Drying Vertical

Spray drying is a key food preservation technique used across the food industry to transform liquids into shelf-stable powdered solids. The process involves breaking up a liquid or slurry food ingredient into small droplets using a spray nozzle and making it come into contact with hot drying gas to instantly evaporate moisture and yield a dried powder.

Some common spray-dried foods include powdered milk, cheese, sauces, soups, eggs, and more. Spray drying allows otherwise perishable foods to be transported and stored at room temperature while maintaining consistent product quality and taste. The global spray-dried food market continues to grow, valued at USD 54,122.2 Million in 2022. North America holds the largest market share at 27.8%, followed by Europe at 24.5%.

(Source : <https://www.futuremarketinsights.com/reports/spray-dried-food-market>)

## Growth Enablers

- 🍷 **Demand for diversity in food products** - Consumers want more choices and varieties of food products, which spray drying can help ensure through customised powdered ingredients
- 🍷 **Shelf-life extension** - Spray-dried powders have longer shelf lives than their liquid counterparts, allowing for better preservation and less food waste



- 🍷 **New product development** - Spray drying allows food companies to innovate with unique flavor and texture combinations in powdered foods
- 🍷 **Nutrient protection** - The fast-drying process helps retain nutrients, flavours, and colours that may be lost in other drying methods
- 🍷 **Customisation** - Spray dryers can be customised to handle food ingredients with specific requirements
- 🍷 **Food safety** - The hygienic enclosed system prevents contamination of dried powders

## Outlook

The global spray-dried food market is projected to grow at a CAGR of 7.7% between 2023 and 2032, reaching USD 1,13,260.9 Million by FY 2031-32. North America holds the largest market share at 27.8%, followed by Europe at 24.5%. Some key factors for the growth of this market include rising demand for food product diversification, longer shelf life, and convenience food products. The Asia-Pacific region is also an emerging market for spray-dried foods due to rising incomes and changing lifestyles. Companies continue to innovate with new spray drying technologies to improve efficiency, product quality, and meet consumer demand. The spray-dried food process will continue playing a critical role in food preservation and product development going forward.

(Source: <https://www.futuremarketinsights.com/reports/spray-dried-food-market>)

## Our Edge

Foods and Inns specialises in producing high-quality spray dried powders for food and beverage applications. Using state-of-the-art spray drying technology and strict quality control, the Company manufactures vegetable, fruit, herbal, protein, and flavor powders. These innovative powders are widely used in products like cereals, snacks, sports drinks, infant formula, and supplements. The Company is committed to leveraging the latest advancements in spray drying to deliver premium powders that meet the highest standards of its customers.

## Frozen Food Vertical

Riding on busy lifestyles and growing preference for convenience, the frozen food market in India is headed for exponential growth. From being valued at ₹ 144.3 Billion in FY 2021-22, it is projected to expand at a CAGR of 8.3% to reach

₹ 245.5 Billion by FY 2026-27. One of the key factors propelling this growth is the rising demand for ready-to-eat and pre-cooked foods.

Frozen vegetables enjoy the biggest share of the market at over 40%, followed by frozen fruits, snacks, meat, and seafood. To cater to evolving consumer tastes, companies are innovating with exotic frozen meals including parathas, biryani, pizzas, dumplings, and more that can be prepared in minutes. Restaurants also find it cheaper and easier to outsource frozen side dishes. E-commerce is emerging as a preferred distribution channel, enabling easy access to frozen foods. With Indians increasingly seeking convenience, the future looks promising for the country's frozen food industry.

(Source: *Frozen Foods Market in India 2023, Netscribes*)

## Frozen foods market in India

### Frozen fruits and vegetables

Mainly consists of frozen broccoli, mixed vegetables, corn, blueberry, strawberry, blackberry



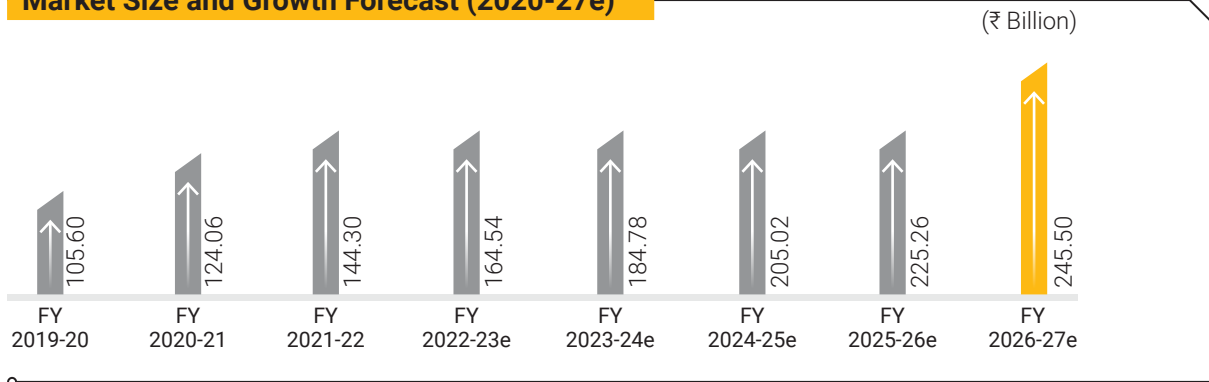
### Frozen snacks

Vegetarian snacks such as French fries, nuggets, kebabs, samosas, etc.





### Market Size and Growth Forecast (2020-27e)



(Source: Frozen Foods Market in India 2023, Netscribes)

### Growth Enablers

- Emergence of nuclear families and solo living leading to greater dependence on processed and ready-to-eat foods
- Rising overseas travel by Indians and exposure to global cuisines and foods, driving demand for frozen foods
- Increasing investments by frozen food companies in advanced cold chain infrastructure for storage and transportation
- Entry of international frozen food brands bringing new product options to Indian consumers
- Use of social media and digital marketing by brands to increase awareness and trial of frozen products

### Our Edge

Foods and Inns offers a wide range of premium frozen fruits, vegetables, snacks, and flatbreads made with high-quality, contract-grown ingredients. Using advanced IQF technology, the Company freezes fresh produce at peak ripeness to lock in nutrients and flavour. The frozen offerings like vegetables, fruits, snacks, and flatbreads provide healthy, tasty options for today's busy lifestyles. Foods and Inns leverages state-of-the-art processing for its diverse frozen food line that caters to consumer demand for convenience without compromising on quality. The Company caters to global brands and large-format modern retail by providing frozen fruits and snacks through the private label mode.

### Outlook

The Indian frozen foods industry is poised for robust growth in the coming years. Some key factors driving this positive outlook include the rising demand for convenience foods, increasing number of working women, growth in organised retail, and improvements in cold chain infrastructure. Companies are also innovating with new product variants and expanding their distribution networks. With growing health consciousness, the demand for organic, gluten-free, and low-calorie frozen foods is expected to rise. Overall, with its young population and rapidly evolving food preferences, India presents a high-potential market for frozen foods.



## Spices and Masala Vertical

India is the undisputed global leader in the spice and masala segment, being the largest producer, consumer, and exporter. The country exported spices to 180 nations in FY 2021-22, with key importers being China, the US, Bangladesh, Thailand, and UAE. India accounts for over 75 of the 109 spices listed by ISO, with chilli, cumin, turmeric, ginger, and coriander dominating production and exports.

### Market Size

# ₹ 50,000 Crores

Market Size by 2023

(Source : <https://www.financialexpress.com/industry/sme/msme-exim-spice-exports-doubled-in-the-last-nine-years-tweets-piyush-goyal/3101773/>)

<https://timesofindia.indiatimes.com/business/india-business/indias-branded-spices-market-set-to-double-to-rs-50000-crore-by-2025-avendus-capital/articleshow/85216625.cms>)

### Growth Enablers

- 🔗 Increasing demand from the food processing sector
- 🔗 Export promotion and overseas market expansion
- 🔗 Technology integration for improved productivity and quality
- 🔗 Government support through policies and incentives
- 🔗 Emergence of organic and value-added spices
- 🔗 Investments in supply chain infrastructure
- 🔗 Leveraging e-commerce and digital commerce
- 🔗 Launch of eight crop-specific Spices Parks in key production and market centers by the Spices Board

### Outlook

The future looks bright for the Indian branded spices industry backed by production optimisation using technology, sustainability initiatives, online distribution, and foreign tie-ups. However, there is a need to address challenges like climate change, pest attacks, and regulatory issues. Overall, India is poised to retain its supremacy in spices globally by leveraging its internal strengths. The branded spice market in India has seen a lot of action in the last couple of years with ITC acquiring Sunrise Foods, A91 partners acquiring Pushp Masala, Dabur acquiring a majority stake in Badshah Masala, Wipro acquiring Nirapara, Tata entering the luxury spices market and Foods and Inns acquiring Kusum Masala. All the acquisitions barring that of Foods and Inns has happened at a ballpark of 3x of sales as the enterprise value.

### Our Edge

In FY 2018-19, Foods and Inns acquired Kusum Spices, gaining a foothold in India's large and growing spice and masala market under the brand name Kusum Masala. Focusing on creating a distribution network, it offers essential spices like red chili, turmeric, coriander, and cumin powder along with garam masala, jeera powder, and a variety of other blended, value-added spices. Using advanced technology at its Nashik facility, the Company manufactures high-quality, authentic spices and masalas. It is gearing up to cater to untapped global markets where there are stringent food quality requirements.









## Emerging Verticals for Foods and Inns



### B2C and B2B

To bolster its consumer division, Foods and Inns has taken strategic initiatives, including the establishment of a dedicated vertical and recruitment of professionals with expertise from the FMCG industry. Under this new approach, consumer products will be marketed under three distinct brands: Greentop, Kusum, and Madhu. The Company has successfully developed an enticing product range encompassing frozen foods, plant-based protein foods, fruit and vegetable pulps, and convenient ready-to-eat meals.

With a well-defined brand, product, and targeted market approach, coupled with the strategic foray into QSRs, the consumer division is now well-positioned for accelerated growth and increased market success.



### Tetra Recart

Tetra Recart is an innovative and sustainable carton packaging solution, providing a sustainable alternative to conventional tin cans and glass jars. Embracing its commitment to environmental stewardship, the Company's Tetra Recart offers packaging with a significantly reduced carbon footprint. Its rectangular design and lighter weight ensure efficient storage and transportation, maximising the potential of the products while aligning with the eco-friendly objectives of Foods and Inns.

To further strengthen its dedication to sustainable practices and capitalise on the advantages of Tetra Recart, the Company has taken a momentous step by securing an agreement for producing Tetra Recart in India. This will commence with the manufacturing facility in Vankal, Gujarat. The establishment of this facility is a part of the Company's investments under the PLI scheme

This strategic decision to manufacture Tetra Recart in India marks a significant milestone in the Company's efforts to expand its sustainable packaging offerings and further reinforces its commitment to environmental responsibility. By seizing this opportunity, Foods and Inns aims to pave the way for a more sustainable future while delivering superior packaging solutions to its valued customers.

(Source : <https://www.tetrapak.com/en-in/solutions/packaging/packages/tetra-recart>)





## Pectin

Pectin is a vegetarian alternative to gelatin. It is used as a gelling agent in various food products such as jams, jellies, pickles, and frozen items. India has traditionally relied on the import of Pectin, with 95% of the requirements being sourced from other countries. Recognising the opportunity to address this dependence and contribute to Make in India, the Company has taken a strategic initiative by establishing a domestic pectin manufacturing facility in Chittoor, Andhra Pradesh – the largest mango pulping belt in India.

At present, an overwhelming 95% of India's Pectin demand is fulfilled through imports from prominent sources such as Brazil, China, and Mexico. Pectin, sourced from plants and fruits, holds tremendous potential in India, offering a vegetarian alternative unlike Gelatin, a similar substance derived from animal fat. Its remarkable attributes as a thickening and gelling agent find application across diverse industries including food and beverages, pharmaceuticals, as well as personal care and cosmetics. Endorsed by the World Health Organization, Pectin stands as a safe and benign food additive, acclaimed for its harmlessness to the human body. The Indian Pectin market currently approximates 2500 MT, valued at around ₹ 300 Crores, while on a global scale, the pectin market is anticipated to attain a valuation of about ₹ 7,500 Crores by 2027, underscoring a trajectory of remarkable growth and underscoring its strategic significance.

Foods and Inns is setting up a manufacturing unit which will process fruit waste including mango waste and manufacture Pectin, Oils and Butter. The total cost estimated is approximately ₹ 8-10 Crores and the facility is expected to be ready by September 2023.



## Government Initiative

The Indian government has introduced the PLI scheme for the manufacturing and processing industries as part of its self-reliant India initiative and to make the country the manufacturing hub of the world. This scheme aims to strengthen domestic manufacturing capabilities and boost exports in the food processing sector. The primary objective is to incentivise and bolster food manufacturing entities by offering incentives tied to specific sales, employment, and investment targets.

Through the support provided by PLI, the scheme aims to expand/upgrade processing capacities and promote Indian food brands on a global scale. The ultimate vision is to nurture global food manufacturing champions originating from India. Additionally, the scheme focuses on increasing off-farm employment opportunities and ensuring favourable returns for farmers by encouraging food companies to source raw materials locally.

The overarching goals of PLISFPI include enhancing India's competitiveness in global food trade, establishing distinctive Indian food brands with wider international acceptance, and propelling the food manufacturing industry through capacity building and adoption of advanced technologies. Furthermore, the scheme is timely in encouraging Indian food brands to seize the opportunities arising from the China+1 policy, which involves global buyers seeking to diversify their sourcing locations.

With its comprehensive approach and strategic objectives, PLISFPI serves as a significant catalyst in fortifying India's position in the global food industry and fostering a thriving and dynamic food processing sector in the country.

## Standalone Financial Performance Review

Particulars	2022-2023	2021-2022	2020-2021	2019-2020
<b>Revenue from Operations</b>	<b>97,734.86</b>	<b>61,648.56</b>	<b>35,657.27</b>	<b>38,429.62</b>
Other Income	669.75	762.48	1,200.81	462.66
Manufacturing & Other Expenses	88,388.73	56,833.07	33,694.01	35,419.68
<b>Gross Profit/(Loss)</b>	<b>10,015.88</b>	<b>5,577.97</b>	<b>3,164.07</b>	<b>3,472.60</b>
Interest	2,727.43	1,889.09	1,443.42	1,140.69
Depreciation	1,394.32	1,323.68	1,243.82	1,240.39
<b>Profit/(Loss) Before Tax</b>	<b>6,426.45</b>	<b>2,365.20</b>	<b>476.83</b>	<b>1,091.52</b>
Taxation	1,825.00	820.00	71.00	310.46
Deferred Tax	(122.27)	(56.67)	16.96	(322.41)
Profit/(Loss) After Tax	4,723.72	1,601.87	388.87	1,103.47
<b>What the Company Owned</b>				
<b>Fixed Assets *</b>				
Net Fixed Assets	23,372.16	18,724.51	14,396.95	13,587.36
Investments	1,934.33	678.48	503.86	266.91
Other Assets, Loans & Advances	55,276.93	36,580.95	26,780.75	27,086.48
Deferred Tax	0.00	957.85	896.39	919.51
<i>* includes Capital work in progress</i>				
<b>Total</b>	<b>80,583.42</b>	<b>56,941.79</b>	<b>42,577.95</b>	<b>41,860.26</b>
<b>What the Company Owed</b>				
Long Term Funds	5,517.25	4,331.52	1,228.86	1,198.54
Short Term Funds	28,213.59	16,906.00	15,070.41	11,806.95
Other Liabilities & Provision	15,324.38	15,951.31	8,016.65	10,900.00
Deferred Tax	155.15	0.00	0.00	0.00
	<b>49,210.37</b>	<b>37,188.83</b>	<b>24,315.92</b>	<b>23,905.49</b>
<b>Net Worth of the Company</b>				
Equity Share Capital	509.38	503.38	503.38	503.38
Amount for Preferential Warrants	6,145.10	0.00	0.00	0.00
Reserves And Surplus	24,718.57	19,249.58	17,758.65	17,451.39
	<b>31,373.05</b>	<b>19,752.96</b>	<b>18,262.03</b>	<b>17,954.77</b>
<b>Total</b>	<b>80,583.42</b>	<b>56,941.79</b>	<b>42,577.95</b>	<b>41,860.26</b>



₹ in Lakhs

2018-2019	2017-2018	2016-2017	2015-2016	2014-2015	2013-2014
<b>33,738.43</b>	<b>33,534.79</b>	<b>34,686.26</b>	<b>33,548.91</b>	<b>36,076.79</b>	<b>30,492.04</b>
285.18	735.95	1,439.16	378.6	270.28	603.64
31,373.42	30,946.31	31,675.58	30,608.67	31,499.31	28,088.99
<b>2,650.19</b>	<b>3,324.43</b>	<b>4,449.84</b>	<b>3,318.84</b>	<b>4,847.76</b>	<b>3,006.69</b>
1,338.69	1,805.56	1,818.22	1,970.36	2,219.11	1,936.96
1,150.76	1,044.92	940.15	800.58	1,058.85	493.47
<b>11,841.91</b>	<b>473.94</b>	<b>982.95</b>	<b>547.90</b>	<b>1,569.80</b>	<b>576.26</b>
2,800.00	270.00	275.00	156.42	343.65	8.99
(1,895.04)	(149.14)	156.09	330.00	(44.20)	52.11
10,936.95	353.08	551.86	61.48	1,270.35	515.16
12,039.76	10,815.57	9,809.97	10,749.29	10,461.57	10,554.46
7.70	2,212.97	2,053.15	203.32	211.37	211.64
23,232.42	22,373.18	21,771.25	19,809.22	17,463.02	19,286.16
814.17	0.00	0.00	0.00	0.00	0.00
<b>36,094.05</b>	<b>35,401.72</b>	<b>33,634.38</b>	<b>30,761.83</b>	<b>28,135.96</b>	<b>30,052.26</b>
853.07	548.90	384.88	706.79	964.91	1715.77
8,941.63	24,923.79	23,495.96	21,467.01	18,010.69	19,305.23
9,289.33	1,048.65	2,036.28	2,461.52	3,380.56	4,435.05
0.00	1,082.14	1,105.79	822.07	492.07	536.27
<b>19,084.03</b>	<b>27,603.48</b>	<b>27,022.90</b>	<b>25,457.39</b>	<b>22,848.23</b>	<b>25,992.32</b>
167.79	164.19	160.59	145.10	145.10	145.10
0.00	78.30	143.10	0.00	0.00	0.00
16,842.24	7,555.75	6,307.79	5,159.34	5,142.63	3,914.83
<b>17,010.03</b>	<b>7,798.24</b>	<b>6,611.48</b>	<b>5,304.44</b>	<b>5,287.73</b>	<b>4,059.93</b>
<b>36,094.06</b>	<b>35,401.72</b>	<b>33,634.38</b>	<b>30,761.83</b>	<b>28,135.96</b>	<b>30,052.26</b>

## Key Ratios

Metrics	Standalone		
	Particulars	As at March 31, 2023	As at March 31, 2022
Current Ratio	1.26	1.11	13.33%
Debt Equity Ratio	1.08	1.08	0.00%
Debt Service Coverage Ratio	0.43	0.28	52.53%
Return On Equity (ROE)	18.5%	8.4%	119.27%
Return On Capital Employed (ROCE)	13.24%	10.38%	27.60%
Return On Investment (ROI)	(3.48%)	(17.31%)	(79.88%)
Inventory Turnover Ratio	2.61	2.41	8.15%
Inventory Holding Period (Days)	140.06	151.47	(7.54%)
Debtors Turnover Ratio	8.05	7.05	14.15%
Debtor Days	45.35	51.77	(12.40%)
Creditors Turnover Ratio (On Average Creditors Of 2 Years)	5.57	4.24	31.50%
Creditor Days	65.50	86.13	(23.95%)
Creditors Turnover Ratio (On Closing Creditors Of The Period)	5.79	3.14	84.01%
Creditor Days	63.09	116.09	(45.66%)
Net Capital Turnover Ratio	8.84	17.86	(50.51%)
Net Profit Ratio	4.83%	2.60%	86.01%



Consolidated			
As at March 31, 2023	As at March 31, 2022	% change increase/ (decrease)	Reasons if the change has been more than 25%
1.26	1.11	13.22%	
1.08	1.09	(0.90%)	
0.43	0.28	51.34%	Improved profitability has led to a better debt service coverage ratio.
18.8%	8.4%	123.32%	Improved PAT led to an increase in ROE due to increased sales tonnage, better realisations, and improved EBITDA.
13.47%	10.53%	27.95%	Improved EBITDA margins because of Operating Leverage on the Total Capital Employed has helped increase the ROCE. Deferred tax liability has not been considered for computation of ROCE.
(3.48%)	(17.31%)	(79.88%)	The decrease in the market value of investments in quoted equity shares has led to a decrease in return on investment.
2.58	2.40	7.56%	
141.21	151.89	(7.03%)	
8.11	7.12	13.79%	
45.02	51.23	(12.12%)	
5.51	4.27	29.10%	Equity infusion and increase in Working Capital loans helped us pay off creditors in time which inturn helped us in improving EBIDTA.
66.26	85.54	(22.54%)	
5.63	3.17	77.83%	Equity infusion and increase in Working Capital loans helped us pay off creditors in time which inturn helped us in improving EBIDTA.
64.79	115.22	(43.77%)	
8.64	16.92	(48.93%)	The creditor days decreased at a faster rate than the debtor days decrease which resulted in Lower Net Capital Turnover Ratio.
4.82%	2.53%	90.37%	Improved demand for existing products and the addition of new products have increased operating leverage, which has helped to improve the ratio.

## Outlook for FY 2023-24

With favorable industry tailwinds and the execution of strategic initiatives underway, Foods and Inns will continue expanding its portfolio and distribution reach to serve the growing demand for nutritious, convenient foods. The Company's focus areas include new product innovation, enhancing manufacturing capacity, and furthering sustainability practices across operations.

## Human Resources



### Employee Stock Ownership Plan (ESOP)

The Company has granted ESOPs to all employees who have finished at least one year of service as on a particular date and have ensured that their interests are aligned with that of the Company's growth.

The Company has one of the lowest attrition rates in the industry and it aims to create a caring, compassionate, and inclusive work culture, recognising that the dedication of its employees will shape its bright future.

## Swot

### Strengths

- 🍌 Market Leader in Mango Pulping Segment
- 🍌 Cross-Selling Opportunities: Diversifying new product Sales to Existing Customers
- 🍌 Focus on Growth and Diversification: Expanding into Other Fruits and Vegetables
- 🍌 Strong Customer Engagement: Efficient Delivery Process and Customer Satisfaction
- 🍌 Platform for Future Businesses: Creating a Foundation for Organic and Inorganic Growth

## Weakness

Weakness	Mitigation Strategy
<b>Working Capital Intensive Structure</b>	🍌 <b>Diversification of Offerings:</b> Moving away from the commoditised nature of business by adding 'value added products' in the portfolio
	🍌 <b>Improving Financial Efficiency:</b> Implementing strategies to reduce debtor and inventory days

## Opportunities

- 🍌 Growing Packaged Food and Beverage Consumption: Large and Expanding Indian Market
- 🍌 International Market Expansion: Introducing Products to Cater to Indian Diaspora and Ethnic Food Aisles
- 🍌 Premium Product Development: Targeting Consumers Seeking High-Quality Offerings
- 🍌 Strengthening Supply Chain and Business Practices: Enhancing Operational Efficiency and Cost Reduction





## External Threats

External Threats	Mitigation Strategy
<ul style="list-style-type: none"> <li><b>Volatility in Commodity and Currency Rates:</b> Led by inflationary pressures and mobility restrictions</li> </ul>	<ul style="list-style-type: none"> <li><b>Passing Cost Pressures to Customers:</b> Managing inflationary impact by adjusting product prices</li> </ul>
<ul style="list-style-type: none"> <li><b>Broad-Based Cost Pressures:</b> Including commodity prices, input cost inflation, and freight challenges</li> </ul>	<ul style="list-style-type: none"> <li><b>Hedging Strategies:</b> Using financial instruments to mitigate forex risks</li> <li><b>Cost-Plus Model Implementation:</b> Dealing with inflation in input costs by adopting a cost-plus pricing approach</li> <li><b>Economies of Scale in Procurement:</b> Leveraging business size to drive down procurement costs</li> <li><b>Diversifying Regional Presence:</b> Reducing concentration risk by expanding into multiple geographies</li> <li><b>Extended Product Offerings:</b> Adapting to changing consumer demands and uncertainties in nature</li> </ul>

## Cautionary Statement

The Management Discussion and Analysis contains 'forward-looking statements,' identified by words like 'plans,' 'expects,' 'will,' 'anticipates,' 'believes,' 'intends,' 'projects,' 'estimates,' and so on within the meaning of applicable securities laws and regulations concerning Foods and Inns future business prospects and business profitability. All statements that address expectations or projections about the future, the Company's strategy for growth, product development, market position, expenditures, and financial results, are forward-looking statements. All these prospects are subject to a number of

risks and uncertainties and the actual results could materially differ from those in such forward-looking statements. The risks and uncertainties relating to these statements include, but are not limited to, risks and uncertainties regarding fluctuations in earnings, ability to manage growth, competition (both domestic and international), economic growth in India and the target countries worldwide, ability to attract and retain highly skilled professionals, time, and cost

overruns on contracts, ability to manage international operations, Government policies and actions with respect to investments, fiscal deficits, regulations, interest, and other fiscal costs generally prevailing in the economy etc. Past performance may not be indicative of future performance. The Company does not undertake to make any announcement in case any of these forward-looking statements become materially incorrect in future nor shall the Company update any forward-looking statements made from time to time by or on its behalf.



## NOTICE

Notice is hereby given that the 51<sup>st</sup> Annual General Meeting (AGM) of the Members of Foods and Inns Limited will be held on Monday, September 11, 2023 at 04:30 P.M. through video conferencing/ Other Audio Visual Means ("VC/OAVM") facility to transact the following business:

### ORDINARY BUSINESS:

#### Item No. 1 -

To receive, consider and adopt:

- a) **The Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon; and**
- b) **The Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2023 together with the Report of the Auditors thereon.**

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

**"RESOLVED THAT** the Company to consider and approve the Audited Financial Statements of the Company on standalone and consolidated basis for the Financial Year ended March 31, 2023, together with the Reports of the Directors and Auditors thereon."

#### Item No. 2 -

##### Declaration of Dividend

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

**"RESOLVED THAT** the Company to declare final dividend of ₹ 0.50 per equity shares for the year ended March 31, 2023."

#### Item No. 3 -

##### Re-appointment of Mr. Bhupendra Dalal (DIN: 00061492) as a Director liable to retire by rotation.

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder and Rule 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Bhupendra Dalal (DIN: 00061492), who retires by rotation

at this meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

### SPECIAL BUSINESS:

#### Item No. 4 -

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

##### Re-appointment of Mr. Hormazdiyaar S. Vakil (DIN: 00060835) as an Independent Director of the Company for 2<sup>nd</sup> term:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Mr. Hormazdiyaar S. Vakil (DIN: 00060835), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commenced from September 24, 2018 to September 23, 2023 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from September 24, 2023 upto September 23, 2028 (both days inclusive).

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

#### Item No. 5 -

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



## NOTICE (CONTD.)

**Approval of Appointment of Mr. A. V. Seshadrinathan (DIN: 00854359) as an Independent Director.**

**“RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the rules framed there under and the SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. A. V. Seshadrinathan (DIN: 00854359) who was appointed as an Additional Director in the capacity of Independent Director by the Board of Directors w.e.f. August 07, 2023, under section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from the date of ensuing Annual General Meeting of the Company.

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

**Item No. 6 -**

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

**Approval of Appointment of Ms. Karishma Bhalla (DIN: 08729754) as an Independent Director.**

**“RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and

the rules framed there under and the SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) Ms. Karishma Bhalla (DIN: 08729754) who was appointed as an Additional Director in the capacity of Independent Director by the Board of Directors w.e.f. August 07, 2023, under section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from the date of ensuing Annual General Meeting of the Company.

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

**Item No. 7 -**

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

**Reclassification of persons forming part of the Promoter / Promoter Group from 'Promoter & Promoter Group Category' to 'Public Category'**

**“RESOLVED THAT** in accordance with Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI (LODR) Regulations'), including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions, and subject to necessary approvals from the Stock Exchanges and other appropriate statutory authorities as may be necessary, the approval of the Members of the Company be and is hereby accorded to reclassify the following promoter / persons related to promoter(s) forming part of Promoter Group (hereinafter individually and jointly referred to as the **“Outgoing Promoters”**) from 'Promoter & Promoter Group Category' to ' Public Category'.

Sr. No.	Name of Shareholder	Type	No. of shares held	% of Paid up Capital
1	Ms. Pallavi Dhupelia	Promoter	39,34,273	7.36%
2	Mr. Ameya Dhupelia	Promoter Group	4,470	0.01%
<b>Total</b>			<b>39,38,743</b>	<b>7.37%</b>

## NOTICE (CONTD.)

**RESOLVED FURTHER THAT** pursuant to provisions of Regulation 31(A)(3)(b) of SEBI LODR Regulations, Outgoing Promoters have confirmed that they shall not and does not:

- hold more than 10% of the fully paid-up equity share capital and voting capital of the Company;
- have any special rights through formal or informal agreements and shareholding agreements, ;
- be represented on the Board of Directors (including as a nominee director) of the Company for a period of more than 3 years from the date of shareholders' approval;
- act as a key managerial persons for a period of more than 3 years from the date of shareholders' approval;
- directly or indirectly exercise control over the affairs of the Company;
- 'wilful defaulter' as per the Reserve Bank of India Guidelines;
- fugitive economic offender.

and shall at all times from the date of such reclassification, shall continue to comply with conditions mentioned under sub regulation (4) of Regulation 31A of SEBI (LODR) Regulations, 2015 post reclassification from "Promoter & Promoter Group" to "Public".

**RESOLVED FURTHER THAT** upon receipt of the necessary approval(s) from the Stock Exchange(s) for reclassification of the above promoter/ promoter group, the Company shall effect such reclassification in the statement of shareholding pattern from the immediate succeeding quarter under Regulation 31 of the SEBI LODR Regulations, and shall ensure necessary compliance under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other laws, as may be applicable.

**RESOLVED FURTHER THAT** Mr. Milan Dalal, Managing Director of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary,

desirable or expedient and make all necessary filings including but not limited to making applications to the Stock Exchanges to seek their approval for the re-classification in accordance with the SEBI LODR Regulations and other applicable laws, if any, and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubt that may arise in this behalf and to represent before such authorities as may be required and to do and perform all such acts, deeds and things as may be required to give effect to the above resolution."

### Item No. 8 -

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

### To approve Commission against guarantee to Mr. Bhupendra Dalal

**RESOLVED THAT** pursuant to the provisions of Sections 149(9), 197 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), including any statutory modifications(s) or re-enactment thereof for the time being in force and subject to such approval(s) as may be necessary, the consent of the members of the Company be and is hereby accorded for payment of commission against personal guarantee, to Mr. Bhupendra Dalal, Chairman (Non-executive director) of the Company not exceeding ₹ 1,02,84,000/- (exclusive of applicable taxes) per annum or any of them in such amounts or proportions and in such manner as may be decided from time to time by the Board of Directors, provided that the aggregate commission paid to Mr. Bhupendra Dalal, Chairman of the Company shall not exceed 0.75% of the Total Borrowings taken by the Company apart from Banks, namely from NBFCs and Financial Institutions, calculated in accordance with the utilisation of such borrowing.

**RESOLVED FURTHER THAT** Mr. Milan Dalal, Managing Director of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.

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

Place: Mumbai

Date: August 7, 2023

### Registered Office:

Udyog Bhavan, 2<sup>nd</sup> Floor,  
29 Walchand Hirachand Marg,  
Ballard Estate, Mumbai 400038.

**Bhupendra Dalal**  
Chairman  
DIN: 00061492



## NOTICE (CONTD.)

## NOTES:

- In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 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 National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

- In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.foodsandinns.com](http://www.foodsandinns.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

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

**The remote e-voting period begins on Friday September 08, 2023 at 10:00 A.M. and ends on Sunday, September 10, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 01, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 01, 2023.**

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

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

#### Step 1: Access to NSDL e-Voting system





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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are

## NOTICE (CONTD.)

allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> 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 <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>



NOTICE (CONTD.)

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="http://helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

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

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

- 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.

## NOTICE (CONTD.)

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.



## NOTICE (CONTD.)

- After you click on the "Login" button, Home page of e-Voting will open. Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.****How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to mail@raginichoksi.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the

correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsd.com to reset the password.

- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsd.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Sanjeev Yadav at evoting@nsdl.co.in

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

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

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

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

## NOTICE (CONTD.)

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

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

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



## NOTICE (CONTD.)

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

As required by section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under items No. 4, 5, 6, 7, 8 and 9 of the accompanying notice.

**Item No. 4**

The Board of Directors of the Company had appointed Mr. Hormazdiyaar Shiavax Vakil (DIN: 00060835) as an Additional Director of the Company w.e.f. August 14, 2018 and his appointment was confirmed as an Independent Director in the AGM conducted for the financial year 2017-18 for 1<sup>st</sup> term of five year. Now, by the recommendation of Nomination and Remuneration Committee he was re-appointed for his 2<sup>nd</sup> term by Board of Directors in their meeting held on August 07, 2023. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Hormazdiyaar Shiavax Vakil shall hold office up to the date of the forthcoming Annual General meeting and is eligible to be re-appointed as an Independent Directors for a 2<sup>nd</sup> term upto Five years from the date of ensuing Annual General Meeting. The Company has received notice under section 160 of the Companies Act, 2013 from Mr. Hormazdiyaar Shiavax Vakil signifying his candidature as an Independent Directors of the Company.

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

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

<b>Name</b>	Mr. Hormazdiyaar Shiavax Vakil
<b>Date of Birth &amp; Age</b>	08/08/1953, 70 years
<b>Appointed on</b>	August 14, 2018
<b>Qualifications</b>	LLB, Solicitor
<b>Expertise/experience</b>	Advocate and Solicitor
<b>Shareholding</b>	NIL

The Other Directorships / Committee Membership of Mr. Hormazdiyaar Shiavax Vakil are as follows:

<b>Name of the Company</b>	<b>Committee Membership</b>	<b>Board Membership</b>
Quantum Advisors Private Limited	Audit and CSR Committee	Director

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

None of the Directors or the Key Managerial Personnel of the Company or their relatives is in anyway concerned or interested in this Resolution.

**Item no. 5**

The Board of Directors of the Company had appointed Mr. A. V. Seshadrinathan (DIN: 00854359) as an Additional Director of the Company w.e.f. August 07, 2023. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. A. V. Seshadrinathan shall hold office up to the date of the forthcoming Annual General meeting and is eligible to be appointed as an Independent Directors for a term upto Five years from the date of ensuing Annual General Meeting. The Company has received notice under section 160 of the Companies Act, 2013 from Mr. A. V. Seshadrinathan signifying his candidature as an Independent Directors of the Company. Brief profile of Mr. A. V. Seshadrinathan is as under:

<b>S.No.</b>	<b>Particulars</b>	<b>Remarks</b>
1	Reason for change viz., appointment, resignation, removal, death or otherwise	Appointment
2.	Date of appointment/ cessation (as applicable) & terms of appointment	07-08-2023

## NOTICE (CONTD.)

S.No.	Particulars	Remarks
3.	Brief Profile (in case of appointment)	<p>Is a Chartered Accountant by Profession</p> <p>Mr. Sheshadrinathan has a deep knowledge of global fund administration, tax laws and regulations of various domiciles besides investment philosophies, deep understanding of data analytics and technology, a formidable combination</p> <p>Mr. Sheshadrinathan is a founder and Managing Director of Basiz Fund Service Private Limited for past 25 years. He is also on the Board of Directors of various other Companies.</p> <p>He is a member of North American Fund Administration Association, Israel Hedge funds association and active member in the supporting group of GIFT City helping to create India's first offshore AIF domicile</p>
4.	Disclosure of relationship between directors (in case of appointment of Director)	Not related to any of the Directors of the Company.
5.	Information as required under Circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/02 dated June 20, 2018 issued by the BSE and NSE, respectively	*We confirm that Mr. A. V. Seshadrinathan is not debarred from holding the office of Director, by virtue of any SEBI order or any other such authority.

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

None of the Directors or the Key Managerial Personnel of the Company or their relatives is in anyway concerned or interested in this Resolution.

### Item no. 6

The Board of Directors of the Company had appointed Ms. Karishma Bhalla (DIN: 08729754) as an Additional Director of the Company w.e.f. August 07, 2023. In accordance with the provisions of Section 161 of Companies Act, 2013, Ms. Karishma Bhalla shall hold office up to the date of the forthcoming Annual General meeting and is eligible to be appointed as an Independent Directors for a term upto Five years from the date of ensuing Annual General Meeting. The Company has received notice under section 160 of the Companies Act, 2013 from Ms. Karishma Bhalla signifying his candidature as an Independent Directors of the Company. The brief profile of Ms. Karishma Bhalla is as under:

S.No.	Particulars	Remarks
1	Reason for change viz., appointment, resignation, removal, death or otherwise	Appointment
2.	Date of appointment/ cessation (as applicable) & terms of appointment	07-08-2023
3.	Brief Profile (in case of appointment)	<p>Karishma Bhalla has a Masters in Business Administration (MBA) from the Indian Institute of Management Calcutta (IIMC)</p> <p>Karishma Bhalla was a Managing Director and Partner at the Boston Consulting Group (BCG) and a core member of BCG's Consumer and Retail Practice, leading the digital marketing and personalisation topic for BCG. While at BCG, Karishma led multiple engagements anchored in the consumer space including new business development, digital acceleration and brand redesign. She has been closely involved with the women's initiative at BCG and champions multiple groups to drive higher women participation in the workforce. She has also been deeply engaged on CII-BCG collaboration in the media space and has authored three papers (2015, 2016 and 2017) as part of the same, besides multiple other thought papers.</p>



## NOTICE (CONTD.)

S.No.	Particulars	Remarks
4.	Disclosure of relationship between directors (in case of appointment of Director)	Not related to any of the Directors of the Company.
5.	Information as required under Circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/02 dated June 20, 2018 issued by the BSE and NSE, respectively	*We confirm that Ms. Karishma Bhalla is not debarred from holding the office of Director, by virtue of any SEBI order or any other such authority.

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

None of the Directors or the Key Managerial Personnel of the Company or their relatives is in anyway concerned or interested in this Resolution.

**Item no. 7**

Pursuant to Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI (LODR) Regulations') has provided a regulatory mechanism for seeking re-classification from status of 'Promoters and Promoter Group' to 'Public' category may on request to the Company and subsequent approval from the shareholders and Stock Exchanges.

In this regard, the Company has received request from Ms. Pallavi Dhupelia, Promoter and Mr. Ameya Dhupelia, person belonging to the 'promoter and promoter group' of the Company ("**Outgoing Promoters**") vide their letter dated July 24, 2023 for reclassification from the 'promoter and promoter group' category to 'public' category shareholder of the Company ("**Request Letters**"). The Company intimated the aforesaid requests for re-classification to BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**") on July 25, 2023 within 24 hours of receipt of Request Letters.

The shareholding of Ms. Pallavi Dhupelia and Mr. Ameya Dhupelia is 39,34,273 and 4,470 Equity Shares constituting 7.36% and 0.01% of the paid-up share capital of the Company respectively and collectively hold 7.37% of the paid-up share capital of the Company.

Based on the Request Letters received from Outgoing Promoters and pursuant to the provision of Regulation 31A(3)(b) of the SEBI (LODR) Regulations, the Outgoing Promoters confirmed that:

1. Their shareholding in the Company, neither individually nor collectively exceeds 10% of the total voting rights in the Company.
2. They are not controlling affairs of the Company directly or indirectly.
3. They are not having special rights in the Company through formal or informal arrangements including through any shareholder agreements.
4. They do not have any representation on the Board of Directors (including not having nominee directors) of the Company
5. They are not acting as key managerial person in the Company.
6. They are neither a wilful defaulter as per RBI Guidelines nor a fugitive economic offender

Further, the Outgoing Promoter has confirmed that subsequent to reclassification, it would continue to comply with the requirements as mentioned in Regulation 31A of the SEBI (LODR) Regulations.

In view of the explanations given by the applicants as detailed above and in consideration to the conditions as stipulated in Regulation 31A of SEBI (LODR) Regulations the board of directors at their meeting held on August 07, 2023 analysed the requests received from above mentioned persons for reclassification and approved the same subject to approval by the members and relevant regulatory authorities. As required, intimation has been sent to Stock Exchanges based on declaration received from the aforesaid persons.

Further, board confirms that Company post reclassification will be compliant with the requirement for minimum public shareholding as required under regulation 38 of SEBI (LODR) Regulations, and trading in the shares of the Company has not been suspended by the stock exchanges, nor are there any outstanding dues to the SEBI Board, the stock exchanges or the depositories.

Your directors recommend the passing of the resolution as an Ordinary Resolution.

None of the Directors or the Key Managerial Personnel of the Company or their relatives is in anyway concerned or interested in this Resolution.



Foods & Inns

## NOTICE (CONTD.)

### Item no. 8

Mr. Bhupendra Dalal, as Chairman, has consistently exceeded and met all financial and qualitative parameters set under the Chairman Scorecard. The Company has achieved significant scale and grown exponentially under Mr. Bhupendra Dalal's leadership, with increasing profitability and superior quality.

In recognition of Mr. Bhupendra Dalal's contribution to the guarantee given against total borrowings taken by the Company Apart from Banks, namely from NBFCs and Financial Institutions, the Nomination and Remuneration Committee and the Audit Committee in their meeting held on August 07, 2023 and the Board of Directors in their meeting held on August 07, 2023 approved the payment of a commission of upto 0.75% on the utilisation of sanctioned limit for the financial year 2023-24.

The Members are requested to review and approve payment of commission against guarantee given by Mr. Bhupendra Dalal for the said period.

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

Mr. Bhupendra Dalal and his relatives are interested in the matter as set out at Resolution No. 8 of this Notice. None of the other Directors or Key Managerial Personnel of the Company or their relatives are interested in the proposed Resolution, financially or otherwise.

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

Place: Mumbai

Date: August 7, 2023

### Registered Office:

Udyog Bhavan, 2<sup>nd</sup> Floor,  
29 Walchand Hirachand Marg,  
Ballard Estate, Mumbai 400038.

**Bhupendra Dalal**

Chairman

DIN: 00061492



## DIRECTORS' REPORT

Dear Members,

The Directors present their report on the financial performance, business and operations of the Company for the year ended March 31, 2023.

### 1. FINANCIAL RESULTS

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

Particulars	(₹ In Lakhs)			
	Standalone		Consolidated	
	2022-23 (₹)	2021-22 (₹)	2022-23 (₹)	2021-22 (₹)
Total Income	98,404.61	62,411.04	1,00,151.62	63,860.64
Total Income excluding Excise Duty	98,404.61	62,411.04	1,00,151.62	63,860.64
Profit Before Depreciation, Cost of Finance and Tax (PBDIT) inclusive of other Income	10,015.88	5,577.97	10,153.37	5,657.32
Finance Cost	2,727.43	1,889.09	2,766.37	1,897.98
Depreciation	1,394.32	1,323.68	1,403.42	1,330.95
Profit before share of profit/(loss) from Associate/ Joint venture and exceptional items	5,894.13	2,365.20	5,983.58	2,428.39
Share of profit/(loss) from Associate/ Joint venture	Nil	Nil	(55.17)	(70.61)
Profit before exceptional items and tax	5,894.13	2,365.20	5,928.41	2,357.79
Exceptional items net(Loss)/ gain	532.32	Nil	532.32	Nil
Tax Expenses	1,702.73	763.33	1,719.77	828.70
Net Profit for the year	4,723.72	1,601.87	4,740.96	1,529.09
Appropriations				
Transfer to General Reserves	Nil	Nil	Nil	Nil
Balance carried to Balance sheet	4,723.72	1,601.87	4,740.96	1,529.08

### 2. RESULTS OF OPERATIONS

As per the Standalone Financials for year ended on March 31, 2023 the turnover of the Company is ₹ 977.34 Crores as compared to ₹ 616.48 Crores for the year ended on March 31, 2022. The Company made a profit before tax of ₹ 64.26 Crores during the year ended March 31, 2023 as compared to the profit before tax of ₹ 23.65 Crores during the year ended on March 31, 2022.

As per the Consolidated Financials for year ended on March 31, 2023 the turnover of the Company is ₹ 995.57 Crores as compared to ₹ 632.15 Crores for the year ended on March 31, 2022. The Company made a profit before tax of ₹ 59.83 Crores during the year ended March 31, 2023 as compared to the profit before tax of ₹ 24.28 Crores during the year ended on March 31, 2022.

The Company's exports during the year was ₹ 382.19 Crores (₹ 276.85 Crores in F.Y. 2022) and domestic sale was ₹ 592.70 Crores (₹ 338.47 Crores in F.Y. 2022). This translates into a ratio of 39.20% : 60.80 % (43.26 % : 56.74 %) between exports and domestic sales.

### 3. DIVIDEND

Your Board of Directors, in its meeting held on May 12, 2023 has recommended a Final Dividend of ₹ 0.50 (i.e. 50 %) per equity share including special dividend of ₹ 0.25 (i.e. 25%) (last year ₹ 0.25 per equity share). For the financial year ended March 31, 2023 the dividend amount is ₹ 267.99 Lakhs as compared to ₹ 125.85 Lakhs for the financial year ended March 31, 2022.

### 4. EMPLOYEE STOCK OPTION SCHEME

Pursuant to the approval of the Members at the 49<sup>th</sup> Annual General Meeting held on Wednesday, September 29, 2021, the Board of directors of the Company approved the 'Foods and Inns Employee Stock Option Plan 2021' ("ESOP 2021"/ "Plan") as per the Regulations of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014. Further, the scheme was aligned by Nomination and Remuneration committee as per Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

## DIRECTORS' REPORT (CONTD.)

(SEBI SBEB & SE Regulations). The alignment in the plan is to comply with the provisions of the Regulations of SEBI SBEB & SE Regulations, 2021 and does not require shareholders resolution as per Regulation 7(2) of SEBI SBEB & SE Regulations, 2021.

During the previous Financial year 2021-22, the Nomination and Remuneration Committee of the Board in their meeting held on February 3, 2022 granted 14,66,760 stock options to the eligible Employees as per the ESOP 2021 of the Company at an exercise price of ₹ 54 per share. The options granted under the Plan shall be exercised not earlier than minimum period of 1 (one) year and not later than maximum period of 4 (four) years from the date of vesting.

Between end of F.Y. 2022-23 and date of report under review, the Company has allotted 1<sup>st</sup> tranche i.e. 158,753 Equity Shares under "ESOP 2021"/ "Plan" at an exercise price of ₹ 54 per share which is amounting to ₹ 85,72,662/- on May 31, 2023.

Applicable disclosures relating to Employees Stock Options as at March 31, 2023, pursuant to SEBI (Share Based Employee Benefits) Regulations, 2014, as amended from time to time, the details are placed on the website of the Company at <https://www.foodsandinns.com/Investor/Investor/ESOP/ESOP> for financial year ended March 31, 2022.pdf. The ESOP-2021 Scheme of the Company is in compliance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (SEBI SBEB & SE Regulations).

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

### 5. TRANSFER TO RESERVES

The Company proposes to transfer NIL to the general reserves out of the amount available for appropriation and an amount of NIL are proposed to be retained in the profit and loss account.

### 6. FIXED DEPOSITS

The Board of directors of the Company in their meeting dated August 8, 2022 has approved the fixed deposit scheme for acceptance of Fixed Deposits from public and shareholders of the Company, and approval of the members taken by the Company within the limits prescribed in the Companies Act, 2013 and Companies

(Acceptance of Deposits) Rule, 2014 and the overall borrowing limits of the Company, as approved by the Members, from time to time.

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

There are material changes and commitments affecting the financial position of the Company which have occurred after March 31, 2023 till date of this report are as under:

#### **During the Financial year 2022-23:**

- i) Change in Designation of Mr. Milan Dalal from Non-Executive Director to Managing Director w.e.f. April 1, 2023.
- ii) The Company has issued 2,21,61,749 Equity Warrants ("warrants") at a price of ₹ 95/- per Warrant vide special resolution passed in the EOGM dated December 9, 2022.
- iii) The Company has issued and allotted 6,00,000 Equity shares upon Conversion of Warrants on a preferential basis having face value ₹ 1 at a price of ₹ 95 per equity Share on January 23, 2023.

#### **Between end of Financial year 2022-23 and date of Report:**

- iv) Mrs. Randeep Kaur Puri has resigned from the post of Company Secretary and Compliance Officer of the Company w.e.f. April 6, 2023.
- v) The Company has issued and allotted 25,00,000 Equity shares upon Conversion of Warrants on a preferential basis having face value ₹ 1 at a price of ₹ 95 per equity Share on May 30, 2023.
- vi) The Company has allotted 1,58,753 Equity Shares under "ESOP 2021"/ "Plan" at an exercise price of ₹ 54 per share which is amounting to ₹ 85,72,662/- on May 31, 2023.
- vii) Mrs. Pallavi Dhupelia, Director of the Company has resigned from the Directorship w.e.f. June 13, 2023
- viii) Mr. Ameya T. Masurkar Appointed as Company Secretary & Compliance Officer of the Company w.e.f. June 13, 2023.
- ix) Mr. A. V. Seshadrinathan (DIN: 00854359) appointed as an Additional Director in the capacity of Independent Director by the Board of Directors w.e.f. 07<sup>th</sup> August, 2023, subject to approval of Shareholders to hold office for a term upto five



## DIRECTORS' REPORT (CONTD.)

consecutive years commencing from the date of ensuing Annual General Meeting.

- x) Ms. Karishma Bhalla (DIN: 08729754) appointed as an Additional Director in the capacity of Independent Director by the Board of Directors w.e.f. 07<sup>th</sup> August, 2023, subject to approval of Shareholders to hold office for a term upto five consecutive years commencing from the date of ensuing Annual General Meeting.

### 8. CORPORATE SOCIAL RESPONSIBILITY

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

The Company has contributed towards promoting health care and education.

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

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

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

### 10. SUBSIDIARY AND ASSOCIATE COMPANIES

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

### 11. CONSOLIDATED FINANCIAL STATEMENTS

In compliance with the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (the listing Regulations), consolidated financial statements of the Company and its subsidiary has been prepared for the year under report. The Audited Consolidated financial statements along with the auditors' report thereon forms part of this Annual report.

### 12. CORPORATE GOVERNANCE

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

Our Corporate governance report forms part of this Annual report.

### 13. DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

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

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

### 14. DIRECTORS RESPONSIBILITY STATEMENT

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

- In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- we have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial year ended March 31, 2023 and of the profit of the Company for that year.
- we have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- we have prepared the Annual Accounts on a going concern basis.
- we have laid down internal financial controls to be

## DIRECTORS' REPORT (CONTD.)

followed by the Company and such internal financial controls are adequate and operating effectively.

- we have devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### 15. INSURANCE

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

### 16. BOARD EVALUATION

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

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

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

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

### 17. NUMBER OF MEETINGS OF THE BOARD

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

### 18. INDEPENDENT DIRECTORS MEETING

The Independent Directors met once during the year under review, without the attendance of the Non – Independent Directors and members of the Management. The Independent Directors reviewed the performance of the Non Independent directors and the Board as a whole and the performance of the Chairman of the Company, taking into account the views of the Directors and assessed the quality, quantity and timeline of the flow of information

between the Company Management and the Board which is necessary for the Board to effectively and reasonably perform their duties.

### 19. COMMITTEES OF THE BOARD

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

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

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

### 21. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

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

### 22. RELATED PARTY TRANSACTIONS

There are no materially significant related party transactions made by the Company during the year. Related Party Transactions Policy is posted on the website of the Company and is available at <https://www.foodsandinns.com/pdf/policies/related-party-transaction-policy.pdf>. The details of all the transactions with the related parties are disclosed in the Notes forming part of financial statements annexed to the financial statements for the year 2022-23 and prescribed Form AOC-2 is annexed as **Annexure-4**.

All the Related Party Transactions entered into by the Company are in ordinary course of business and on an arm's length basis for which requisite approvals from the Audit Committee and the Board of Directors were obtained.

### 23. PARTICULARS OF EMPLOYEES

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



## DIRECTORS' REPORT (CONTD.)

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

Sl. No	Name of the director	Total (₹ in Lakhs)	Ratio (times)
<b>A)</b>	<b>Median Employee Remuneration</b>	3.37	
<b>B)</b>	<b>Non Executive Directors Remuneration</b>		
1.	B. C. Dalal	15.90	4.72
2.	Vinod Kumar Beswal	4.20	1.25
3.	Kamlini C. Maniar	4.30	1.28
4.	Hormazdiyaar Vakil	5.35	1.59
5.	Ray Simkins	3.00	0.89
6.	Pallavi Dhupelia	3.25	0.96
7.	Maneck Eruch Davar	3.55	1.05

- ii. The percentage increase/ (decrease) in remuneration of each director, Chief Executive Officer, Company Secretary, if any, in the financial year:

Chief Executive Officer: 26.51%,

Chief Financial Officer: 25.77%,

Company Secretary: 26.69%,

- iii. The percentage increase in the median remuneration of employees in the financial year 2023: 1.81%
- iv. There were 432 permanent employees on the payroll of the Company as on March 31, 2023.

- v. Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The Average increase in the remuneration of all employees was 6.11% in F.Y. 2023.

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

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

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

During the year, no significant or material orders were

passed by any regulators against the Company other than that disclosed separately in the notes of the financial statements.

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

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

#### 26. AUDITORS

##### 26.1 Statutory Auditors

The Company's Auditors M/S G. M. Kapadia & Co, Chartered Accountants, were appointed as statutory auditors of the Company from the conclusion of the Forty Fifth Annual General Meeting of the Company held on 13-09-2017 till the conclusion of the Fiftieth Annual General Meeting to be held in the year 2022. They have confirmed their eligibility under section 141 of the Act, and the rules framed thereunder for reappointment as Auditors of the Company as required under SEBI regulations, the Auditors have also confirmed that they hold a valid certificate issued by the peer review Board of the Institute of Chartered Accountants of India.

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

## DIRECTORS' REPORT (CONTD.)

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

### 26.2 Secretarial Auditor

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

The Secretarial Audit Report along with the secretarial compliance report is annexed as Annexure-5 to this report and does not contain any qualifications.

### 26.3 Internal Auditors

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

### 27. DISCLOSURE ON SEXUAL HARASSMENT OF WOMAN AT WORKPLACE

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

### 28. UNCLAIMED DIVIDEND

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

Unclaimed dividend amounting to ₹ 55,920 for F.Y. 2014-15 was transferred to the IEPF on 04/11/2022.

### 29. INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to the provisions of section 125 of the companies Act, 2013, read with IEPF authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the rules'), all unpaid and unclaimed dividends are required to be transferred by the Company to IEPF established by the Government of India after the completion of seven years. Further, according to the said Rules, the shares on which dividend

remain unpaid or unclaimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of the IEPF authority. Accordingly, the Company has transferred the corresponding shares to the demat account of the IEPF Authority as per the requirements of the IEPF rules for the dividend remained unpaid or unclaimed upto the financial year 2016-17.

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

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

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

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

### 32. GREEN INITIATIVES

In the line with the 'Green initiative', the Company has affected electronic delivery of the Annual Report 2022-23 are sent to all members whose email addresses are registered with the Company/ Depository Participant(s). Your Company would encourage other Members also to register themselves for receiving Annual Report in electronic form.

### 33. ACKNOWLEDGEMENT

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

On behalf of the Board

**BHUPENDRA DALAL**

Chairman

(DIN: 00061492)

Place: Mumbai

Date: August 7, 2023



## DIRECTORS' REPORT (CONTD.)

## Annexure to Directors' Report- 1

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. <b>A. brief outline of the Company CSR Policy including overview of projects or programs proposed to be undertaken and a reference to the web link to the CSR Policy and projects</b>	CSR policy is committed to operate and grow its business in a socially responsible way. The Company vision is aimed at demonstrating care for the community through its focus on health & wellness and environmental sustainability.  The projects undertaken will be within the broad framework of Schedule VII of the Companies Act, 2013.
2. <b>Composition of the CSR Committee</b>	Mrs. Kamlini Maniar (Chairperson) Mr. Milan Dalal Mr. Bhupendra Dalal Mr. Moloy Saha During the year under review, the committee met on May 30, 2022; August 09, 2022; December 22, 2022 and March 30, 2023.
3. <b>Average net profit of the Company for the last three financial years</b>	₹ 1,408.50 Lakhs
4. <b>Prescribed CSR Expenditure</b> (two percent of the amount mentioned in item 3 above)	₹ 28.17 Lakhs
5. <b>Details of CSR spent during the financial year:</b>	
a. Total amount to be spent for the financial year	₹ 7.30 Lakhs
b. Amount unspent, if any	Not applicable*
c. Manner in which the amount spent during the financial year	Given in CSR spent table

## Details of Amount Spent on CSR Activities during the Financial Year 2022-23

CSR Project / activity/ identified	Sector	Location of the project/ program	Amount Outlay	Amount spent on the projects or programs	Cumulative expenditure up to the reporting period	Amount spent, direct / implementing agency
Payment towards promotion of health care to Apollo Hospital, Mumbai	Promoting health care	Calcutta, WB	1,00,000	1,00,000	1,00,000	Foods and Inns Limited
IIT Bombay	Promoting Education	Mumbai, MH	1,05,400	1,05,400	1,05,400	Foods and Inns Limited
The Akshaya Patra Foundation	Akshay Patra Foundation	Bengaluru KA	5,25,000	5,25,000	5,25,000	Foods and Inns Limited
<b>TOTAL</b>			<b>7,30,400</b>	<b>7,30,400</b>	<b>7,30,400</b>	

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

- Company has failed to spend ₹ 20.87 Lakhs due to –

- The Company has spent an amount on ongoing projects in the financial year 2022-23 for which CSR expenditure is accounted for in the financial year 2023-24.
- The Company finding difficulty to appoint suitable Implementing Agency for CSR Expenditure and for that the Company is searching appropriate projects to spend CSR Amount CSR activities.

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

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

**Bhupendra Dalal**

Chairman  
(DIN: 00061492)

**Kamlini Maniar**

Chairperson, CSR Committee  
(DIN: 06926167)

Mumbai, August 7, 2023

**PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO REQUIRED UNDER THE COMPANIES (ACCOUNTS) RULES, 2014**

**A. CONSERVATION OF ENERGY**

**(i) Steps taken for conservation of energy**

Energy conservation dictates how efficiently a company can conduct its operations. Due to our sustainability initiatives the Company has and will continue to undertake various energy efficient practices that have reduced the growth in carbon di-oxide (CO<sub>2</sub>) emissions and strengthened the Company's commitment towards becoming an environment friendly organisation.

**MAJOR ENERGY CONSERVATION INITIATIVES TAKEN DURING THE F.Y 2022-23**

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

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

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

**B. TECHNOLOGY ABSORPTION AND RESEARCH AND DEVELOPMENT (R&D)**

(i) The Company aims to focus on new product development, safety, hygiene, quality and most of all customer needs. The Company already has world class certified plants allowing us uninterrupted supply to the worlds FMCH majors.

(ii) Major R&D and technology absorption takes place in the following areas:

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

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

(iii) The Company is using state of the art technology in its Greenfield expansion at Vankal, Gujarat which is likely to commence operation in the current financial year, including the Tetra Recart Technology which will be the 10<sup>th</sup> of its kind globally.

**C. FOREIGN EXCHANGE EARNINGS AND OUT GO**

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

**(a) TOTAL FOREIGN EXCHANGE USED AND EARNED:**

Total foreign exchange earnings and outgo for the financial period is as follows:

a.	Total Foreign Exchange earnings	:	FOB value of exports ₹ 358,41,96,143 (Previous year ₹ 239,96,23,449)
b.	Total Foreign Exchange outgo	:	₹ 27,70,80,259 (Previous year ₹ 14,77,01,069)



## DIRECTORS' REPORT (CONTD.)

## Annexure to Directors' Report- 3

## FORM AOC-1

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

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

## PART "A": Subsidiaries

Amounts in Lakhs ₹

1. Name of the Subsidiary	Kusum Spices
2. Reporting period for the subsidiary concerned , if different from the holding company reporting period	N.A.
3. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	N.A.
4. Share Capital	N.A.
5. Other Equity	765.27
6. Total Assets	1,483.51
7. Total Liabilities	718.24
8. Investments	NIL
9. Turnover	1,835.66
10. Profit/ (Loss) before taxation	55.64
11. Provision for taxation	17.04
12. Profit/ (Loss) after taxation	38.60
13. Other Comprehensive Income	0.87
14. Total Comprehensive Income	0.87
15. Proposed Dividend	N.A.
16. % of shareholding	99.99

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

## PART "B": Associates and Joint Ventures:

Amounts in Lakhs ₹

Name of Associates/Joint Ventures	Greentop Fresh and Frozen Foods Private Limited	Beyond Mango Private Limited
1. Latest audited Balance Sheet Date	March 31, 2023	March 31, 2023
2. Shares of Associate/Joint Ventures held by the Company on the year end	March 31, 2023	March 31, 2023
Number of Shares (In Lakhs)	0.049	37.70
Amount of Investment in Associates/Joint Venture	0.49	377.00
Extend of Holding %	49.00	50.00
3. Description of how there is significant influence	Associate	Joint Venture
4. Reason why the associate/joint venture is not consolidated	N.A.	N.A.
5. Net worth attributable to Shareholding as per latest audited Balance Sheet	(559.84)	372.64
6. Profit / (Loss) for the year	(111.22)	(1.34)
i. Considered in Consolidation	(54.50)	(0.67)
ii. Not Considered in Consolidation	(56.72)	(0.67)

For and on behalf of the Board of Directors

Place: Mumbai  
Date: August 7, 2023

**Bhupendra Dalal**  
Chairman  
(DIN: 00064192)

**Milan Dalal**  
Managing Director  
(DIN: 00062453)

## DIRECTORS' REPORT (CONTD.)

### Annexure to Directors' Report- 4

#### Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Kusum Spices
b)	Nature of contracts/arrangements/transaction	Rent Received
c)	Duration of the contracts/arrangements/transaction	Continuous Basis
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	₹ 39 Lakhs
e)	Date of approval by the Board	August 08, 2022
f)	Amount paid as advances, if any	N.A.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Beyond Mango Private Limited
b)	Nature of contracts/arrangements/transaction	Rent Received
c)	Duration of the contracts/arrangements/transaction	Continuous Basis
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	₹ 0.11 Lakhs
e)	Date of approval by the Board	August 08, 2022
f)	Amount paid as advances, if any	N.A.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	MPIL Corporation Limited
b)	Nature of contracts/arrangements/transaction	Rent Paid
c)	Duration of the contracts/arrangements/transaction	Continuous Basis
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	₹ 6 Lakhs
e)	Date of approval by the Board	August 08, 2022
f)	Amount paid as advances, if any	N.A.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Kusum Spices
b)	Nature of contracts/arrangements/transaction	Warehousing Charges Paid
c)	Duration of the contracts/arrangements/transaction	Continuous Basis
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	₹ 7.50 Lakhs
e)	Date of approval by the Board	August 08, 2022
f)	Amount paid as advances, if any	N.A.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Kusum Spices
b)	Nature of contracts/arrangements/transaction	Sale of Goods
c)	Duration of the contracts/arrangements/transaction	Continuous Basis
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	₹ 0.91 Lakhs
e)	Date of approval by the Board	May 16, 2022
f)	Amount paid as advances, if any	N.A.



## DIRECTORS' REPORT (CONTD.)

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Muller & Phipps (India) Limited
b)	Nature of contracts/arrangements/transaction	Sale of Goods
c)	Duration of the contracts/arrangements/transaction	Continuous Basis
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	₹ 8.74 Lakhs
e)	Date of approval by the Board	May 16, 2022
f)	Amount paid as advances, if any	N.A.

For and on behalf of the Board of Directors

Place: Mumbai  
Date: August 7, 2023

**Bhupendra Dalal**  
Chairman  
(DIN: 00064192)

**Milan Dalal**  
Managing Director  
(DIN: 00062453)

FORM NO MR-3

SECRETARIAL AUDIT REPORT

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

FOR THE PERIOD APRIL 01, 2022 TO MARCH 31, 2023

To,  
The Members,  
**FOODS & INNS LIMITED**  
Udyog Bhavan, 2<sup>nd</sup> Floor  
29 Walchand Hirachand Marg,  
Ballard Estate Mumbai 400038

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **FOODS & INNS LIMITED (CIN: L55200MH1967PLC013837)** (hereinafter called the company) for the year ended on **March 31, 2023**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period **April 01, 2022 to March 31, 2023** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (iii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (v) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India ((Listing Obligations and Disclosure Requirement) Regulations, 2015;
  - b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - e) The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021;
  - f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable during the period under review)**
  - g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not applicable during the period under review)**
  - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable during the period under review)**
  - i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. **(Not applicable during the period under review)**

**DIRECTORS' REPORT (CONTD.)**

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

We are of the opinion that the management has complied with the following laws specifically applicable to the Company:

1. Factories Act, 1948;
2. Industries Development Regulation Act, 1951;
3. Food Safety and Standards Act, 2006;
4. The Payment of Bonus Act, 1965;

We are unable to provide comments on the aforementioned laws as they do not fall under the purview of Secretarial Audit.

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

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

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

**We further report that**

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

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

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

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

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

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

1. Change in Designation of Mr. Milan Dalal from Non-Executive Director to Managing Director w.e.f. 1<sup>st</sup> April, 2023.
2. The Company has issued 2,21,61,749 Equity Warrants ("warrants") at a price of ₹ 95/- per Warrant vide special resolution passed in the EOGM dated 9<sup>th</sup> December, 2022.
3. The Company has issued and allotted 6,00,000 Equity shares upon Conversion of Warrants on a preferential basis having face value ₹ 1 at a price of ₹ 95 per equity Share on 23<sup>rd</sup> January, 2023.

Place: Mumbai

For Ragini Chokshi & Co  
(Company Secretaries)

**Makarand Patwardhan**  
(Partner)

C.P. No. : 9031

Membership No. : 11872

UDIN: A011872E000807581

PR NO. : 689/2020

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



## DIRECTORS' REPORT (CONTD.)

'Annexure -1'

To,  
The Members,  
**FOODS & INNS LIMITED**  
Udyog Bhavan, 2<sup>nd</sup> Floor  
29 Walchand Hirachand Marg,  
Ballard Estate Mumbai 400038

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

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

Place: Mumbai

For Ragini Chokshi & Co  
(Company Secretaries)

**Makarand Patwardhan**  
(Partner)

C.P. No. : 9031

Membership No. : 11872

UDIN: A011872E000807581

PR NO. : 689/2020

# CORPORATE GOVERNANCE REPORT

## 1. CORPORATE GOVERNANCE:

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

### COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance is all about maintaining a valuable relationship and trust with all stakeholders.

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

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

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

## 2. BOARD OF DIRECTORS:

Composition of the Board as on March 31, 2023:

Category	No of Directors
Non Executive & Independent Directors including Woman Director	4
Non-Executive & Non- Independent Directors	3
Executive Director	1
<b>TOTAL</b>	<b>8</b>

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

### Responsibilities of the Chairman

The Chairman is the leader of the Board. As Chairman, he is responsible for fostering and promoting the integrity of the Board while nurturing a culture where the Board works harmoniously for the long term benefit of the Company and all its stakeholders. The Chairman presides over meetings of the Board and of the Shareholders of the

Company. The Chairman takes a lead role in managing the Board and facilitating effective communication among directors.

### Selection of new Directors

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

## MEETINGS

### Board Meetings held during the year

Dates on which the Board Meetings were held	Total Strength of the Board	No of Directors present
May 16, 2022	8	8
August 08, 2022	8	8
November 14, 2022	8	7
February 3, 2023	8	8

## CORPORATE GOVERNANCE REPORT (CONTD.)

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

Name of Director	Attendance at the Board Meetings held on				Attendance at AGM held on September 22, 2022	Attendance at EGM held on December 9, 2022
	16.05.22	08.08.22	14.11.22	03.02.23		
Mr. Bhupendra Dalal	√	√	√	√	√	√
Mr. V.K. Beswal	√	√	√	√	√	Leave of Absence
Mrs. Kamlini Maniar	√	√	√	√	Leave of Absence	
Mr. Milan Dalal	√	√	√	√	√	√
Mr. Raymond Simkins	√	√	Leave of Absence	√	√	Leave of Absence
Mr. Hormazdiyar Vakil	√	√	√	√	√	√
Mr. Maneck Davar	√	√	√	√	√	Leave of Absence
Mrs. Pallavi Dhupelia	√	√	√	√	Leave of Absence	√

### Directorships and Membership on Committees:

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

Director	Date of Appointment	No of other Directorship held (including F&I)	Committee Membership(s) (including F&I)	
			Chairman	Member
Mr. Bhupendra Dalal	22/09/2014	7	1	0
Mr. Vinod Kumar Beswal	29/09/2015	6	5	4
Mr. Raymond Simkins	09/08/1995	3	--	--
Mr. Milan Dalal	29/04/2006	18	3	2
Mrs. Kamlini Maniar	29/09/2015	3	4	2
Mr. Hormazdiyar Vakil	14/08/2018	3	1	0
Mr. Maneck Davar	30/09/2019	8	2	2
Mrs. Pallavi Dhupelia	30/09/2019	2	--	--

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

### Board Procedures

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

### 3. COMMITTEES OF THE BOARD

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



## CORPORATE GOVERNANCE REPORT (CONTD.)

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

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

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

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

**COMPOSITION:**

The Audit Committee consists as at March 31, 2023 and details of the member's participation at the meetings of the committee are as under:

Name	Category	Attendance at the Audit Committee meeting held on				
		May 14, 2022	August 8, 2022	September 7, 2022	November 14, 2022	February 3, 2023
Mr. V. K. Beswal (Chairman)	Independent, Non Executive	√	√	√	√	√
Mr. Bhupendra Dalal (Member)	Non Independent, Non Executive	√	√	√	√	√
Mrs. Kamlini Maniar (Member)	Independent, Non Executive	√	√	√	√	√
Mr. Hormazdiyar Vakil (Member)	Independent, Non Executive	√	√	√	√	√

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

**3 (B). STAKEHOLDERS RELATIONSHIP COMMITTEE (SRC):****Terms of Reference**

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

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

- i) Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

- ii) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- iii) Review of measures taken for effective exercise of voting rights by shareholders.
- iv) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

**Composition**

The Board of Directors formed a Stakeholders Relationship Committee, on January 30, 2010 and the composition of the Stakeholders Relationship Committee as at March 31, 2023 and details of the member's participation at the Meetings of the Committee are as under:

## CORPORATE GOVERNANCE REPORT (CONTD.)

Name	Category	Attendance at the SRC meeting held on February 3, 2023
Mr. Maneck Davar (Chairman)	Independent, Non-Executive	√
Mr. Milan Dalal (Member)	Managing Director	√
Mr. V. K. Beswal (Member)	Independent, Non-Executive	√

### 3 (C). NOMINATION & REMUNERATION COMMITTEE (NRC):

#### Terms of Reference:

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

Managerial Personnel and to other Senior Management positions.

#### Composition:

The Nomination & Remuneration was constituted on August 12, 2011 and the composition of the Nomination and Remuneration committee as at March 31, 2023 and the details of the member's participation at the meetings of the Committee are as under

Name	Category	Attendance at the SRC meeting held on February 3, 2023
Mr. H. S. Vakil (Chairman )	Independent, Non-Executive	√
Mr. Bhpendra Dalal (Member)	Non Independent, Non Executive	√
Mr. V.K. Beswal (Member)	Independent, Non-Executive	√

### 3 (D). CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

#### Terms of Reference:

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

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

#### Composition:

The Corporate Social Responsibility Committee was constituted on August 14, 2014 and consists of the following Directors as at March 31, 2023 and the details of the member's participation at the meetings of the Committee are as under

Name	Category	Attendance at the Corporate Social Responsibility Committee meeting held on			
		May 30, 2022	August 9, 2022	November 14, 2022	March 30, 2023
Mrs. Kamlini Maniar (Chairperson)	Independent, Non- Executive	Leave of Absence	Leave of Absence	√	√
Mr. Milan Dalal	Managing Director	√	√	√	√
Mr. Bhupendra Dalal	Non Independent, Non-Executive	Leave of Absence	Leave of Absence	√	√
Mr. Moloy Saha	Chief Executive Officer	√	√	√	√

## CORPORATE GOVERNANCE REPORT (CONTD.)

**3 (E). RISK MANAGEMENT COMMITTEE:****Terms of Reference:**

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

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

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

**Composition:**

The Risk Management Committee was constituted on August 14, 2014 and consists of the following Directors

as at March 31, 2023 and during the year the committee did not have any meeting.

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

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

**4. INDEPENDENT DIRECTORS MEETING:**

During the year under review, the Independent Directors met on February 3, 2023, inter alia, to discuss:

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

Name of Director	Category	Attendance at the Independent Committee meeting held on
		February 3, 2022
Mr. V. K. Beswal	Independent, Non Executive	√
Mrs. Kamlini Maniar	Independent, Non Executive	√
Mr. Hormazdiyar Vakil	Independent, Non Executive	√
Mr. Maneck Davar	Independent, Non Executive	√

**5. GENERAL BODY MEETINGS:**

- a) Details of location and time of holding the last three year's Annual General Meeting and the Special resolution passed thereat:

Financial Year	AGM/EGM	Location	Date	Time
2022-23	EGM	video conferencing facility	09/12/2023	10.00 A.M.
2021-22	50 <sup>th</sup> AGM	video conferencing facility	22/09/2023	4:00 P.M.
2020-21	49 <sup>th</sup> AGM	video conferencing facility	28/09/2021	3:30 P.M.
2019-20	48 <sup>th</sup> AGM	video conferencing facility	30/09/2020	3:30 P.M.



## CORPORATE GOVERNANCE REPORT (CONTD.)

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

### **Extra Ordinary General Meeting held on December 09, 2022**

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

### **50<sup>th</sup> Annual General Meeting held on September 22, 2023**

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

### **49<sup>th</sup> Annual General Meeting held on September 28, 2021**

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

### **48<sup>th</sup> Annual General Meeting held on September 30, 2020**

- Re-appointment of Mr. Bhupendra Dalal (DIN: 00061492) as a Director liable to retire by rotation.

## **6. CODE OF CONDUCT**

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

## **7. DISCLOSURES**

### **a) Related Party Transactions**

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

were in conflict with the interest of the Company. Suitable disclosure has been made in the notes to the financial statements.

### **b) Strictures and Penalties**

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

### **c) CEO / CFO Certification**

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

### **d) PCS's certificate on Corporate Governance**

As required by Clause 49 of the Listing Agreement and the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, the 's certificate on corporate governance is annexed to the report

## **8. MEANS OF COMMUNICATION**

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

### **GENERAL SHAREHOLDER'S INFORMATION**

#### **Annual General Meeting scheduled to be held:**

**Date:** Saturday, September 11, 2023

**Time:** 04:30 PM through video conferencing facility

#### **1. Book Closure:**

Monday September 04, 2023 to Monday September 11, 2023 (Both days inclusive).

## CORPORATE GOVERNANCE REPORT (CONTD.)

**2. Financial Calendar (tentative):**

Financial Reporting for the Financial Year 2023-24	Tentative month of reporting
Un-audited Financial Results for the quarter ending June 30, 2023.	August, 2023
Un-audited Financial Results for the half year ending September 30, 2023.	November, 2023
Un-audited Financial Results for the quarter ending December 31, 2023.	February, 2024
Audited Financial Results for the year ending March 31, 2024.	May, 2024

**3. Listing of Equity Shares on Stock Exchange :**

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

**4. Stock Code:**

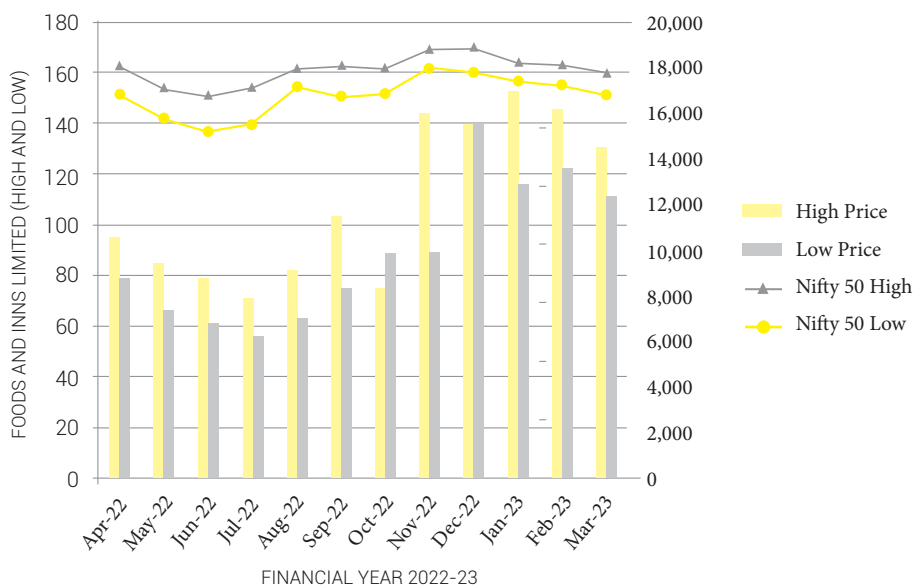
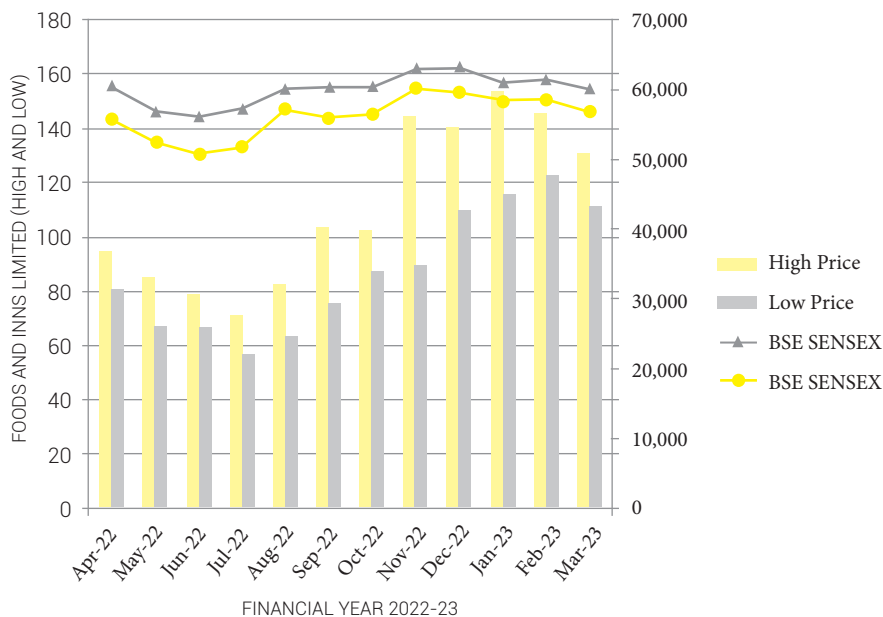
- Bombay Stock Exchange Limited, Mumbai (BSE): 507552
- National Stock Exchange (NSE): FOODSIN
- ISIN : INE976E01023
- CIN: L55200MH1967PLC013837

**5. Stock Price Data:**

Month wise high and low price of the Company's Shares at Bombay Stock Exchange Limited (BSE) and National Stock Exchange (NSE) from April, 2022 to March, 2023

Month	Bombay Stock Exchange Limited (BSE)		National Stock Exchange (NSE)	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April 2022	95.00	80.60	95.10	78.85
May 2022	84.90	66.70	85.00	66.65
June 2022	79.00	66.70	79.05	61.35
July 2022	71.45	56.50	71.00	56.30
August 2022	82.90	63.40	82.50	63.25
September 2022	103.30	76.00	103.65	75.05
October 2022	102.50	87.90	75.05	89.00
November 2022	144.90	89.20	144.50	89.10
December 2022	140.60	110.00	140.60	140.60
January 2023	154.00	116.05	153.00	116.00
February 2023	145.90	123.55	145.80	122.60
March 2023	130.85	111.20	130.55	111.40

CORPORATE GOVERNANCE REPORT (CONTD.)



**6. Compliance Officer:**

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

- Mr. Ameya T. Masurkar Appointed as Company Secretary & Compliance Officer of the Company w.e.f. June 13, 2023.

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

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



## CORPORATE GOVERNANCE REPORT (CONTD.)

**7. Address For Correspondence:**

Shareholders can correspond to: Secretarial Department, 3<sup>rd</sup> floor, Hamilton House, J. N. Heredia Marg, Ballard Estate, Mumbai - 400038.

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

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

**8. Share Transfer System**

Shares sent for transfer in physical form to R&T Agents, are registered and returned within a period of

30 days from the date of receipt, if the documents are in order. The Share Transfer Committee (Executive Committee) meets generally on a fortnightly basis to consider the transfer proposals. All requests for dematerialisation of shares are processed by R&T Agent within 15 days.

**9. Dematerialisation of Shares**

Trading in Equity Shares of the Company is permitted only in dematerialised form with effect from January 29, 2001 as per notification issued by the Securities & Exchange Board of India (SEBI). As on March 31, 2023, out of total Equity Share Capital 5,03,38,260 Equity Shares 5,00,68,659 Equity Shares representing 98.29 % of the total Equity Shares are held in dematerialised form with NSDL and CDSL. Transfer cum demat facility is available to all Shareholders of the Company, who request for such facility.

**10. Distribution of Shareholding as on March 31, 2023**

Range in	Number of Shareholders	% of Total Holders
1 to 500	10185	74.0943
501 to 1000	1172	8.5261
1001 to 2000	942	6.8529
2001 to 3000	478	3.4774
3001 to 4000	176	1.2804
4001 to 5000	192	1.3968
5001 to 10000	285	2.0733
10001 and above	316	2.2989
<b>TOTAL</b>	<b>13746</b>	<b>100</b>

**11. Shareholding Pattern as on March 31, 2023**

Cat. Code	Category of Shareholder	Total No. of Shares held	% Share Holding
<b>A.</b>	<b>Shareholding of Promoter and Promoter Group</b>		
(a)	Individuals / Hindu Undivided Family	15140069	29.72
(b)	Central Govt. / State Govt.	-	-
(c)	Bodies Corporate	4635910	9.10
(d)	Financial Institutions / Banks	-	-
(e)	Any other	-	-
	<b>Sub Total – A(1)</b>	<b>19775979</b>	<b>45.21</b>
(a)	Non Resident Individuals / Foreign Individuals	-	-
(b)	Bodies Corporate	-	-
(c)	Institutions	-	-
(d)	Any other	-	-
	<b>Total Shareholding of Promoter Group</b>	<b>22753120</b>	<b>38.82</b>

## CORPORATE GOVERNANCE REPORT (CONTD.)

Cat. Code	Category of Shareholder	Total No. of Shares held	% Share Holding
<b>B.</b>	<b>Public Shareholding</b>		
<b>1</b>	<b>Institutions (Domestic)</b>		
(a)	Mutual Fund	-	-
(b)	Venture Capital Funds	-	-
(c)	Alternate Investment Funds	-	-
(d)	Banks	-	-
(e)	Insurance Companies	-	-
(f)	Provident Funds/ Pension Funds	-	-
(G)	Asset Reconstruction Companies	-	-
(h)	Sovereign Wealth Funds	-	-
(i)	NBFCs registered with RBI	111200	0.2183
(j)	Other Financial Institutions	-	-
(k)	Any Other (Specify)	-	-
<b>2</b>	<b>Institutions (Foreign)</b>		
(a)	Foreign Direct Investment	5000	0.0098
(b)	Foreign Venture Capital Investors		
(c)	Sovereign Wealth Funds	-	-
(d)	Foreign Portfolio Investors Category I	222722	0.4372
(e)	Foreign Portfolio Investors Category II	-	-
(f)	Overseas Depositories(holding DRs)	-	-
(g)	Any Other (Specify)	-	-
<b>3</b>	<b>Central Government/ State Government(s)</b>	-	-
(a)	Central Government / President of India	-	-
(b)	State Government / Governor	-	-
(C)	Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter	-	-
<b>4</b>	<b>Non-Institutions</b>	-	-
(a)	Associate companies / Subsidiaries	5000	0.0098
(b)	Directors and their relatives (excluding Independent Directors and nominee Directors)		
(C)	Key Managerial Personnel	174331	0.3422
(D)	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	-	-
(E)	Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'	-	-
(f)	Investor Education and Protection Fund (IEPF)	712134	1.40
(g)	i. Resident Individual holding nominal share capital up to ₹ 2 Lakhs.	14215859	27.90
(h)	ii. Resident individual holding nominal share capital in excess of ₹ 2 Lakhs.	2088911	4.10
(i)	Non Resident Indians (NRIs)	1370064	2.6897
(j)	Foreign Nationals	6426660	12.6166

## CORPORATE GOVERNANCE REPORT (CONTD.)

Cat. Code	Category of Shareholder	Total No. of Shares held	% Share Holding
(k)	Foreign Companies	-	-
(l)	Bodies Corporate	3453793	6.7804
(m)	Any Other (Specify)	2381607	4.6755
	<b>Total Public Shareholding</b>	<b>31162281</b>	<b>61.18</b>
<b>C.</b>	<b>Shares held by Custodians and against which Depository receipts have been issued-</b>	-	-
	<b>Grand Total</b>	<b>50938260</b>	<b>100.00</b>

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

As provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct for the year ended March 31, 2023

On behalf of the Board

**Bhupendra Dalal**

Chairman

(DIN: 00061492)

Mumbai, August 7, 2023



## CORPORATE GOVERNANCE REPORT (CONTD.)

### CEO/ CFO Certification

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

- (a) We have reviewed financial statements and the cash flow statement for the year ended March 31, 2023 and that to the best of our knowledge and belief, we state that:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) We further state that to the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2023 which are fraudulent, illegal or in violation of the Company's Code of Conduct.
- (c) We accept the responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit committee:
  - (i) there has not been any significant changes in internal control over financial reporting during the year;
  - (ii) there has not been any significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) there has not been any instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**Moloy Saha**  
Chief Executive Officer

**Anand Krishnan**  
Chief Financial Officer

Mumbai, August 7, 2023

## CORPORATE GOVERNANCE REPORT (CONTD.)

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

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

To,  
The Members of  
**FOODS AND INNS LIMITED**  
Udyog Bhavan, 2<sup>nd</sup> Floor 29,  
Walchand Hirachand Marg,  
Ballard Estate NA, Mumbai 400038

We have examined the compliance of the conditions of Corporate Governance of FOODS AND INNS LIMITED ('the Company') for the financial year ended March 31, 2023, as stipulated in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the SEBI Listing Regulations").

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Paragraphs C and D of Schedule V to the SEBI Listing Regulations for the year ended March 31, 2023.

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

Place: Mumbai

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

**Makarand Patwardhan**  
(Partner)

C.P. No. : 9031

Membership No. : 11872

UDIN: A011872E000808778

PR NO. : 689/2020

CORPORATE GOVERNANCE REPORT (CONTD.)

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

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

To,  
**The Members of  
FOODS AND INNS LIMITED**

Udyog Bhavan, 2<sup>nd</sup> Floor 29,  
Walchand Hirachand Marg,  
Ballard Estate NA,  
Mumbai 400038

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

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

I/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, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1.	Hormazdiyaar Shiavax Vakil	00060835	August 14, 2018
2.	Bhupendra Champaklal Dalal	00061492	August 14, 2018
3.	Milan Bhupendra Dalal	00062453	April 29, 2006
4.	Vinod Kumar Beswal	00120095	November 14, 2014
5.	Raymond Simkins	01573312	August 09, 1995
6.	Maneck Eruch Davar	01990326	September 30, 2019
7.	Kamlini Chaitan Maniar	06926167	March 30, 2015

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.

Place: Mumbai

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

**Makarand Patwardhan**  
(Partner)

C.P. No. : 9031

Membership No. : 11872

UDIN: A011872E000808734

PR NO. : 659/2020



## **FINANCIAL STATEMENTS**

**STANDALONE FINANCIAL STATEMENTS: 92 - 162**

**CONSOLIDATED FINANCIAL STATEMENTS: 163 - 227**

# INDEPENDENT AUDITOR'S REPORT

## To the Members of Foods and Inns Limited

### REPORT ON AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

#### Opinion

We have audited the accompanying standalone financial statements of **Foods and Inns Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its profit (including total other comprehensive income), its changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

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

#### Key Audit Matters

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

opinion thereon, and we do not provide a separate opinion on these matters.

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

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

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

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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

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

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

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

## INDEPENDENT AUDITOR'S REPORT (Contd.)

financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of section 143 (11) of the Act, we give in the "Annexure A", a statement on the matters specified in the paragraphs 3 and 4 of the Order.



## INDEPENDENT AUDITOR'S REPORT (Contd.)

2. As required by section 143(3) of the Act, we report that:
- (i) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (ii) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (iii) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account;
  - (iv) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under section 133 of the Act, read with relevant rules issued thereunder and relevant provisions of the Act;
  - (v) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of section 164(2) of the Act;
  - (vi) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial control with reference to standalone financial statements.
  - (vii) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
 

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act;
  - (viii) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
    - a) The Company has disclosed the impact of pending litigations as at March 31, 2023 on its financial position in its standalone financial statements - Refer Note 42 to the standalone financial statements;
    - b) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
    - c) There has been no delay in transferring amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;
    - d) (i) As stated in Note no. 53(ix) to the standalone financial statements, the management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
    - (ii) As stated in Note no. 53(x) to the standalone financial statements The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate

## INDEPENDENT AUDITOR'S REPORT (Contd.)

Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

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

As stated in Note no. 19.3 to the standalone financial statements the Board of director's of

the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend proposed is in accordance with section 123 of the Act as applicable to the extent it applies to declaration of dividend;

- f) As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only w.e.f. April 1, 2023, reporting under this clause is not applicable.

**For G.M. Kapadia & Co.**

Chartered Accountants  
Firm Registration No. 104767W

**Atul Shah**

Partner

Membership No. 039569

UDIN: 23039569BGURIM6769

Place: Mumbai

Date : May 12, 2023

## ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

### Referred to in paragraph 1 under "Report on Other Legal and Regulatory Requirements" of our report on even date to the members of the Company on standalone financial statements for the year ended March 31, 2023:

- (i) (a) (A) The Company has maintained proper records of Property, Plant and Equipment, capital work in progress and right of use assets showing particulars of assets including quantitative details and situation;
- (B) The Company has maintained proper records showing full particulars of Intangible Assets;
- (b) The Company has a program of verification of property, plant and equipment, so to cover all the items once every 3 years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, Property, Plant and Equipment which were due for verification during the year are physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification;
- (c) Based on the examination of the registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title deeds of all the immovable properties of land and buildings other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company disclosed in the financial statements included in property, plant and equipment and capital work in progress, are held in the name of the Company as at the balance sheet date. Immovable properties of land and buildings whose title deeds have been pledged as security for loans, guarantees, etc., are held in the name of the Company based on the confirmations directly received by us from lenders / custodians;
- (d) The Company has not revalued any of its Property, Plant and Equipment (including Right of Use assets) and intangible assets during the year;
- (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder;
- (ii) (a) Inventories have been physically verified during the year by the management. In our opinion, the coverage

and procedure of verification is appropriate and the frequency of verification is reasonable. There were no discrepancies of 10% or more in aggregate for each class of inventory noticed on physical verification as compared to the book of accounts;

- (b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the quarterly returns and statements comprising stock statements and book debt statement along with ageing analysis filed by the Company with such banks or financial institutions are in agreement with the unaudited books of account of the Company, of the respective quarters.
- (iii) (a) During the year the Company has provided loans or advances in the nature of loans, or stood guarantee to any other entity and details of which are given below:

Particulars	₹ in lakhs	
	Loans	Guarantees
<b>A. Aggregate amount granted / provided during the year -</b>		
Subsidiaries	-	300.70
Associates	1.55	-
Joint Venture	317.14	-
Others	215.90	-
<b>B. Balance outstanding as at balance sheet date in respect of above cases:*</b>		
Subsidiaries	-	300.70
Associates	415.53	-
Joint Venture	317.25	-
Others	151.95	-

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

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

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



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

- (c) In respect of loans granted or advances in the nature of loans provided by the Company, the schedule of repayment of principal and payment of interest has not been stipulated. In the absence of such schedule, the question of regularity of the repayments of principal amounts and payment of interest does not arise. Hence the question of reporting as per clause (iii) (d) as to whether there is any over due and reasonable steps have been taken by the Company for recovery of principal and interest, does not arise.
- (d) As stated in above clause (iii) (c) that in the absence of such schedule, we are unable to comment on the regularity of the repayments of principal amounts and payment of interest. Hence the question of reporting, as to whether there is any over due and reasonable steps have been taken by the Company for recovery of principal and interest, does not arise.
- (e) No loan or advance in the nature of loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
- (f) The Company has granted loans or advances in nature of loans to its associate, joint venture and other parties which are repayable on demand, details of which are given below.

Particulars	₹ in lakhs
Aggregate of loans and advances in nature of loans	1,185.04
Percentage of loans and advances in nature of loans to the total loans	96.65%

- (b) The details of statutory dues referred to in sub-clause (a) which have not been deposited with the concerned authorities as on March 31, 2023, on account of dispute are given below:

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

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

- (iv) Based on the audit procedures applied by us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made, and guarantee provided during the year under audit;
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits. Accordingly, reporting under paragraph 3(v) of the Order is not applicable to the Company. We have been informed by the management that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal in this regard;
- (vi) According to the information and explanations given to us, pursuant to the Companies (Cost Records and Audit) Rules, 2014 read with section 148(1) of the Act, the Central government has not prescribed maintenance of cost records in respect of any of the Company's product. Accordingly, paragraph 3 (vi) of the order is not applicable to the Company;
- (vii) (a) The Company has generally been regular in depositing with appropriate authorities undisputed statutory dues such as provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, goods and service tax, cess and other applicable statutory dues. According to information and explanations given to us, no undisputed statutory dues payable were in arrears as at March 31, 2023, for a period of more than six months from the date they became payable;

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

- (c) To the best of our knowledge and belief, in our opinion, term loans availed by the Company were, applied by the Company during the year for the purposes for which the loans were obtained;
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company;
- (e) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary, associate or joint venture. Accordingly, reporting under paragraph 3(ix)(e) of the Order is not applicable to the Company ;
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiary, joint venture or associate company. Accordingly, reporting under paragraph 3(ix)(f) of the Order is not applicable to the Company;
- (x) (a) The Company has not raised any moneys by way of Initial Public Offer or Further Public Offer (including debt instruments) during the year. Accordingly, reporting under paragraph 3(x)(a) of the Order is not applicable to the Company;
- (b) The Company has complied with the requirements of Section 42 and 62 of the Companies Act, 2013, and the funds raised have been, prima facie, applied by the Company during the year for the purposes for which the funds were raised. The Company has not made any preferential allotment or private placement of (fully or partly or optionally) convertible debentures during the year;
- (xi) (a) To the best of our knowledge and belief and according to the information and explanations given to us, no material fraud by the Company or on the Company has been noticed or reported during the year;
- (b) To the best of our knowledge, no report under section 143(12) of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report;
- (c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year. Accordingly, reporting under paragraph 3(xii) of the Order is not applicable to the Company;
- (xii) In our opinion and according to information and explanation given to us, the Company is not a Nidhi Company. Accordingly, reporting under paragraph 3(xii) of the Order is not applicable to the Company;
- (xiii) In our opinion, the Company is in compliance with section 177 and 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc., as required by the applicable accounting standards;
- (xiv) (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business;
- (b) We have considered the internal audit reports of the company issued till date, for the period under audit, in determining the nature, timing and extent of our audit procedures;
- (xv) According to information and explanations given to us, in our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with them and hence provisions of section 192 of the Act are not applicable to the Company;
- (xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under paragraph 3(xvi)(a), (b) and (c) of the Order is not applicable;
- (d) The Group does not have any CIC as part of the Group as per definition of Group contained in the Core Investment Companies (Reserve Bank) Directions, 2016 and hence the reporting under paragraph 3(xvi) (d) of the Order is not applicable;
- (xvii) The Company has not incurred cash losses in the financial year and in the immediately preceding financial year;
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under paragraph 3(xviii) of the Order is not applicable to the Company;
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists

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

as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due; and

- (xx) In respect of other than ongoing projects, the Company has not transferred the unspent Corporate Social Responsibility (CSR) amount as at the Balance Sheet

date out of the amounts that was required to be spent during the year, to a Fund specified in Schedule VII to the Companies Act, 2013 till the date of our report. However, the time period for such transfer i.e. six months from the expiry of the financial year as permitted under the second proviso to section 135(5) of the Act, has not elapsed till the date of our report..

**For G.M. Kapadia & Co.**

Chartered Accountants  
Firm Registration No. 104767W

**Atul Shah**

Partner

Place: Mumbai  
Date : May 12, 2023

Membership No. 039569  
UDIN: 23039569BGURIM6769



## ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

**Referred to in paragraph 2(vi) under "Report on Other Legal and Regulatory Requirements" of our report on even date to the members of the Company on standalone financial statements for the year ended March 31, 2023**

### **Opinion**

We have audited the internal financial controls with reference to financial statements of the Company as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2023 based on the internal controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal controls stated in the Guidance Note.

### **Management's Responsibility for Internal Financial Controls**

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

### **Auditor's Responsibility**

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

internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

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

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

### **Meaning of Internal Financial Controls with reference to Standalone Financial Statements**

A company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the standalone financial statements.

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

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

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

conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**For G.M. Kapadia & Co.**

Chartered Accountants  
Firm Registration No. 104767W

**Atul Shah**

Partner

Place: Mumbai  
Date : May 12, 2023

Membership No. 039569  
UDIN: 23039569BGURIM6769

# STANDALONE BALANCE SHEET

AS AT MARCH 31, 2023

Particulars	Note No.	(₹ in Lakhs)	
		As at March 31, 2023	As at March 31, 2022
<b>ASSETS</b>			
<b>Non-current Assets</b>			
(a) Property, Plant and Equipment	3a	15,476.78	11,055.32
(b) Right of Use Asset	3a	472.88	823.99
(c) Capital work-in-progress	3b	6,130.79	5,543.01
(d) Intangible Assets	4	1,291.71	1,302.19
(e) Financial Assets			
(i) Investments	5	1,165.90	644.98
(ii) Loans	6	11.90	19.07
(iii) Others	7	899.75	617.95
(f) Deferred Tax Assets (Net)	8	-	957.85
(g) Other Non-current assets	9	775.44	473.94
<b>Total Non-Current Assets</b>		<b>26,225.15</b>	<b>21,438.30</b>
<b>Current Assets</b>			
(a) Inventories	10	32,401.21	20,356.86
(b) Financial Assets			
(i) Investments	11	768.43	33.50
(ii) Trade Receivables	12	14,913.91	9,313.79
(iii) Cash and Cash Equivalents	13	1,197.05	244.76
(iv) Bank balance other than (iii) above	14	501.23	595.95
(v) Loans	15	713.97	1,207.10
(vi) Other Financial Assets	16	435.42	426.49
(c) Current Tax Assets (Net)	17	850.78	394.37
(d) Other Current Assets	18	2,576.27	2,930.67
<b>Total Current Assets</b>		<b>54,358.27</b>	<b>35,503.49</b>
<b>Total Assets</b>		<b>80,583.42</b>	<b>56,941.79</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity	19	509.38	503.38
(b) Other Equity	20	30,863.67	19,249.58
<b>Equity attributable to owners of the Company</b>		<b>31,373.05</b>	<b>19,752.96</b>
<b>Liabilities</b>			
<b>Non-current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	21	5,517.25	4,331.52
(ii) Lease Liability		159.44	736.77
(b) Provisions	22	79.07	69.29
(c) Deferred Tax Liabilities (Net)	23	155.15	-
<b>Total Non-Current Liabilities</b>		<b>5,910.91</b>	<b>5,137.58</b>
<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	24	28,213.59	16,906.00
(ii) Lease Liability		352.11	113.81
(iii) Trade Payables			
Total Outstanding Dues :			
- Micro and Small Enterprises	25	328.93	160.88
- Other than Micro and Small Enterprises	25	11,553.45	12,630.38
(iv) Other Financial Liabilities	26	2,125.37	816.66
(b) Other Current liabilities	27	406.37	878.34
(c) Provisions	28	141.69	126.60
(d) Current Tax Liabilities (Net)	29	177.95	418.58
<b>Total Current Liabilities</b>		<b>43,299.46</b>	<b>32,051.25</b>
<b>Total Liabilities</b>		<b>49,210.37</b>	<b>37,188.83</b>
<b>Total Equity and Liabilities</b>		<b>80,583.42</b>	<b>56,941.79</b>
<b>Significant Accounting Policies</b>	2		

See accompanying notes forming part of the financial statements

As per our report of even date attached

**For G. M. KAPADIA & CO**

Chartered Accountants  
Firm Registration No.104767W

**ATUL SHAH**

Partner  
Membership No.039569

Date : May 12, 2023  
Place : Mumbai

**For and on behalf of the Board of Directors**

**BHUPENDRA DALAL**  
Chairman  
(DIN : 00061492)

**MOLOY SAHA**  
Chief Executive Officer

Date : May 12, 2023  
Place : Mumbai

**MILAN DALAL**  
Managing Director  
(DIN : 00062453)

**ANAND KRISHNAN**  
Chief Financial Officer



# STANDALONE STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2023

Sr. No.	Particulars	Note No.	Year ended	
			March 31, 2023	March 31, 2022
(₹ in Lakhs)				
<b>INCOME</b>				
I	Revenue from Operations	30	97,734.86	61,648.56
II	Other Income	31	669.75	762.48
III	<b>Total Income (I+II)</b>		<b>98,404.61</b>	<b>62,411.04</b>
<b>EXPENSES</b>				
	Cost of materials consumed		77,772.38	47,005.63
	Purchases of Stock-in-Trade		9.55	28.54
	Changes in inventories of Finished Goods, Stock-in-Trade and Work in Progress	32	(9,035.98)	(6,817.17)
	Employee Benefits Expense	33	3,858.99	2,859.84
	Finance Costs	34	2,727.43	1,889.09
	Depreciation and Amortisation Expense	35	1,394.32	1,323.68
	Other Expenses	36	15,783.79	13,756.23
	<b>Total Expenses</b>		<b>92,510.48</b>	<b>60,045.84</b>
V	<b>Profit before Exceptional Items and Tax (III-IV)</b>		<b>5,894.13</b>	<b>2,365.20</b>
VI	Exceptional Items (Gain on Sale of TDR)	37	532.32	-
VII	<b>Profit Before Tax (V+VI)</b>		<b>6,426.45</b>	<b>2,365.20</b>
<b>Tax Expense</b>				
	Current Tax	38	1,825.00	820.00
	Deferred Tax	38	(122.27)	(56.67)
	<b>Total Tax Expenses</b>		<b>1,702.73</b>	<b>763.33</b>
IX	<b>Net Profit for the period (VII-VIII)</b>		<b>4,723.72</b>	<b>1,601.87</b>
<b>X Other Comprehensive (Loss)</b>				
<b>Items that will not be reclassified subsequently to profit or (loss):</b>				
	Remeasurement of the defined benefit (asset)		(27.30)	(47.67)
	Fair Value changes in Equity instruments through OCI		1.64	(3.35)
	Income tax relating to above items		7.95	13.88
	<b>Other Comprehensive (Loss)</b>		<b>(17.71)</b>	<b>(37.14)</b>
	<b>Total Comprehensive Income for the year</b>		<b>4,706.01</b>	<b>1,564.73</b>
	Earnings per share (Face Value ₹ 1 Per Share)	39		
	Basic (in ₹)		9.27	3.18
	Diluted (in ₹)		8.41	3.18

## Significant Accounting Policies

See accompanying notes forming part of the financial statements

2

As per our report of even date attached

### For G. M. KAPADIA & CO

Chartered Accountants  
Firm Registration No.104767W

### ATUL SHAH

Partner  
Membership No.039569

Date : May 12, 2023  
Place : Mumbai

For and on behalf of the Board of Directors

### BHUPENDRA DALAL

Chairman  
(DIN : 00061492)

### MOLOY SAHA

Chief Executive Officer

Date : May 12, 2023  
Place : Mumbai

### MILAN DALAL

Managing Director  
(DIN : 00062453)

### ANAND KRISHNAN

Chief Financial Officer

# STANDALONE CASH FLOW STATEMENT

FOR THE YEAR ENDED MARCH 31, 2023

Particulars	(₹ In Lakhs)	
	Year ended March 31, 2023 Audited	Year ended March 31, 2022 Audited
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net Profit Before Tax	6,426.45	2,365.20
<b>Adjustments for :</b>		
Depreciation/ Amortisation	1,394.32	1,323.68
Finance Costs	2,727.43	1,889.09
Unrealised Loss on Foreign Currency Fluctuation (Net)	26.24	5.83
Share Based Payments to Employees	377.98	26.88
Impairment of financial assets	532.98	273.35
Impairment of Receivable / Advances	94.03	172.30
Dividend Income	(0.10)	(0.02)
Interest Received on Deposits and Others	(127.77)	(153.15)
Mark to Market Loss/(Gain) on Financial Assets / Liabilities	297.15	(34.16)
Balance / Provision Write Back (Net)	(1.23)	(22.24)
Provision for Gratuity	52.16	82.69
Provision for Sales Return	6.29	4.38
Provision for Bonus	82.04	3.55
Provision for Leave Encashment	77.12	30.00
Loss / (Profit) on Disposal of Property, Plant and Equipment	22.47	(7.36)
Net (Gain)/Loss on fair valuation of Mutual Fund	(1.88)	(1.04)
Share of profit from partnership firm	(37.73)	(130.87)
Loss on Sale of License	24.17	78.58
(Profit)/Loss on Sale of Investments	(0.42)	-
Gain on sale of TDR	(532.32)	-
<b>Operating Profit Before Working Capital Changes</b>	<b>11,439.38</b>	<b>5,906.69</b>
<b>Adjustments for :</b>		
Increase in Trade Receivables	(5,709.42)	(1,286.90)
Increase in Inventories	(12,044.35)	(7,333.62)
Decrease/(Increase) in Financial Assets	(16.98)	(209.56)
(Decrease) / Increase in Trade payables	(950.85)	6,598.78
Increase in Other Financial Liabilities	539.76	135.08
Decrease in Other Liabilities and Provisions	(692.01)	(276.22)
Decrease / (Increase) in Other Assets	332.10	(1,560.60)
<b>Cash Generated From Operations</b>	<b>(7,102.37)</b>	<b>1,973.65</b>
Income Tax paid	(1,278.82)	(355.00)
<b>Net Cash flow (used in) / from Operating Activities (A)</b>	<b>(8,381.19)</b>	<b>1,618.65</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Interest Received	99.32	44.40
Dividend Received	0.10	0.02
Acquisition of Tangible and Intangible assets	(6,428.70)	(4,881.78)
Proceed from disposal of Property, Plant and Equipment	7.50	13.86
Sale of Investment	2.30	-
Purchase of Investments	(1,016.03)	(104.98)
Proceeds from Capital Subsidy	211.16	70.00
Proceeds from sale of TDR	532.32	-
(Introduction)/Drawings from Partnership Firm	(200.45)	74.41
Proceeds from Fixed Deposits	437.07	(819.84)
Invested in Fixed Deposits / Margin Money	(588.10)	518.40
<b>Net Cash flow used in Investing Activities (B)</b>	<b>(6,943.52)</b>	<b>(5,085.51)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Issue of Equity Shares (on conversion of warrants) (Refer Note No. 19.2(ii))	6.00	-
Increase in Security Premium Account (Net of expenses) (Refer Note No. 19.2(ii))	510.85	-
Proceeds from issue of warrants convertible into equity shares	6,145.10	-
Finance Costs Paid	(2,414.00)	(1,847.72)
Dividend Paid	(125.24)	(101.40)
Payments for Lease	(339.03)	(272.86)
Proceeds from Non-current Borrowings	3,094.74	4,464.05
Repayment of Non-current Borrowings	(1,711.51)	(1,516.21)
Increase in Current Borrowings (Net)	8,465.74	1,948.98
<b>Net Cash flow from Financing Activities (C)</b>	<b>13,632.65</b>	<b>2,674.84</b>
<b>Net decrease in Cash and Cash Equivalents (A+B+C)</b>	<b>(1,692.05)</b>	<b>(792.02)</b>

# STANDALONE CASH FLOW STATEMENT

FOR THE YEAR ENDED MARCH 31, 2023

Particulars	(₹ In Lakhs)	
	Year ended March 31, 2023 Audited	Year ended March 31, 2022 Audited
Cash and Cash Equivalents at the beginning of the year	(5,184.74)	(4,392.72)
Cash and Cash Equivalents at the end of the Period	(6,876.79)	(5,184.74)
Cash and Cash Equivalents comprises of		
Balances with Banks	1,179.47	230.07
Cash on hand	17.58	14.69
Bank Overdraft	(8,073.85)	(5,429.50)
<b>Closing Balance of Cash and Cash Equivalents</b>	<b>(6,876.80)</b>	<b>(5,184.74)</b>

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

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

Particulars	(₹ in Lakhs)		
	As at March 31, 2021	Movement During the year	As at March 31, 2022
Net Debt	11,078.02		
Proceeds from Borrowings		6,413.03	
Repayment of Loan		(1,516.21)	
Interest expenses		1,889.09	
Interest Paid		(1,847.72)	
Net Debt			16,016.21

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

3 Figures in brackets represent outflows / deductions.

As per our report of even date attached

**For G. M. KAPADIA & CO**

Chartered Accountants  
Firm Registration No.104767W

**ATUL SHAH**

Partner  
Membership No.039569

Date : May 12, 2023

Place : Mumbai

**For and on behalf of the Board of Directors**

**BHUPENDRA DALAL**

Chairman  
(DIN : 00061492)

**MOLOY SAHA**

Chief Executive Officer

Date : May 12, 2023

Place : Mumbai

**MILAN DALAL**

Managing Director  
(DIN : 00062453)

**ANAND KRISHNAN**

Chief Financial Officer



# STANDALONE STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2023

## A. Equity Share Capital

		(₹ in Lakhs)
Particulars	Note No.	Amount
Balance as at April 1, 2021	19	503.38
Add: Changes in Equity Share Capital during the year		-
Balance as at April 1, 2022		503.38
Add: Changes in Equity Share Capital during the year		6.00
<b>Balance as at March 31, 2023</b>		<b>509.38</b>

## B. Other Equity

		(₹ in Lakhs)							
Particulars	Note No.	Reserves and Surplus					Equity Instruments through Other Comprehensive Income	Money Received Against Share Warrants	Total
		General Reserve	Securities Premium	Share Options Outstanding Account	Capital Reserve	Retained Earnings			
<b>Balance as at April 1, 2021</b>	<b>20</b>	2,232.26	2,159.58	-	308.37	13,055.61	2.83	-	<b>17,758.65</b>
Profit for the year		-	-	-	-	1,601.87	-	-	<b>1,601.87</b>
Other Comprehensive Loss for the year (Net)		-	-	-	-	(33.79)	(3.35)	-	<b>(37.14)</b>
Dividends		-	-	-	-	(100.68)	-	-	<b>(100.68)</b>
Share Based Payments to Employees (net) (Refer Note 50)		-	-	26.88	-	-	-	-	<b>26.88</b>
<b>Balance as at April 1, 2022</b>	<b>20</b>	<b>2,232.26</b>	<b>2,159.58</b>	<b>26.88</b>	<b>308.37</b>	<b>14,523.01</b>	<b>(0.52)</b>	-	<b>19,249.58</b>
Profit for the year		-	-	-	-	4,723.72	-	-	<b>4,723.72</b>
Other Comprehensive Income / (Loss) for the year		-	-	-	-	(19.35)	1.64	-	<b>(17.71)</b>
Dividends		-	-	-	-	(125.85)	-	-	<b>(125.85)</b>
Share Based Payments to Employees (net) (Refer Note 50)		-	-	377.98	-	-	-	-	<b>377.98</b>
Transfer from/ to Share Options Outstanding Account		1.18	-	(1.18)	-	-	-	-	-
Premium on issue of equity shares against conversion of warrants net of transaction cost (Refer Note No. 19.2(ii) and Note 20)		-	510.85	-	-	-	-	-	<b>510.85</b>
Amount Received on issue of Warrants convertible into equity shares (Refer Note No.19.2(ii))		-	-	-	-	-	-	6,145.10	<b>6,145.10</b>
<b>Balance as at March 31, 2023</b>		<b>2,233.44</b>	<b>2,670.43</b>	<b>403.68</b>	<b>308.37</b>	<b>19,101.53</b>	<b>1.12</b>	<b>6,145.10</b>	<b>30,863.67</b>

As per our report of even date attached

### For G. M. KAPADIA & CO

Chartered Accountants  
Firm Registration No.104767W

### ATUL SHAH

Partner  
Membership No.039569

Date : May 12, 2023

Place : Mumbai

### For and on behalf of the Board of Directors

#### BHUPENDRA DALAL

Chairman  
(DIN : 00061492)

#### MOLOY SAHA

Chief Executive Officer

Date : May 12, 2023

Place : Mumbai

#### MILAN DALAL

Managing Director  
(DIN : 00062453)

#### ANAND KRISHNAN

Chief Financial Officer

# NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

## FOR THE YEAR ENDED MARCH 31, 2023

### 1. CORPORATE INFORMATION

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

### 2. Significant Accounting Policies

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

#### 2.1 Basis of Preparation

##### i. Compliance with Ind AS

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

##### ii. Authorisation of standalone financial statements

The authorisation of standalone financial statements (hereinafter referred as "Financial Statements") of the Company for the year ended March 31, 2023 were authorised for issue by the Board of Directors at their meeting held on May 12, 2023.

##### iii. Accrual Basis of Accounting

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

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

#### 2.2 Functional and presentation currency

These standalone financial statements are presented in Indian Rupees (₹), which is also the Company's functional currency and all amounts disclosed in the standalone financial statements and notes have been rounded off to the nearest Lakhs (₹ '00,000) upto two decimals, except when otherwise indicated.

#### 2.3 Current versus non-current classification

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

An asset is treated as current if it is:

- a) expected to be realised or intended to be sold or consumed in normal operating cycle;
- b) held primarily for the purpose of trading;
- c) expected to be realised within twelve months after the reporting period; or
- d) the cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is treated as current when:

- a) it is expected to be settled in normal operating cycle;
- b) it is held primarily for the purpose of trading;
- c) it is due to be settled within twelve months after the reporting period; or
- d) there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current on net basis.

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

#### 2.4 Property, Plant and Equipment Recognition and Measurement

Property, Plant and Equipment is recognised when it is

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

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

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

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

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

### **Derecognition**

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

### **2.5. Capital Work-in-progress**

Property, plant and equipment which are not ready for intended use on the date of Balance Sheet are disclosed as capital work-in-progress. It is carried at cost, less

any recognised impairment loss. Such properties are classified and capitalised to the appropriate categories of Property, Plant and Equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

### **2.6 Depreciation**

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

#### **Freehold land is not depreciated.**

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

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

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

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

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

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

### **2.7 Investments in Subsidiary, Associates and Joint ventures Subsidiary:**

A Subsidiary is an entity that is controlled by another entity. An investor controls an investee if and only if the investor has the following;



## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

- (i) Power over the investee,
- (ii) exposure, or rights, to variable returns from its involvement with the investee and
- (iii) the ability to use its power over the investee to affect the amount of the investor's returns.

### **Associates:**

An associate is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

### **Joint ventures :**

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

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

## **2.8 Intangible Assets**

### **Recognition and Measurement**

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

### **Amortisation**

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

### **Derecognition of intangible assets**

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between

the net disposal proceeds and the carrying amount of the asset, are recognised in statement of profit and loss when the asset is derecognised.

### **Goodwill**

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

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

## **2.9 Impairment of assets**

At the end of each reporting period, the Company reviews the carrying amounts of its tangible, intangible assets and investment in subsidiary, associate and joint-venture to determine whether there is any indication that those assets may be impaired and also whether there is any indication of reversal of impairment loss recognised in previous periods. If any such indication exists, the recoverable amount is estimated, and impairment loss, if any, is recognised and the carrying amount is reduced to its recoverable amount. Recoverable amount is the higher of the value in use or fair value less cost to sell, of the asset or cash generating unit, as the case may be. Recoverable amount is determined for individual assets, unless asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs.

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

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

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

### 2.10 Inventories

Inventories are valued as follows:

#### **Raw materials, components and stores and spares:**

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

#### **Work-in-progress:**

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

#### **Finished goods:**

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

**b) Traded** - At lower of cost and net realisable value. Cost of inventory comprises all costs of purchases, duties, taxes (other than those subsequently recoverable from tax authorities), and all other costs incurred in bringing the inventory to their present location and condition and is determined on a weighted average cost basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale. Provision for obsolescence is determined based on management's assessment and is charged to the Standalone Statement of Profit and Loss

### 2.11 Financial Instruments

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

#### **Initial Recognition Financial Assets and Financial Liabilities:**

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

#### **Classification and Subsequent Measurement: Financial Assets**

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

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

#### **Amortised Cost:**

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

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

#### **FVTOCI:**

A financial asset is classified and measured at FVTOCI if both of the following conditions are met: - it is held within a business model whose objective is achieved by both

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

collecting contractual cash flows and selling financial assets; and - the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses and interest revenue which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

### **FVTPL:**

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

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

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

### **Classification and Subsequent Measurement: Financial liabilities:**

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

### **Financial Liabilities at FVTPL:**

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

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

### **Write-off:**

The gross carrying amount of a financial asset is written off when there no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. The Company individually makes an assessment with respect to the timing and amount of write-off based on whether there is a reasonable expectation of recovery. The Company expects no significant recovery from the amount written off. However, financial assets that are

written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

### **2.12 Other Financial Liabilities:**

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

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

### **2.13 Impairment of financial assets:**

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

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

### **2.14 Derecognition of financial assets:**

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.



## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

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

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

### 2.15 Financial liabilities and equity instruments:

- **Classification as debt or equity:**

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

- **Equity instruments:**

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

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

### 2.16 Derecognition of financial liabilities:

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled or expired. The Company also derecognises a financial

liability when its terms are modified and the cash flows under the modified terms are substantially different.

### 2.17 Offsetting financial Instruments:

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

### 2.18 Cash and Cash Equivalent

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

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

### 2.19 Employee Stock Option Plan (ESOP)

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

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

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

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

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

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

### 2.20 Borrowing Costs

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

### 2.21 Provisions, Contingent Liabilities and Contingent Assets

#### Provisions

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

Provisions are made at the management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. If the effect of the time value of money is material, the amount of provision is discounted using an appropriate pre-tax rate that reflects current market assessments of the time value of money and, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

#### Contingent Liability

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

#### Contingent Asset

Contingent Assets are not recognised but where an inflow of economic benefits is probable, contingent assets are disclosed in the financial statements. Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

### 2.22 Revenue Recognition

#### i. Revenue from contracts with customers

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

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

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

1. Identify the contract with a customer;
2. Identify the performance obligations in the contract;
3. Determine the transaction price;
4. Allocate the transaction price to the performance obligations in the contract; and
5. Recognise revenues when a performance obligation is satisfied.

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

#### Trade Receivables

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

### 2.23 Recognition of Dividend Income and Interest Income

#### i. Interest income

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

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

financial asset to the gross carrying amount of that financial asset.

### ii. Dividends

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

### 2.24 Foreign Currency Transactions

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

### 2.25 Employee Benefits:

#### Short-term employee benefits:

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

#### Long-term employee benefits:

##### • Defined Contribution Plan:

#### a. Provident and Family Pension Fund

The eligible employees of the Company are entitled to receive post-employment benefits in respect of provident and family pension fund, in which both employees and the Company make monthly contributions at a specified percentage of the employees' eligible salary. The contributions are made to the Provident Fund Account under the Employees' Provident Fund and Misc. Provisions Act, 1952. Provident Fund and Family Pension Fund are classified as Defined Contribution Plans as the Company

has no further obligations beyond making the contribution. The Company's contributions to Defined Contribution Plan are charged to the Statement of Profit or Loss as incurred.

#### b. Superannuation fund:

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

##### • Defined Benefit Plan:

#### Gratuity

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

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

### 2.26 Compensated Absences

The liabilities for leave are not expected to be settled wholly within twelve months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The Company provides for the encashment of absence or absence with pay based

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

on policy of the Company in this regard. The employees are entitled to accumulate such absences subject to certain limits, for the future encashment or absence. The Company records an obligation for Compensated Absences in the period in which the employee renders the services that increases this entitlement. The Company measures the expected cost of Compensated Absences as the additional amount that the Company expects to pay as a result of the unused entitlement that has accumulated at the Balance Sheet date on the basis of an independent actuarial valuation.

### 2.27 Taxes on Income

#### Current Tax

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

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

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

#### Deferred Tax

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

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

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

Unrecognised deferred tax assets are reassessed at each

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

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

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

#### Minimum Alternate Tax

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

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

### 2.28 Leases

#### As a lessee

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

The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Company has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct



## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any re-measurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset.

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

### **Short-term leases and leases of low-value assets**

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

### **As a lessor**

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

### **2.29 Earnings Per Share**

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

### **Share issue expenses**

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

### **2.30 Research and Development**

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

### **2.31 Government Grants and Subsidies:**

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

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

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

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

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

### **2.32 Use of Judgements, Estimates and assumptions**

The preparation of the financial statements requires the management to make judgements, estimates and

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

assumptions in the application of accounting policies and that have the most significant effect on reported amounts of assets, liabilities, incomes and expenses, and accompanying disclosures, and the disclosure of contingent liabilities. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

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

### **Income taxes**

Significant judgements are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions as also to determine the amount of deferred tax that can be recognised, based upon the likely timing and the level of future taxable profits. Also, Refer Note 38.

### **Property, Plant and Equipment/Intangible Assets**

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

### **Employee Benefit Plans**

The cost of the defined benefit gratuity plan and other-post employment benefits and the present value of gratuity obligations and Compensated Absences are

determined based on actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, attrition and mortality rates. Due to the complexities involved in the valuation and its long-term nature, these liabilities are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

### **Impairment of Financial Assets**

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

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

### **Recoverability of Trade Receivables**

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

### **Fair Value measurements of Financial Instruments**

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

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

### **Impairment of Assets**

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

### **Provisions**

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

### **Financial Guarantee Contract**

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

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

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

(₹ in Lakhs)

Particulars	Land	Buildings	Plant and Machinery	Furniture and Fixtures	Office Equipments	Vehicles	Computers	Total	Right of Use Assets
<b>Gross Block</b>									
<b>As at April 1, 2021</b>	<b>505.97</b>	<b>6,175.71</b>	<b>9,480.51</b>	<b>86.62</b>	<b>86.35</b>	<b>367.16</b>	<b>55.34</b>	<b>16,757.66</b>	<b>98.02</b>
Additions	-	494.95	362.16	34.23	21.60	33.87	12.01	958.82	999.45
Disposals / Adjustments *	2.68	70.00	9.81	9.27	6.39	-	9.74	107.89	-
<b>As at March 31, 2022</b>	<b>503.29</b>	<b>6,600.66</b>	<b>9,832.86</b>	<b>111.58</b>	<b>101.56</b>	<b>401.03</b>	<b>57.61</b>	<b>17,608.59</b>	<b>1,097.47</b>
Additions	2.36	1,647.90	3,722.16	19.97	29.89	50.98	8.15	5,481.41	-
Disposals / Adjustments *	-	-	35.30	0.25	6.79	5.00	1.94	49.28	-
<b>As at March 31, 2023</b>	<b>505.65</b>	<b>8,248.56</b>	<b>13,519.72</b>	<b>131.30</b>	<b>124.66</b>	<b>447.01</b>	<b>63.82</b>	<b>23,040.72</b>	<b>1,097.47</b>
<b>Accumulated Depreciation</b>									
<b>Up to March 31, 2021</b>	<b>-</b>	<b>1,062.77</b>	<b>4,148.54</b>	<b>38.34</b>	<b>48.96</b>	<b>157.21</b>	<b>40.38</b>	<b>5,496.17</b>	<b>51.49</b>
Charge for the year	-	224.90	791.29	8.97	12.74	42.15	8.40	1,088.45	221.99
Withdrawal for Disposal / Adjustments	-	4.43	7.95	4.97	5.77	-	8.23	31.35	-
<b>Up to March 31, 2022</b>	<b>-</b>	<b>1,283.24</b>	<b>4,931.88</b>	<b>42.34</b>	<b>55.93</b>	<b>199.36</b>	<b>40.55</b>	<b>6,553.27</b>	<b>273.48</b>
Charge for the year	-	244.28	706.63	10.71	15.16	45.81	7.43	1,030.02	351.11
Withdrawal for Disposal / Adjustments	-	12.37	-	0.23	4.85	0.21	1.70	19.35	-
<b>Up to March 31, 2023</b>	<b>-</b>	<b>1,515.15</b>	<b>5,638.51</b>	<b>52.82</b>	<b>66.24</b>	<b>244.96</b>	<b>46.28</b>	<b>7,563.94</b>	<b>624.59</b>
<b>Net Block</b>									
<b>Balance as at March 31, 2022</b>	<b>503.29</b>	<b>5,317.42</b>	<b>4,900.98</b>	<b>69.24</b>	<b>45.63</b>	<b>201.67</b>	<b>17.06</b>	<b>11,055.32</b>	<b>823.99</b>
<b>Balance as at March 31, 2023</b>	<b>505.65</b>	<b>6,733.41</b>	<b>7,881.21</b>	<b>78.48</b>	<b>58.42</b>	<b>202.05</b>	<b>17.54</b>	<b>15,476.78</b>	<b>472.88</b>

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

Refer note 21 for information on Property, Plant and Equipment pledged as security of the group.

Refer note 42 for disclosure of contractual commitments for acquisition of Property, Plant and Equipment.

Refer note 40 for discloser for Right of Use of assets which relates to Plant and Machinery and Office premises.

**3b. CAPITAL WORK-IN-PROGRESS (CWIP)**

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Opening Balance</b>	5,543.01	1,773.50
Additions	5,522.92	4,381.94
Transfer to Property, Plant and Equipment	(4,935.14)	(612.43)
<b>Closing Balance</b>	<b>6,130.79</b>	<b>5,543.01</b>



NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

(i) Ageing Schedule as at March 31, 2023

(₹ in Lakhs)

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

(ii) Ageing Schedule as at March 31, 2022

(₹ in Lakhs)

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	4,381.94	1,032.43	128.64	-	5,543.01
Projects temporarily suspended	-	-	-	-	-

4. INTANGIBLE ASSETS

(₹ in Lakhs)

Particulars	Software	Trademark & Copyrights	Goodwill	Total
<b>Gross Block</b>				
<b>As at April 1, 2021</b>	138.32	0.10	1,210.00	1,348.42
Additions	-	-	-	-
Disposals/Adjustments	-	-	-	-
<b>As at March 31, 2022</b>	138.32	0.10	1,210.00	1,348.42
Additions	2.71	-	-	2.71
Disposals/Adjustments	-	-	-	-
<b>As at March 31, 2023</b>	141.03	0.10	1,210.00	1,351.13
<b>Accumulated Depreciation</b>				
<b>Up to March 31, 2021</b>	32.96	0.03	-	32.99
Charge for the year	13.22	0.02	-	13.24
Withdrawal for Disposal / Adjustments	-	-	-	-
<b>Up to March 31, 2022</b>	46.18	0.05	-	46.23
Charge for the year	13.17	0.02	-	13.19
Withdrawal for Disposal / Adjustments	-	-	-	-
<b>Up to March 31, 2023</b>	59.35	0.07	-	59.42
<b>Net Block</b>				
<b>Balance as at March 31, 2022</b>	92.14	0.05	1,210.00	1,302.19
<b>Balance as at March 31, 2023</b>	81.68	0.03	1,210.00	1,291.71

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

(₹ in Lakhs)

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

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

5. INVESTMENTS : NON-CURRENT

Particulars	₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>Quoted</b>		
<b>Investments In Equity Shares (Fully Paid up) (measured at FVTOCI)</b>		
66 (As at March 31, 2022, 66 shares) Equity Shares of Hindustan Unilever Limited of face value of ₹ 1 each	1.68	1.35
2,000 (As at March 31, 2022, 2,000 shares) Equity Shares of FDC Limited of face value of ₹ 1 each	5.13	5.14
9,400 (As at March 31, 2022, 9,400 shares) Equity Shares of Bank of Maharashtra Limited of face value of ₹ 10 each	2.33	1.57
1,656 (As at March 31, 2022, 1,656 shares) Equity Shares of Union Bank Of India Limited of face value of ₹ 10 each	1.10	0.64
<b>Unquoted</b>		
<b>Investments In Equity Instruments (Fully Paid up) (Measured at Cost)</b>		
Subsidiaries		
Nil (As at March 31, 2022, Nil shares) Equity Shares of FNI Asia PTE Limited of face value of S\$ 1 par each	0.49	0.49
Less : Impairment in value of Investments	(0.49)	(0.49)
Joint Venture		
37,70,000 (As at March 31, 2022, 9,55,000 shares) Equity Shares of Beyond Mango Private Limited of face value of ₹ 10 each	377.00	95.50
Associates		
4,900 (As at March 31, 2022, 4,900 shares ) Equity Shares of Greentop Fresh and Frozen Foods Private Limited (Formerly Tri Global Foods Private Limited) of face value of ₹ 10 each	0.49	0.49
<b>Investments in Partnership Firm (measured at cost)</b>		
Investment in the nature of Subsidiary		
Kusum Spices Capital Account	778.17	539.99
<b>Investment in Equity Instruments of other companies (Fully Paid up) (Measured at FVTOCI)</b>		
1,00,000 (As at March 31, 2022, 1,00,000 shares) Equity Shares of CIFCO Finance Limited of face value of ₹ 10 each	-	-
2,000 (As at March 31, 2022, 2,000 shares) Equity Shares of Western Foods Limited of face value of ₹ 10 each	-	-
6 (As at March 31, 2022, 6 shares ) Equity Shares of Dravya Finance Limited of face value of ₹ 10 each	-	-
<b>Other Investments (Measured at amortised cost)</b>		
Investments in Government or trust Securities		
National Savings Certificate (VIII Issue)	-	0.30
Indira Vikas Patra #	-	0.00
<b>Total</b>	<b>1,165.90</b>	<b>644.98</b>
<b>Aggregate Amount Of Quoted Investments and Market Value thereof</b>	<b>10.24</b>	<b>8.70</b>
<b>Aggregate Amount Of Unquoted Investments</b>	<b>1,155.66</b>	<b>636.28</b>
<b>Aggregate value of Investments measured at FVTOCI</b>	<b>10.24</b>	<b>8.70</b>
<b>Aggregate amount of impairment in value of Investments</b>	<b>0.49</b>	<b>0.49</b>

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

Details of investments in partnership firm

Name of partner and share in profits (%)	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Foods and Inns Limited	99.99%	99.99%
Moloy Saha	0.01%	0.01%
Total capital of the partnership firm M/s Kusum Spices		
Capital Account		
Foods and Inns Limited (₹ in Lakhs)	778.17	539.99
Moloy Saha (₹ in Lakhs)	0.05	0.05

# This amount is less than ₹ 1,000

**6. LOANS : NON-CURRENT**

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Loan to staff		
Unsecured, considered good	11.90	19.07
<b>Total</b>	<b>11.90</b>	<b>19.07</b>

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

**7. OTHER NON-CURRENT FINANCIAL ASSETS**

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Security Deposits		
Unsecured, considered good	626.54	590.49
Term Deposits* (Originally Maturity for more than Twelve months)	273.21	27.46
<b>Total</b>	<b>899.75</b>	<b>617.95</b>

\*Out of the above, Term Deposit of ₹ 29.43 Lakhs (As at March 31, 2022 ₹ 27.46 lakhs) is pledged as collateral in respect of secured loan taken from banks (Refer Note 24.4)

**8. DEFERRED TAX ASSETS (NET)**

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>Deferred tax Assets</b>		
Other temporary difference / unutilised tax assets	-	207.96
MAT Credit Entitlement	-	1,829.53
Total Deferred tax Assets	-	2,037.49
<b>Less:</b>		
<b>Deferred tax Liabilities</b>		
Property, Plant and Equipment	-	1,079.64
Total Deferred tax Liabilities	-	1,079.64
<b>Total</b>	<b>-</b>	<b>957.85</b>

Refer Note No.23 for reconciliation of deferred tax (assets)/liabilities.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**9. OTHER NON-CURRENT ASSETS**

Particulars	₹ in Lakhs	
	As at March 31, 2023	As at March 31, 2022
Capital Advances	751.00	447.63
Prepayments	24.44	26.31
<b>Total</b>	<b>775.44</b>	<b>473.94</b>

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

**10. INVENTORIES**

Particulars	₹ in Lakhs	
	As at March 31, 2023	As at March 31, 2022
Raw Materials	419.94	230.59
Packing materials	6,878.93	4,059.91
Work-in-progress	1,321.98	846.28
Finished goods	23,699.23	12,709.72
Add: Goods-in-transit	81.13	43.19
	23,780.36	12,752.91
Stock-in-trade	-	2,467.17
<b>Total</b>	<b>32,401.21</b>	<b>20,356.86</b>

The inventories have been pledged as security for borrowings (Refer note No. 24.1 and 24.2).

**11. INVESTMENTS : CURRENT**

Particulars	₹ in Lakhs	
	As at March 31, 2023	As at March 31, 2022
<b>Quoted</b>		
<b>Investments In Equity Shares (measured at FVTOCI)</b>		
1,600 (As at March 31, 2022, 1,600 shares) Equity Shares of Parag Milk Foods Limited of face value of ₹ 10 each	1.16	1.55
26 (As at March 31, 2022, 25 shares) Equity Shares of Tasty Bite Eatables Limited of face value of ₹ 10 each	2.09	2.71
150 (As at March 31, 2022, 300 shares) Equity Shares of Varun Beverages Limited of face value of ₹ 10 each	2.08	2.82
9 (As at March 31, 2022, 9 shares) Equity Shares of Hindustan Unilever Limited of face value of ₹ 1 each	0.23	0.18
<b>Unquoted</b>		
<b>Investments in Mutual Funds (Measured at FVTPL)</b>		
Union Medium duration Fund Regular, Growth 99,895.105 units (As at March 31, 2022, 99,895.105 units)	10.90	10.65
SBI short term Debt fund Regular, Growth 59,845.949 units (As at March 31, 2022, 59,845.949 units)	16.24	15.59
SBI Corporate Bond and Regular Growth 56,31,712.895 units (As at March 31, 2022, Nil units)	735.73	-
<b>Total</b>	<b>768.43</b>	<b>33.50</b>
<b>Aggregate value of Quoted Investments and market value, thereof</b>	<b>5.56</b>	<b>7.26</b>
<b>Aggregate value of Investments measured at FVTPL</b>	<b>762.87</b>	<b>26.24</b>
<b>Aggregate value of Investments measured at FVTOCI</b>	<b>5.56</b>	<b>7.26</b>



NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**12. TRADE RECEIVABLES**

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Unsecured, Considered Good	14,913.91	9,313.79
Unsecured, Credit impaired	463.88	298.74
Less: Provision for impairment	(463.88)	(298.74)
<b>Total</b>	<b>14,913.91</b>	<b>9,313.79</b>

The receivables have been pledged as security for borrowings (Refer Note No. 24.1 and 24.2)

No amount is due from any of the directors or officers of the Company, severally or jointly with any other person; or from firms where such director is a partner or from private companies where such director is a member except ₹ 226.03 Lakhs (As at March 31, 2022, ₹ 283.22 Lakhs) due from associate company.

**Trade Receivable ageing as at March 31, 2023**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed - considered good	14,751.85	81.56	80.50	-	-	<b>14,913.91</b>
(ii) Undisputed - Credit impaired	-	-	187.05	78.39	198.44	<b>463.88</b>
Total	14,751.85	81.56	267.55	78.39	198.44	<b>15,377.79</b>
"Less: Allowance for doubtful trade receivables - Billed"						<b>(463.88)</b>
<b>Net</b>						<b>14,913.91</b>

**Trade Receivable ageing as at March 31, 2022**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed - considered good	8,947.61	251.87	114.31	-	-	<b>9,313.79</b>
(ii) Undisputed - Credit impaired	-	-	100.30	156.02	42.42	<b>298.74</b>
Total	8,947.61	251.87	214.61	156.02	42.42	<b>9,612.53</b>
Less: Allowance for doubtful trade receivables - Billed						<b>(298.74)</b>
<b>Net</b>						<b>9,313.79</b>

**Trade Receivable from Related Parties**

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Related Parties (Refer Note 45)	279.81	294.02
Less : Loss Allowance	(215.81)	(156.44)
<b>Total</b>	<b>64.00</b>	<b>137.58</b>

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**13. CASH AND CASH EQUIVALENTS**

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Balances with Banks		
Current Accounts	1,179.47	230.07
Cash on hand	17.58	14.69
<b>Total</b>	<b>1,197.05</b>	<b>244.76</b>

**14. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS**

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Unclaimed Dividend Accounts #	8.49	7.95
Margin money with banks * (original maturity for more than three months but less than twelve months)	314.17	586.96
Term Deposit (original maturity for more than three months but less than twelve months)	178.43	1.04
Earmarked Balances with Banks #	0.14	-
<b>Total</b>	<b>501.23</b>	<b>595.95</b>

\*Marked as lien in favour of bank

#Earmarked Balances

**15. LOANS : CURRENT**

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Inter-Corporate Deposit*		
Unsecured, Considered good	684.62	835.04
Advance to others		
Unsecured, Considered good	-	350.00
Loans to Staff		
Unsecured, Considered good	29.35	22.06
<b>Total</b>	<b>713.97</b>	<b>1,207.10</b>

No amount is due from any of the directors or officers of the Company, severally or jointly with any other person; or from firms where such director is a partner or from private companies where such director is a member except ₹ Nil (As at March 31, 2022 ₹ 2.07 Lakhs) as Loan to Key Managerial Person.

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

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**16. OTHER FINANCIAL ASSETS**

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Security Deposits	10.50	4.50
Derivative Assets	-	22.97
Accrued Interest on Fixed Deposits/ICD	413.94	385.49
Advance to Related Parties	39.97	42.52
Less: Provision for Impairment	(36.04)	(36.04)
	3.93	6.48
Advance to others	7.05	7.05
<b>Total</b>	<b>435.42</b>	<b>426.49</b>

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

**17. CURRENT TAX ASSETS (NET)**

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Current Tax Assets		
Advance Taxes (net of provision)	850.78	394.37
<b>Total</b>	<b>850.78</b>	<b>394.37</b>

**18. OTHER CURRENT ASSETS**

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>Advances other than capital advances</b>		
Unsecured and considered good		
Advances to Suppliers	1,863.34	1,939.67
Advances to Employees	19.44	35.91
Advances to Other Parties	37.03	29.34
<b>Others</b>		
Export Benefits Receivable	146.78	500.19
Balance with Statutory Authorities	402.39	337.43
Prepayments	107.29	88.13
<b>Total</b>	<b>2,576.27</b>	<b>2,930.67</b>

No amount is due from any of the directors or officers of the Company, severally or jointly with any other person; or from firms where such director is a partner or from private companies where such director is a member except ₹ 36.62 Lakhs (As at March 31, 2022 ₹ 23.71 Lakhs) as Loan to Key Managerial Person.

**19. EQUITY SHARE CAPITAL**

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>Authorised Share Capital</b>		
16,00,00,000 (As at March 31, 2022 16,00,00,000) Equity shares of ₹ 1/- par value	1,600.00	1,600.00
3,00,000 (As at March 31, 2022 3,00,000) Redeemable Preference shares of ₹ 100/- par value*	300.00	300.00
<b>Total Authorised Share Capital</b>	<b>1,900.00</b>	<b>1,900.00</b>
5,09,38,260 (As at March 31, 2022 5,03,38,260) Equity shares of ₹ 1/- par value	509.38	503.38
<b>Total Issued, Subscribed and Paid up Share Capital</b>	<b>509.38</b>	<b>503.38</b>

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

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**19.1 Reconciliation of the number of shares outstanding :**

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs
Equity Shares at the beginning	5,03,38,260	503.38	5,03,38,260	503.38
Add : Shares issued against conversion of warrants (refer note 19.2(ii))	6,00,000	6.00	-	-
<b>Equity Shares at the end</b>	<b>5,09,38,260</b>	<b>509.38</b>	<b>5,03,38,260</b>	<b>503.38</b>

**19.2 Rights, preferences and restrictions :**

- i. The Company has only one class of shares referred to as Equity Shares having par value of ₹ 1 Each holder of Equity Shares is entitled to one vote per share.

ii. **Preferential Issue**

Pursuant to the approval by the Board of Directors at its meeting held on November 14, 2022 and approval by the members of the Company at their Extra-Ordinary General Meeting held on December 09, 2022 ('EGM'), the Company has allotted 2,21,61,749 warrants, each convertible into one equity share, on preferential basis at an issue price of ₹ 95/- each, upon receipt of 30% of the issue price (i.e. ₹ 28.50 per warrant) as warrant subscription money. Balance 70% of the issue price (i.e. ₹ 66.50 per warrant) is payable within 18 months from the allotment date, at the time of exercising the option to apply for fully paid-up equity share of ₹ 1/- each (Face Value) of the Company, against each warrant held by the warrant holder. The Company, till date, has allotted 6,00,000 fully paid up equity shares against conversion of equal no. of warrants by the concerned warrant holder(s).

The details of the utilization of funds are given hereunder.

Particulars	(₹ in Lakhs)
Funds raised and available for utilization till March 31, 2023	6,715.10
Funds utilized during the year ended March 31, 2023	6,715.10
Funds available for utilization as on March 31, 2023	Nil

There have been no deviation or variation in the use of proceeds from the objects stated in the offer document (Private Placement Offer cum Application Letter dated December 09, 2022) or explanatory statement to the EGM notice dated November 14, 2022.

- iii. In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the shareholders.

**19.3 Dividend**

The Board of Directors in their meeting held on May 12, 2023, have proposed a final dividend of ₹ 0.50 per equity share (Previous year ₹ 0.25 per Equity Share) for the financial year ended March 31, 2023. The proposal is subject to the approval of the shareholders at the Annual General meeting to be held on September, 2023 and if approved will result in a cash outflow of approximately ₹ 254.69 Lakhs (Previous year ₹ 125.85 lakhs).

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

Name of the Shareholder	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	% held	No. of Shares	% held
1. Mrs. Pallavi Dhupelia	83,16,309	16.33	1,00,00,450	19.87
2. Mr. Raymond Simkins	64,26,660	12.62	64,26,660	12.77
3. Western Press Private Limited	34,51,000	6.77	34,51,000	6.86



NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

19.5 Disclosure of Shareholding of Promoters as at March 31, 2023 is as follows:

Category	Promoter Name	Shares held by promoters				% Change during the year
		As at March 31, 2023		As at March 31, 2022		
		No. of shares	% of total share	No. of shares	% of total share	
Promoter	Pallavi Dhupelia	83,16,309	16.33	1,00,00,450	19.87	(3.54)
Promoter Group	Rekha Dalal	22,51,500	4.42	22,51,500	4.47	(0.05)
Promoter Group	Satyen Dalal	5,02,790	0.99	18,02,790	3.58	(2.59)
Promoter	Milan Dalal	17,02,250	3.34	17,02,250	3.38	(0.04)
Promoter Group	Veena Dalal	10,52,250	2.07	10,52,250	2.09	(0.02)
Promoter Group	Asim Dalal	6,90,500	1.36	6,90,500	1.37	(0.01)
Promoter Group	Aditi Dalal	4,78,500	0.94	4,78,500	0.95	(0.01)
Promoter Group	Devdutt Dalal	1,26,000	0.25	1,26,000	0.25	-
Promoter Group	Avanti Dalal	10,000	0.02	10,000	0.02	-
Promoter Group	Gaurika Dalal	4,500	0.01	4,500	0.01	-
Promoter Group	Ameya Dhupelia	4,470	0.01	4,470	0.01	-
Promoter Group	Bhupendra Champaklal Dalal	1,000	0.00	1,000	0.00	-
Promoter Group	Western Press Private Ltd.	34,51,000	6.77	34,51,000	6.86	(0.09)
Promoter Group	Cifco Ltd	6,50,550	1.28	6,50,550	1.29	(0.01)
Promoter Group	Satyajyoti Holdings Private Ltd.	2,88,000	0.57	2,88,000	0.57	-
Promoter Group	MPIL Corporation Ltd.	2,46,360	0.48	2,46,360	0.49	(0.01)
	<b>Total</b>	<b>1,97,75,979</b>	<b>38.84</b>	<b>2,27,60,120</b>	<b>45.21</b>	<b>(6.37)</b>

Disclosure of Shareholding of Promoters as at March 31, 2021 is as follows:

Category	Promoter Name	Shares held by promoters				% Change during the year
		As at March 31, 2022		As at March 31, 2021		
		No. of shares	% of total share	No. of shares	% of total share	
Promoter	Pallavi Dhupelia	1,00,00,450	19.87	1,00,00,450	19.87	-
Promoter Group	Rekha Dalal	22,51,500	4.47	22,50,500	4.47	-
Promoter Group	Satyen Dalal	18,02,790	3.58	18,02,790	3.58	-
Promoter	Milan Dalal	17,02,250	3.38	16,97,250	3.37	0.01
Promoter Group	Veena Dalal	10,52,250	2.09	10,52,250	2.09	-
Promoter Group	Asim Dalal	6,90,500	1.37	6,90,500	1.37	-
Promoter Group	Aditi Dalal	4,78,500	0.95	4,78,500	0.95	-
Promoter Group	Devdutt Dalal	1,26,000	0.25	1,26,000	0.25	-
Promoter Group	Avanti Dalal	10,000	0.02	10,000	0.02	-
Promoter Group	Gaurika Dalal	4,500	0.01	4,500	0.01	-
Promoter Group	Ameya Dhupelia	4,470	0.01	4,470	0.01	-
Promoter Group	Bhupendra Champaklal Dalal	1,000	0.00	-	-	-
Promoter Group	Western Press Private Ltd.	34,51,000	6.86	34,51,000	6.86	-
Promoter Group	Cifco Ltd	6,50,550	1.29	6,50,550	1.29	-
Promoter Group	Satyajyoti Holdings Private Ltd.	2,88,000	0.57	2,88,000	0.57	-
Promoter Group	MPIL Corporation Ltd.	2,46,360	0.49	2,46,360	0.49	-
	<b>Total</b>	<b>2,27,60,120</b>	<b>45.21</b>	<b>2,27,53,120</b>	<b>45.20</b>	<b>0.01</b>

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

20. OTHER EQUITY

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Capital Reserves	308.37	308.37
Securities Premium (Refer Note No. 19.2 (ii))	2,670.43	2,159.58
General Reserve	2,233.44	2,232.26
Share Options Outstanding Account (Refer Note No.50)	403.68	26.88
Retained Earnings	19,101.53	14,523.01
Equity Instruments through Other Comprehensive Income	1.12	(0.52)
Money Received Against Share Warrants (Refer Note No. 19.2 (ii))	6,145.10	-
<b>Total</b>	<b>30,863.67</b>	<b>19,249.58</b>

**Description of the nature and purpose of Other Equity**

**Capital Reserve:** Capital reserve represents capital surplus and not normally available for distribution as dividend. Capital Reserve amount represents amount transferred on forfeiture of equity shares during F.Y. 1987-1988 and also on accounts of merger of Company's wholly own subsidiary Finns Frozen Foods (India) Limited

**Securities Premium:** Securities Premium is used to record the premium received on issue of shares. The Transaction cost incurred towards issue of preferential allotment of warrant convertible into Equity shares (Share Issue Expenses) has been reduced from the proceeds of Securities Premium received during the year.

**General Reserve:** The General Reserve comprises of transfer of profits from retained earnings for appropriation purposes. The reserve can be distributed/utilised by the Company in accordance with the Companies Act, 2013.

**Share Options Outstanding Account :** The Share options outstanding account is used to record the fair value of equity-settled share based payment transactions with employees. The amounts recorded in share options outstanding account are transferred to securities premium upon exercise of stock options and transferred to general reserve on account of stock options not exercised by employees.

**Retained Earnings:** Retained Earnings are the profits that the Company has earned till date and is net of amount transferred to other reserves such as general reserves etc., amount distributed as dividends and adjustments on account of transition to Ind AS.

**Equity instrument through other comprehensive income :** The fair value change of the equity instruments measured at fair value through other comprehensive income is recognised in Equity instruments through Other Comprehensive Income.

**Money Received Against Share Warrants:** Application money received from warrant holders comprises of the convertible warrants into equity shares, allotted to warrant holders upon receipt of 30% of the consideration amount pursuant to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

21. BORROWINGS : NON-CURRENT

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>Secured</b>		
Term Loans		
From Banks	2,443.07	3,018.81
From Financial Institutions	3,867.58	1,572.34
Vehicle Loans		
From Banks	-	1.36
From Financial Institutions	27.11	56.49

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

<b>Unsecured</b>		
Loans from related parties		
From Directors	-	305.53
	6,337.76	4,954.53
Less : Disclosed under Borrowings-Current (Refer Note 24)		
Current maturities of non-current borrowings	820.51	623.01
<b>Total</b>	<b>5,517.25</b>	<b>4,331.52</b>

**Nature of Security and Terms of Repayment of Long-term Borrowings (including of those Current maturities shown in Note 23):**

Nature of Security	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>TERM LOANS</b>		
<b>From Banks:</b>		
a. Term Loan availed from State Bank of India ₹ 2,400.00 Lakhs @ 11.50 % p.a. repayable in 72 equated monthly installments commencing from March,2022	1,731.80	2,373.18
Primary Security:		
Exclusive First Charge on movable and immovable assets of the Company alongwith Land at vankal situated at Valsad both present and future procured/ to be procured out of this term loan		
b. Term Loan availed from HDFC Bank ₹ 325.00 Lakhs @ 7.50 % p.a. repayable in 60 equated monthly installments commencing from March,2022	269.79	257.30
Primary Security:		
Exclusive First Charge on the assets created out of Term Loan at gonde both present and future procured/to be procured out of this term loan		
c. Term Loan availed from HDFC Bank ₹ 390.00 Lakhs @ 7.50 % p.a. repayable in 48 equated monthly installments commencing from February,2022	319.23	137.01
Primary Security:		
Exclusive First Charge on the assets created out of Term Loan at gonde both present and future procured/to be procured out of this term loan		
d. Term Loan availed from HDFC Bank ₹ 187.50 Lakhs @ 7.50 % p.a. repayable in 48 equated monthly installments commencing from February,2022	122.25	150.55
Primary Security:		
Exclusive First Charge on the assets created out of Term Loan at gonde both present and future procured/to be procured out of this term loan		
<b>From Financial Institutions:</b>		
a. Term Loan availed from Siemens Financial Services Private Limited of ₹ 108.90 Lakhs @ 11.50% p.a. repayable in 36 equated monthly instalments commencing from July,2020	10.57	49.70
Primary Security:		
Exclusive First Charge on the asset of the Company procured out of this Term Loan		
b. Term Loan availed from Mahindra and Mahindra Financial Services Limited of ₹ 750.00 Lakhs @ 9.46% p.a. repayable in 51 equated monthly instalments commencing from February,2022	575.99	727.92
Primary Security:		
Exclusive First Charge on the asset of the Company procured out of this Term Loan		

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

Nature of Security	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
c. Term Loan availed from Mahindra and Mahindra Financial Services Limited of ₹ 750.00 Lakhs @ 9.46% p.a. repayable in 51 equated monthly instalments commencing from February,2022	582.06	735.98
Primary Security:		
Exclusive First Charge on the asset of the Company procured out of this Term Loan		
d. Term Loan availed from Siemens Financial Services Private Limited of ₹ 2,233.47 Lakhs @ 11.25% p.a. repayable in 84 equated monthly instalments commencing from October,2022	2,155.87	-
Primary Security:		
Exclusive First Charge on the asset of the Company procured out of this Term Loan		
e. Working Capital Term Loan availed from Mahindra and Mahindra Financial Services Limited of ₹ 500.00 Lakhs @ 10.75% p.a. repayable in 48 equated monthly instalments commencing from March,2023	489.84	-
Primary Security:		
Exclusive First Charge on the asset of the Company procured out of this Term Loan		
f. Working Capital Term Loan availed from Mahindra and Mahindra Financial Services Limited of ₹ 53.25 Lakhs @ 10.75% p.a. repayable in 60 equated monthly instalments commencing from March,2023	53.25	-
Primary Security:		
Exclusive First Charge on the asset of the Company procured out of this Term Loan		
<b>VEHICLE LOANS</b>		
<b>From Financial Institutions:</b>		
a. Vehicle Loan availed from Kotak Mahindra Prime Limited of ₹ 50.72 Lakhs @ 9.60% p.a. repayable in 59 equated monthly instalments commencing from March 1, 2019 is secured against the specified car	10.31	21.64
b. Vehicle Loan availed from Kotak Mahindra Prime Limited of ₹ 13.71 Lakhs @ 9.93% p.a. repayable in 59 equated monthly instalments commencing from September 5, 2019 is secured against the specified car	4.38	7.31
c. Vehicle Loan availed from Kotak Mahindra Prime Limited of ₹ 18.00 Lakhs @ 8.09% p.a. repayable in 36 equated monthly instalments commencing from April 5, 2022 is secured against the specified car	12.42	18.00
<b>Total</b>	<b>6,337.76</b>	<b>4,478.59</b>
Add: Loans fully repaid in current year	-	475.96
Less: Loans Processing Fees	-	0.02
<b>Total</b>	<b>6,337.76</b>	<b>4,954.53</b>

**Assets pledged as security**

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>Current</b>		
Receivables	14,913.91	9,313.79
Inventories	32,401.21	20,356.86
<b>Total A</b>	<b>47,315.12</b>	<b>29,670.65</b>



NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

<b>Non-current</b>		
Land	505.65	503.29
Buildings	6,733.41	5,317.42
Plant and Machinery	7,881.21	4,900.98
Furniture and Fixtures	78.48	69.24
Office Equipments	58.42	45.63
Vehicles	202.05	201.67
Computers	17.54	17.06
Fixed Deposits with Bank	29.03	27.46
<b>Total B</b>	<b>15,505.79</b>	<b>11,082.75</b>
<b>Total (A+B)</b>	<b>62,820.91</b>	<b>40,753.40</b>

Details of long-term borrowings guaranteed by some of the directors or others:

<b>Particulars</b>	<b>(₹ in Lakhs)</b>	
	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
<b>Term loans from banks</b>		
Principal	2,443.07	3,018.81
<b>Term loans from Financial Institutions</b>		
Principal	3,867.58	1,572.34
Interest	592.78	276.47

**22. PROVISIONS : NON-CURRENT**

<b>Particulars</b>	<b>(₹ in Lakhs)</b>	
	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
Provision for employee benefits		
Compensated Absences (unfunded)	79.07	69.29
<b>Total</b>	<b>79.07</b>	<b>69.29</b>

**23. DEFERRED TAX LIABILITIES (NET)**

<b>Particulars</b>	<b>(₹ in Lakhs)</b>	
	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
<b>Deferred tax Liabilities</b>		
Property, Plant and Equipment	1,112.87	-
Total Deferred tax Liabilities	1,112.87	-
<b>Less:</b>		
<b>Deferred tax Assets</b>		
Other temporary difference / unutilised tax assets	371.41	-
MAT Credit Entitlement	586.31	-
Total Deferred tax Assets	957.72	-
<b>Total</b>	<b>155.15</b>	<b>-</b>

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**Components and Reconciliation of Deferred Tax (Assets)/Liabilities**

Particulars	(₹ in Lakhs)			
	As at March 31, 2023	Others	Recognised in Profit or Loss / OCI	As At April 01, 2022
Other temporary difference/unutilised tax assets	371.41	-	163.45	207.96
MAT Credit Entitlement utilisation	586.31	(1,243.22)	-	1,829.53
Property, plant & Equipments	(1,112.87)	-	(33.23)	(1,079.64)
<b>Total</b>	<b>(155.15)</b>	<b>(1,243.22)</b>	<b>130.22</b>	<b>957.85</b>

**Components and Reconciliation of Deferred Tax (Assets)/Liabilities**

Particulars	(₹ in Lakhs)			
	As At March 31, 2022	Others	Recognised in Profit or Loss / OCI	As At April 01, 2021
Other temporary difference/unutilised tax assets	207.96	-	94.39	113.57
MAT Credit Entitlement utilisation	1,829.53	(9.09)	-	1,838.62
Property, plant & Equipments	(1,079.64)	-	(23.84)	(1,055.80)
<b>Total</b>	<b>957.85</b>	<b>(9.09)</b>	<b>70.55</b>	<b>896.39</b>

**24. BORROWINGS : CURRENT**

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>Secured</b>		
<b>Loans Repayable on demand</b>		
<b>From Banks</b>		
Open Cash Credit (Refer Notes 24.1 and 24.4)	2,413.94	2,753.47
Packing Credit / Foreign Bills purchased (Refer Notes 24.2 and 24.4)	10,911.95	8,100.02
Overdraft Facilities (Refer Notes 24.3)	8,073.85	5,429.50
Short Term Working Capital Loan (Refer Notes 24.5)	5,000.00	-
<b>Unsecured</b>		
From Financial Institutions	993.34	-
Current maturities of Long-term debt (Refer Note 21)	820.51	623.01
<b>Total</b>	<b>28,213.59</b>	<b>16,906.00</b>

- 24.1** Secured by way of hypothecation of inventory and book debts and charge on all the Property, Plant and Equipments excluding the assets financed out of the Term Loan (Refer note 3, 10 and 12).
- 24.2** Secured by way of hypothecation of inventory and book debts, lodgement of confirmed contracts and irrevocable letters of credit and ECGC Packing Credit Guarantee cover, charge on Property, Plant and Equipments excluding the assets financed out of the Term Loan.
- 24.3** For Supplies to customers Secured by way of hypothecation of stocks of Finished Goods for customers and its receivables.
- 23.4** Secured by way of collateral against pledge of Fixed Deposit of ₹ 29.03 Lakhs (As at March 31, 2022, ₹ 27.46 Lakhs) which includes Interest Receivable of ₹ 1.57 Lakhs (As at March 31, 2022, ₹ 0.09 Lakhs) (Refer Note 7).
- 24.5** Secured by way of collateral against pledge of Property, Plant and Equipments (Refer Note No.3).

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

24.6 Details of short-term borrowings guaranteed by directors or others:

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>Loans Repayable on demand</b>		
From Banks		
Principal	13,325.89	10,853.49
Interest	910.71	662.81

24.7 Details of Current maturities of non-current borrowings

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Term Loans (Refer Notes 21)		
Secured		
From Banks	104.95	198.17
From Financial Institutions	696.06	393.58
Other Loans (Refer Notes 21)		
Secured		
From Banks	-	1.87
From Financial Institutions	19.50	29.39
<b>Total</b>	<b>820.51</b>	<b>623.01</b>

25. TRADE PAYABLES

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Total outstanding due to Micro & Small Enterprises	328.93	160.88
Total outstanding due to Other than Micro & Small Enterprises	11,553.45	12,630.38
<b>Total</b>	<b>11,882.38</b>	<b>12,791.26</b>

Trade Payables ageing as at March 31, 2023

Particulars	(₹ in Lakhs)				
	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	328.93	-	-	-	328.93
(ii) Others	11,335.29	32.50	6.63	179.03	11,553.45
<b>Total</b>	<b>11,664.22</b>	<b>32.50</b>	<b>6.63</b>	<b>179.03</b>	<b>11,882.38</b>

Trade Payables ageing as at March 31, 2022

Particulars	(₹ in Lakhs)				
	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	160.88	-	-	-	160.88
(ii) Others	12,410.57	35.28	25.02	159.51	12,630.38
<b>Total</b>	<b>12,571.45</b>	<b>35.28</b>	<b>25.02</b>	<b>159.51</b>	<b>12,791.26</b>

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**26. OTHER FINANCIAL LIABILITIES : CURRENT**

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Deposit from related party	18.00	-
Interest accrued but not due	521.62	208.19
Payable for acquisition of Property, Plant and Equipment	198.78	41.02
Unclaimed dividends *	8.55	7.94
Derivative Liabilities	297.15	-
Liabilities for expenses	1,081.27	559.51
<b>Total</b>	<b>2,125.37</b>	<b>816.66</b>

\* There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund as at March 31, 2023 (Earmarked Balance)

**27. OTHER CURRENT LIABILITIES**

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Advance from customers	239.24	535.57
Statutory liabilities	113.95	89.04
Gratuity Payable (funded)	53.18	253.73
<b>Total</b>	<b>406.37</b>	<b>878.34</b>

**28. PROVISIONS : CURRENT**

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>Provision for employee benefits</b>		
Compensated Absences (unfunded)	10.00	11.66
Provision for Bonus (unfunded)	75.69	65.23
<b>Provision for Sales Return</b>		
Opening Balance	49.71	45.33
Add: Provided during the year	6.29	4.38
Closing Balance	56.00	49.71
<b>Total</b>	<b>141.69</b>	<b>126.60</b>



NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**29. CURRENT TAX LIABILITIES**

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Provision for taxation (net of advance taxes)	177.95	418.58
<b>Total</b>	<b>177.95</b>	<b>418.58</b>

**30. REVENUE FROM OPERATIONS**

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
Sale of products	97,489.65	61,532.03
Other Operating Revenue		
Processing Charges	30.54	7.05
Sale of Scrap / Wastages	214.67	109.48
<b>Total Revenue From Operations</b>	<b>97,734.86</b>	<b>61,648.56</b>

**Revenue from contracts with customers**

**I. Revenue from contracts with customers disaggregated based on geography :**

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
Domestic	59,514.90	33,963.14
Export	38,219.96	27,685.42
<b>Total</b>	<b>97,734.86</b>	<b>61,648.56</b>

**II. Reconciliation of gross revenue with the revenue from contracts with customers**

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
Gross Revenue	97,734.86	61,648.56
Less : Discounts and incentives	-	-
<b>Net Revenue recognised from Contracts with Customers</b>	<b>97,734.86</b>	<b>61,648.56</b>

**III. Revenue recognised from Contract liability (Advances from Customers)**

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
<b>Closing Contract liability</b>	<b>239.24</b>	535.57

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**31. OTHER INCOME**

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
<b>Export Benefits</b>		
Transport & Marketing Assistance	-	97.40
RoDTEP Income	382.43	178.67
<b>Interest Income earned on financial assets measured (at Amortised Cost):</b>		
Interest on employee loan	3.08	2.45
Interest on Fixed and Other Deposits	127.77	153.15
<b>Interest income earned on financial assets measured at Fair Value through Other Comprehensive Income:</b>		
Dividend Income	0.10	0.02
<b>Other Non-Operating Income :</b>		
Insurance Claims	10.61	8.62
Share of Profit from investment in Partnership firm	37.73	130.87
Rent Received	41.26	-
Balances / Provisions written back (Net)	1.23	22.24
Miscellaneous Income	63.06	38.47
<b>Other Gains and Losses :</b>		
Net gain on foreign exchange fluctuation	-	115.28
Net Gain on fair valuation of Mutual Fund	1.88	1.04
Net Gain on disposal of Investments	0.42	-
Net Gain on disposal of Property Plant and Equipments	0.18	14.27
<b>Total</b>	<b>669.75</b>	<b>762.48</b>

**32. CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK IN PROGRESS**

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
<b>Work-in-progress</b>		
Closing Stock	1,321.98	846.28
Less: Opening Stock	846.28	580.22
	(475.70)	(266.06)
<b>Finished Goods</b>		
Closing Stock	23,780.36	12,752.91
Less: Opening Stock	12,752.91	6,593.99
	(11,027.45)	(6,158.92)
<b>Stock-in-trade</b>		
Closing Stock	-	2,467.17
Less: Opening Stock	2,467.17	2,074.98
	2,467.17	(392.19)
<b>Total</b>	<b>(9,035.98)</b>	<b>(6,817.17)</b>

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**33. EMPLOYEE BENEFITS EXPENSE**

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
Salaries, Wages and Bonus	2,640.90	2,134.30
Compensated Absences	412.73	336.36
Contribution to Provident and Other Funds	195.96	150.63
Gratuity	52.16	35.01
Share Based Payments to Employees (Refer Note 50)	377.98	26.88
Staff Welfare Expenses	179.26	176.66
<b>Total</b>	<b>3,858.99</b>	<b>2,859.84</b>

**34. FINANCE COSTS**

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
<b>Interest and finance charges on financial liabilities</b>		
On Cash Credit Facilities /Buyers Credit	1,760.17	1,131.47
On Borrowings	199.94	132.38
On Others	654.36	469.70
<b>Exchange differences regarded as an adjustment to borrowing costs</b>	-	34.70
<b>Other Borrowing Costs</b>		
Interest on Lease Liability	55.69	39.13
Brokerage on Fund Arrangements	57.27	81.71
<b>Total</b>	<b>2,727.43</b>	<b>1,889.09</b>

**34.1** Interest on Cash Credit Facilities / Buyers Credit is net of subsidy F.Y.2022-2023 ₹ Nil (F.Y. 2021-2022 ₹ 66.42 Lakhs) received under Interest Equalisation Scheme on pre-shipment and post-shipment credit.

**35. DEPRECIATION AND AMORTISATION EXPENSE**

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
Depreciation of Property, Plant and Equipment	1,030.02	1,088.45
Depreciation on Right of Use Assets	351.11	221.99
Amortisation of Intangible Assets	13.19	13.24
<b>Total</b>	<b>1,394.32</b>	<b>1,323.68</b>

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**36. OTHER EXPENSES**

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
Fruit Ripening Charges (Refer Note 36.1)	3,492.98	3,208.87
Water Charges	74.67	90.21
Testing Fees	22.07	32.23
Consumption of stores and spare parts	891.16	775.67
Power and Fuel	1,056.18	896.13
Rent	126.42	131.44
Repair and Maintenance		
Repairs to Buildings	116.32	71.16
Repairs to Machinery	298.88	294.57
Repairs Others	113.08	91.92
Insurance	128.02	131.58
Rates and Taxes	209.87	206.15
Freight and Forwarding (Net)	4,772.12	5,595.07
Warehousing Charges	350.58	302.97
Bank Charges	233.73	157.41
Legal and Professional Charges / Fees	1,078.22	388.69
Other Gains and Losses :		
Net gain on foreign exchange fluctuation	635.46	-
Remuneration to Auditors (Refer Note 48)	14.53	12.75
Advertisement and Sales Promotion	639.36	145.75
Membership and Subscription	48.31	35.92
Travelling and Motor Car Expenses	283.40	166.08
Loss on disposal of Property, Plant and Equipments	22.65	6.91
Loss on disposal of Investment	-	0.51
Security Charges	92.51	94.48
Interest on delayed payment under MSMED Act and Others	19.93	22.04
Balances Written off (Net)	94.03	0.06
Impairment of Financial Assets	532.98	407.79
Loss on Sale of License	24.17	78.58
Provision for Impairment of Advance	-	37.80
Corporate Social Responsibility (CSR) Expenditure (Refer Note 47)	7.30	55.60
Miscellaneous Expenses	404.86	317.89
<b>Total</b>	<b>15,783.79</b>	<b>13,756.23</b>



NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

36.1 Expenses incurred on Fruit Ripening Charges during the year are included in the Statement of Profit and Loss as under:

Nature of expenses	(₹ in Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
Hiring Charges	145.68	123.50
Labour Charges	1,495.25	1,619.92
Miscellaneous Expenses	51.10	29.76
Fruit Ripening Shed and Other Charges	788.33	614.94
Processing Charges	970.05	769.44
Travelling Expenses	40.89	49.94
Rent	1.68	1.37
<b>Total</b>	<b>3,492.98</b>	<b>3,208.87</b>

37. EXCEPTIONAL ITEMS

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
Profit on Sale of TDR	594.69	-
Expenses on sale of TDR	(62.37)	-
	<b>532.32</b>	-

38. DISCLOSURE PURSUANT TO IND AS 12 ON "INCOME TAXES"

A. Components of Tax Expenses/(Income)

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Current Tax	1,825.00	820.00
Deferred Tax (Net)	(130.22)	(70.55)
<b>Income Tax Expense reported in the statement of Profit or Loss</b>	<b>1,694.78</b>	<b>749.45</b>

B. A Reconciliation between the statutory Income Tax rate applicable to the Company and the effective Income tax rate is as Follows.

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Profit Before Tax	6,426.45	2,365.20
Corporate Tax rate as per Income Tax Act, 1961	29.12%	29.12%
Tax on Accounting Profit	1,871.38	688.75
<b>Add:</b>		
Expenses disallowed	785.30	563.88
Incremental Deferred Tax assets or liabilities on account of other temporary differences	(130.22)	(70.55)
Income Exempt from Tax	(166.00)	(38.11)
Expenses allowed	(665.68)	(394.52)
<b>Tax expenses recognised during the year</b>	<b>1,694.78</b>	<b>749.45</b>

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**39. EARNINGS PER SHARE (EPS)**

Particulars	₹ in Lakhs	
	Year ended March 31, 2023	Year ended March 31, 2022
Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹ in Lakhs)	4,723.72	1,601.87
Weighted Average number of Equity Shares used as denominator for calculating Basic EPS	5,09,38,260	5,03,38,260
Add: Weighted Average Potential Equity Shares	52,37,965	21,450
Total Weighted Average number of Equity Shares used as denominator for calculating Diluted EPS	5,61,76,225	5,03,59,710
Face Value per Equity Share (Refer Note 19.2 (i))	1	1
Basic Earnings per Share	9.27	3.18
Diluted Earnings per Share	8.41	3.18

On February 3, 2022, pursuant to approval by the shareholders in the AGM, the Board has been authorized to introduce, offer, issue and provide share-based incentives to eligible employees of the Company "Foods & Inns Limited - Employee Stock Option Plan 2021" ("ESOP 2021"/ "Plan") for grants of 14,66,760 Options equivalent to same number of equity shares of the Company. The vested ESOPs shall be excisable not earlier than a minimum period of 1 (one) year and not later than a maximum period of 4 (four) years from the date of the grant.

Pursuant to the approval by the Board of Directors at its meeting held on November 14, 2022 and approval by the members of the Company at their Extra-Ordinary General Meeting held on December 09, 2022 ('EGM'), the Company has allotted 2,21,61,749 warrants, each convertible into one equity share, on preferential basis at an issue price of ₹ 95/- each, upon receipt of 30% of the issue price (i.e. ₹ 28.50 per warrant) as warrant subscription money. Balance 70% of the issue price (i.e. ₹ 66.50 per warrant) is payable within 18 months from the allotment date, at the time of exercising the option to apply for fully paid-up equity share of ₹ 1/- each (Face Value) of the Company, against each warrant held by the warrant holder. The Company, till date, has allotted 6,00,000 fully paid up equity shares against conversion of equal no. of warrants by the concerned warrant holder(s). The balance of the warrants unexercised to be converted into equity are potentially dilutive in nature and have been considered in the diluted earnings per share computation above.

**40. DISCLOSURE AS PER IND AS 116 ON "LEASES":**

**As Lessee :**

**Operating Lease**

The Company's significant leasing arrangements in terms of Ind AS 116 on lease are in respect of Leases for Plant & Machinery Vehicles and office premises.

- a) The following are the changes in the carrying value of lease liability during the year.

Particulars	₹ in Lakhs	
	Year ended March 31, 2023	Year ended March 31, 2022
<b>Opening Balance</b>	850.58	53.08
Finance cost accrued during the year	55.69	39.13
Movement during the year	-	999.45
Payment of lease liabilities	394.72	241.08
<b>Closing Balance</b>	<b>511.55</b>	<b>850.58</b>
Current portion of Lease liability	352.11	113.81
Non Current portion of Lease liability	159.44	736.77
<b>Total</b>	<b>511.55</b>	<b>850.58</b>

- b) Rental expense recorded for short-term leases was ₹ 380.18 Lakhs for the year ended March 31, 2023 (₹ 323.05 Lakhs for the year ended March 31, 2022).

**NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)**

- c) The maturity analysis of lease liabilities are disclosed in Note 43 D. The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.
- d) The period of these leasing arrangements, range between three to five years and some of them are renewable by mutual consent.
- e) Future lease payments which will start from April 1, 2023 is ₹ Nil (₹ Nil from March 31, 2022)

**As Lessor**

**Operating Lease**

Rental income recognised on assets given on operating lease is for the year ended March 31, 2023 was ₹ 41.26 Lakhs and (₹ Nil for the year ended March 31, 2022).

**41. EMPLOYEE BENEFITS**

The Company has classified various employee benefits as under:

**A. Defined Contribution Plans**

The Company contributes to following funds which are considered as defined contribution plans

Provident Fund

Superannuation Fund

State Defined Contribution Plans

Employers' Contribution to Employees' State Insurance

Employers' Contribution to Employees' Pension Scheme 1995

The Provident Fund and the State Defined Contribution Plans are operated by the Regional Provident Fund Commissioner and the Superannuation Fund is administered by the LIC of India as applicable for all eligible employees. Under the schemes, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit schemes to fund the benefits. These funds are recognised by the Income Tax Authorities.

**B. Defined Benefit Plans**

Gratuity

Compensated Absences

Valuations in respect of above have been carried out by independent actuary, as at the balance sheet date, based on the following assumptions:

Particulars	(₹ in Lakhs)	
	Valuation as at	
	March 31, 2023	March 31, 2022
i. Discount Rate (per annum)	7.49%	7.27%
ii. Rate of increase in Compensation levels (per annum)	5.00%	5.00%
iii. Expected Rate of Return on Assets	7.49%	7.27%
iv. Attrition Rate	2.00%	2.00%
v. Retirement Age	60 years	58 years

vi. The expected rate of return on plan assets is determined after considering several applicable factors such as the composition of the plan assets, investment strategy, market scenario, etc. In order to protect the capital and optimise returns within acceptable risk parameters, the plan assets are well diversified.

vii. The discount rate is based on the prevailing market yields of Government of India securities as at the balance sheet date for the estimated term of the obligations.

viii. The estimate of future salary increases considered, takes into account the inflation, seniority, promotion, increments and other relevant factors.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**Note on other risks:**

**Investment risk** - The funds are invested by SBI Life Insurance Company Limited and they provide returns basis the prevalent bond yields, SBI Life Insurance Company Limited on an annual basis requests for contributions to the fund, while the contribution requested may not be on the same interest rate as the bond yields provided, basis the past experience it is low risk.

**Interest Risk** – SBI Life Insurance Company Limited does not provide market value of assets, rather maintains a running statement with interest rates declared annually – The fall in interest rate is not therefore offset by increase in value of Bonds, hence may pose a risk.

**Longevity Risk** – Since the gratuity payment happens at the retirement age of 60, longevity impact is very low at this age, hence this is a non-risk.

**Salary risk** - The liability is calculated taking into account the salary increases, basis past experience of the Company's actual salary increases with the assumptions used, they are in line, hence this risk is low risk.

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
	Gratuity Funded	Gratuity Funded
<b>i. Changes in Present value of Obligation</b>		
Present value of defined benefit obligation at the beginning of the year	445.50	359.48
Current Service Cost	32.77	24.70
Interest Cost	32.45	23.26
Actuarial (Gains)/Loss		
Actuarial (gains)/ losses arising from changes in demographic assumption	0.89	(1.06)
Actuarial (gains)/ losses arising from changes in financial assumption	(9.26)	(13.44)
Actuarial (gains)/ losses arising from changes in experience adjustment	36.01	61.88
Benefits Paid	(43.43)	(9.32)
Present value of defined benefit obligation at the end of the year	494.93	445.50
<b>ii. Changes in Fair value of Plan Assets</b>		
Fair value of plan assets at the beginning of the year	191.78	188.44
Interest Income	13.94	12.95
Employer's Contributions	280.00	-
Benefits Paid	(43.43)	(9.32)
Return on plan assets, excluding interest income	(0.54)	(0.29)
Fair value of plan assets at the end of the year	441.75	191.78
<b>iii. Net Benefit (Asset) /Liability</b>		
Defined benefit obligation	(494.93)	(445.51)
Fair value of plan assets	441.75	191.78
Funded Status (Surplus/ (Deficit))	(53.18)	(253.73)
Net Benefit (Asset) /Liability	(53.18)	(253.73)
The net liability disclosed above relates to funded plans are as follows:		
Projected benefit obligation at end of the year	494.93	445.50
Fair Value of plan assets at the end of the year	441.75	191.78
<b>iv. Net Interest Cost for Current Period</b>		
Present Value of Benefit Obligation at the Beginning of the Period	445.50	359.48
(Fair Value of Plan Assets at the Beginning of the Period)	(191.78)	(188.44)
Net Liability/(Asset) at the Beginning	254.61	171.04
Interest Cost	32.45	24.70
(Interest Income)	(13.94)	(12.95)
Net Interest Cost for Current Period	18.51	11.75



NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2023 Gratuity Funded	Year ended March 31, 2022 Gratuity Funded
<b>v. Expenses recognised in the Statement of Profit and Loss</b>		
Current Service Cost	32.77	23.26
Interest cost on benefit obligation (net)	18.51	11.75
Past Service cost	0.89	-
Total Expenses recognised in the Statement of Profit and Loss	52.16	35.01
<b>vi. Remeasurement Effects Recognised in Other Comprehensive Income for the year</b>		
Actuarial (gains)/ losses arising from changes in financial assumption	26.75	47.39
Return on plan asset	0.54	0.29
Recognised in Other Comprehensive Income	27.30	47.67
<b>vii. Cash flow Projection: From the Fund</b>		
Within the next 12 months (next annual reporting period)	17.11	48.50
2nd following year	28.05	19.81
3rd following year	30.35	49.43
4th following year	56.72	21.90
5th following year	29.01	57.39
Sum of Years 6 To 10	273.11	208.23
Sum of Years 11 and above	660.78	476.36
<b>viii. Sensitivity Analysis</b>		
Projected Benefit Obligation on Current Assumptions	494.93	445.51
Delta Effect of +1% Change in Rate of Discounting	(38.65)	(30.59)
Delta Effect of -1% Change in Rate of Discounting	44.54	35.07
Delta Effect of +1% Change in Rate of Salary Increase	40.49	32.18
Delta Effect of -1% Change in Rate of Salary Increase	(35.61)	(28.52)
Delta Effect of +1% Change in Rate of Employee Turnover	9.82	6.64
Delta Effect of -1% Change in Rate of Employee Turnover	(11.02)	(7.44)
<b>ix. The major categories of plan assets as a percentage of total</b>		
Insurer managed funds		

**Changes in Fair value of Plan Assets**

Particulars	(₹ in Lakhs)	
	As at March 31, 2023 Gratuity Funded	As at March 31, 2022 Gratuity Funded
Fair value of plan assets at the beginning of the year	191.78	188.44
Interest Income	13.94	12.95
Employer's Contributions	280.00	-
Benefits Paid	(43.43)	(9.32)
Return on plan assets, excluding interest income	(0.54)	(0.29)
Fair value of plan assets at the end of the year	441.75	191.78

**Note on Sensitivity Analysis**

The Sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

The Sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is same method as applied in calculating the projected benefit obligation as recognised in the balance sheet.

The method used to calculate the liability in these scenarios is by keeping all the other parameters and the data same as in the base liability calculation except for the parameters to be stressed.

There was no change in the method and assumptions used in preparing the sensitivity analysis from prior years.

### 42. CONTINGENT LIABILITIES, FINANCIAL GUARANTEES AND COMMITMENTS

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
<b>A. Contingent Liabilities not provided for</b>		
<b>Claims against the Company not acknowledged as debt</b>		
i Income-tax matters under appeal	171.69	171.69
ii Service Tax matters under appeal	2.43	2.43
iii Additional Statutory Bonus for Financial Year 2014-2015	22.54	22.54
<b>Total</b>	<b>196.66</b>	<b>196.66</b>
<b>B. Financial Corporate Guarantee</b>		
During the Company has given Corporate Guarantee to Mahindra & Mahindra Financial Services Ltd. towards credit facility extended by them to Kusum Spices (Subsidiary). In the previous year the same was given to Union Bank Ltd which is fully repaid during the year.	300.70	144.46
<b>C. Capital and other commitments</b>		
<b>a. Estimated amount of contracts remaining to be executed on capital account and not provided for</b>	373.39	1,377.94
<b>b. Others</b>		
Quantum of Export Obligation of Packing Materials with 20% value addition against Advance licences- Duty saved *	-	65.38

\* Export obligations against the advance licence of ₹ 215.03 Lakhs (F.Y. 2021-2022 - ₹ 636.41 Lakhs) have already been fulfilled by the Company. However, procedural formalities for the closure of the Advance Licences are pending.

### 43. CAPITAL MANAGEMENT AND FINANCIAL RISK MANAGEMENT POLICY

#### A. Capital Management

For the purpose of the Company's Capital Management, Capital includes issued Equity Capital and all Other Reserves attributable to the Equity shareholders of the Company. The Primary objective of the Company's Capital Management is to maximise the shareholders' value. The Company's Capital Management objectives are to maintain equity including all reserves to protect economic viability and to finance any growth opportunities that may be available in future so as to maximise shareholder's value.

The Company's capital requirement is mainly to fund its business expansion and repayment of borrowings. The principal source of funding of the Company has been, and is expected to continue to be, cash generated from its operations supplemented by funding from bank borrowings and the capital markets.

**NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)**

The Company has adhered to material externally imposed conditions relating to capital requirements and there has not been any delay or default during the period covered under these financial statements with respect to payment of principal and interest. No lender has raised any matter that may lead to breach of covenants stipulated in the underlying documents.

The Company is monitoring Capital using debt equity ratio as its base, which is debt to equity. The Company monitors capital using debt-equity ratio, which is total debt divided by total equity.

Net debt (total borrowing) divided by "Total equity" (as shown in the balance sheet).

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Total Debt	33,730.84	21,237.52
Total Equity	31,373.05	19,752.96
Debt Equity Ratio	1.08	1.08

**B. Financial Risk Management and Policies**

Risk is events, situation or circumstances which may lead to negative consequences on the Company's business. Risk management is a structure approach to manage uncertainty. The Company's financial risk management is an integral part of how to plan and execute its business strategies. The risk management policy is approved by the Company's Board. The Company's principal financial liabilities comprise of loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations in select instances. The Company's principal financial assets include trade and other receivables, and cash and cash equivalents that derive directly from its operations and investments. The Company is exposed to market risk, credit risk, liquidity risk etc. The objective of the Company's financing policy are to secure solvency, limit financial risks and optimise the cost of capital. The Company's capital structure is managed using equity and debt ratios as part of the Company's financial planning.

**a. Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices.

Market risk comprises three types of risk : interest rate risk, currency risk and other price risk, such as equity price risk. Financial instruments affected by market risk include loans and borrowings, deposits, investments and derivative financial instruments. The Company has designed risk management frame work to control various risks effectively to achieve the business objectives. This includes identification of risk, its assessment, control and monitoring at timely intervals.

The above mentioned risks may affect the Company's income and expenses, or the value of its financial instruments. The Company's exposure to and management of these risks are explained below:

**i. Foreign Currency Risk:**

The Company is subject to the risk that changes in foreign currency values impact the Company's export, import and other payables.

The Company is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to US Dollar, Euro and Great Britain Pound.

The Company manages currency exposures within prescribed limits, through use of derivative instruments such as Options, futures and Forward contracts etc. Foreign currency transactions are covered with strict limits placed on the amount of uncovered exposure, if any, at any point in time.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

The carrying amount of the Company's foreign currency denominated monetary assets and liabilities as at the end of the reporting period is as follows :

Particulars	As at March 31, 2023		As at March 31, 2022	
	Amount in Foreign currency (in Lakhs)	Amount (₹ in Lakhs)	Amount in Foreign currency (in Lakhs)	Amount (₹ in Lakhs)
Payable USD	11.68	964.20	4.59	349.37
Receivable USD	90.47	7,407.13	47.72	3,598.24
Payable EUR	0.79	71.62	0.67	57.32
Receivable EUR	0.59	52.18	1.97	165.44
Payable GBP	-	-	0.68	67.70
Receivable GBP	2.60	262.71	4.50	443.53

Particulars of un-hedged foreign currency asset / liability as at the end of the reporting period is as follows :

Particulars	As at March 31, 2023		As at March 31, 2022	
	Amount in Foreign currency (in Lakhs)	Amount (₹ in Lakhs)	Amount in Foreign currency (in Lakhs)	Amount (₹ in Lakhs)
Payable USD	11.68	964.20	4.59	349.37
Payable EUR	0.79	71.62	0.67	57.32
Receivable EUR	0.59	52.18	-	-
Payable GBP	-	-	0.68	67.70
Receivable GBP	2.60	262.71	4.50	443.53

**Foreign currency sensitivity:**

The following table demonstrates the sensitivity to a 5% increase/decrease in foreign currencies exchange rates, with all other variables held constant.

5% increase or decrease in foreign exchange rate will have the following impact on before profit before tax and impact on equity.

Particulars	As at March 31, 2023		As at March 31, 2022	
	5% increase	5% decrease	5% increase	5% decrease
<b>Impact on Profit and Loss</b>				
USD	(48.21)	48.21	(17.47)	17.47
EURO	(0.97)	0.97	(2.87)	2.87
GBP	13.14	(13.14)	18.79	(18.79)
<b>Total</b>	<b>(36.04)</b>	<b>36.04</b>	<b>(1.55)</b>	<b>1.55</b>

**ii. Forward foreign exchange contracts**

It is the policy of the Company to enter into forward foreign currency contracts to cover foreign currency payments in USD and Euro. The Company enters in to contracts with terms up to 360 days. The Company's philosophy does not permit any speculative calls on the currency. It is driven by conservatism which guides that we follow conventional wisdom by use of Forward contracts in respect of Trade transactions.

Regulatory Requirements: The Company will alter its hedge strategy in relation to the prevailing regulatory framework and guidelines that may be issued by RBI, FEDAI or ISDA or other regulatory bodies from time to time. Forward cover is obtained from bank for each of the aggregated exposures and the Trade deal is booked. The forward cover deals are all backed by actual trade underlines and settlement of these contracts on maturity are by actual delivery of the hedged currency for settling the underline hedged trade transaction.



NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

The following table details the forward foreign currency (FC) contracts outstanding at the end of the reporting period.

Outstanding contracts	(₹ in Lakhs)			
	Foreign currency (In Lakhs)		Fair Value Assets/(Liabilities)	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
USD - Sell	\$310.44	\$206.85	25,849.93	16,097.69
EUR - Sell	€ 0.00	€ 23.00	-	2,054.09

iii. Interest Rate

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. During the year the Company is less exposed to interest rate risk because the Company has borrowed funds substantially at Fixed interest rates. The interest rate risk is managed by the Company by the use of interest rate swap wherever relevant and by monitoring monthly cash flow which is reviewed by management to prevent loss of interest.

The exposure of the company's borrowings to interest rate changes at the end of the reporting period are as follows:

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Variable rate borrowings *	-	13.63
Fixed rate borrowings *	2,614.47	1,754.62

\* Include ₹ Nil (as at March 31, 2022: ₹ 0.02 lakhs) as Prepaid Financial Charges.

Interest rate sensitivity analysis

The sensitivity analysis below have been determined based on the exposure to interest rates on the borrowings at the end of the reporting period. For floating rate borrowings, the analysis is prepared assuming the amount of borrowing outstanding at the end of the reporting period was outstanding for whole of the year. A 100 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel.

Particulars	(₹ in Lakhs)			
	Impact on Profit : Increase/(Decrease)		Impact on equity Increase/(Decrease)	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Interest rates - increase by 100 basis points *	-	(0.14)	-	(0.14)
Interest rates - decrease by 100 basis points *	-	0.14	-	0.14

\* assuming all other variables as constant

The sensitivity disclosed in the above table is attributable to variable interest rate borrowings and the interest swaps. The above sensitivity analysis is based on a reasonably possible change in the under-lying interest rate of the Company's borrowings in INR, USD (being the significant currencies in which it has borrowed funds), while assuming all other variables (in particular foreign currency rates) to be constant.

The sensitivity disclosed in the above table is attributable to variable interest rate borrowings. The above sensitivity analysis is based on a reasonably possible change in the under-lying interest rate of the Company's borrowings in INR & USD (being the significant currencies last year in which it has borrowed funds), while assuming all other variables (in particular foreign currency rates) to be constant.

iv. Price risk

The Company is expose to price risk due to its Investment in equity instruments and mutual funds. The fair value of a financial instrument will fluctuate due to changes in market traded price. As at 31st March, 2023, the carrying value of such equity instruments recognised at FVTOCI amounts to ₹ 15.80 Lakhs (As at March 31, 2022 ₹ 15.96 Lakhs) and carrying value of such mutual funds recognised at FVTPL amounts to ₹ 762.87 Lakhs (As at March 31, 2022 ₹ 26.24 Lakhs).

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**Price risk sensitivity:**

10% increase or decrease in prices will have the following impact on profit/(loss) before tax and on other components of equity.

Particulars	(₹ in Lakhs)			
	Impact on Profit : Increase/(Decrease)		Impact on equity Increase/(Decrease)	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Price - increase by 10.00%*	77.87	4.22	77.87	4.22
Price - decrease by 10.00% *	(77.87)	(4.22)	(77.87)	(4.22)

\* assuming all other variables as constant

**C. Credit Risk**

Credit risk refers to risk that a counterparty will default on its contractual obligations resulting in financial loss to the company by failing to discharge its contractual obligations as agreed. The Company's exposure to credit risk arises primarily from financial assets such as trade receivables, derivative financial instruments, other balances with banks, loans and other receivables. The outstanding trade receivables are regularly monitored and appropriate action is taken for collection of overdue receivables. Credit risk arising from derivative financial instruments and other balances with banks is limited and there is no collateral held against these because the counterparties are banks and recognised financial institutions with high credit ratings assigned by the international credit rating agencies. The companies exposure are continuously monitored.

In addition, the Company is exposes to credit risk in relation to financial guarantees given to banks for the facilities availed by subsidiary. The Company's maximum exposures in this respect is the maximum amount the Company would have to pay if the guarantee is called upon.

The Company uses a provision matrix to determine impairment loss on portfolio of its Trade Receivables. The provision matrix is based on its historically observed default rates over the expected life of the Trade Receivable and is adjusted for forward-looking estimates. At every reporting date, the historically observed default rates are updated and changes in forward-looking estimates are analysed. The Company follows a simplified approach (i.e. based on life time ECL) for recognition of impairment loss allowances on trade receivables. For the purpose of measuring the life time ECL allowance for trade receivables, the Company uses a provision matrix which comprises a customer spread across the geographical areas and the same are grouped into homogenous group and assessed for impairment collectively. The outstanding trade receivables are regularly monitored and appropriate action is taken for collection of overdue receivables.

Table showing Movement in Expected Credit Loss Allowance

Movement in the credit loss allowance	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	298.74	164.30
Net Movement in expected credit loss allowance on trade receivables calculated at lifetime expected credit loss	165.14	134.44
Balance at the end of the year	463.88	298.74

The following table provides the information about exposure to credit risk and Expected Credit loss for Trade Receivables:

As at March 31, 2023	(₹ in Lakhs)					
	Outstanding for following periods from due date of payment					
	0- 90 Days	91-180 Days	181-270 Days	271-365 Days	> 1 years	Total
Gross Carrying Amount	13,758.86	992.99	54.77	26.79	544.38	15,377.79
Expected Credit Rate	0.00%	0.00%	0.00%	0.00%	85.21%	3.02%
Expected Credit Loss	-	-	-	-	(463.88)	(463.88)
Carrying amount of Trade Receivable (Net)	<b>13,758.86</b>	<b>992.99</b>	<b>54.77</b>	<b>26.79</b>	<b>80.50</b>	<b>14,913.91</b>

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**Trade Receivable ageing as at March 31, 2022**

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 3 months	3 months - 6 months	6 months to 9 months	9 Months to 1 year	More than 1 years	
Gross Carrying Amount	8,398.18	549.43	209.81	42.06	413.05	9,612.53
Expected Credit Rate	0.00%	0.00%	0.00%	0.00%	72.32%	3.11%
Expected Credit Loss	-	-	-	-	(298.74)	(298.74)
Carrying amount of Trade Receivable (Net)	8,398.18	549.43	209.81	42.06	114.31	9,313.79

**D. Liquidity Risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value. The company maintains a cautious liquidity strategy, with a positive cash balance throughout the year. Management monitors the Company's liquidity position through rolling forecasts on the basis of expected cash flows. Cash flow from operating activities provides the funds to service and finance the financial liabilities. The Company's approach for managing liquidity is to ensure that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to Company's reputation. In addition, processes and policies related to such risks are overseen by the senior management. The management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

The table below provides details regarding the remaining contractual maturities of Company's financial liabilities at the reporting date based on contractual undiscounted payments.:

(₹ in Lakhs)

Particulars	Less than 1 Year/ On Demand	1-5 years	More than 5 years	Total
<b>As at March 31, 2023</b>				
<b>Non-derivative financial liabilities</b>				
Borrowings	28,213.59	4,881.69	635.56	33,730.84
Trade Payables	11,882.38	-	-	11,882.38
Lease Liability	352.11	159.44	-	511.55
Other Financial Liabilities	1,828.22	-	-	1,828.22
	<b>42,276.30</b>	<b>5,041.13</b>	<b>635.56</b>	<b>47,952.99</b>
<b>As at March 31, 2022</b>				
<b>Non-derivative financial liabilities</b>				
Borrowings	16,906.00	3,987.89	343.63	21,237.52
Trade Payables	12,791.26	-	-	12,791.26
Lease Liability	113.81	736.77	-	850.58
Other Financial Liabilities	816.66	-	-	816.66
	<b>30,627.73</b>	<b>4,724.66</b>	<b>343.63</b>	<b>35,696.02</b>

**Financing arrangement**

The Company has sufficient sanctioned line of credit from its bankers / financiers; commensurate to its business requirements. The Company reviews its line of credit available with bankers and lenders from time to time to ensure that at all point of time there is sufficient availability of line of credit.

The Company pays special attention to the net operating working capital invested in the business. In this regard, as in previous years, considerable work has been performed to control and reduce collection periods for trade and other receivables, as well as to optimise accounts payable with the support of banking arrangements to mobilise funds.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

#### 44. FINANCIAL INSTRUMENTS

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

##### Valuation

- i. The fair values of investment in government securities and quoted investment in equity shares is based on the current bid price of respective investment as at the Balance Sheet date.
- ii. The fair value of Foreign Currency Forward contracts is determined using forward exchange rates at the balance sheet date.
- iii. The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.
- iv. The fair values for long term loans, long term security deposits given and remaining non current financial assets were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs.
- v. The fair values of long term security deposits taken and non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs.

##### Fair Value measurement hierarchy

The fair value of financial instruments as referred below have been classified into three categories depending on the inputs used in the valuation technique.

The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

The categories used are as follows:

Level 1: Unadjusted quoted prices for identical instruments in an active market;

Level 2: Directly or indirectly observable market inputs, other than Level 1 inputs; and

Level 3: Inputs which are not based on observable market data.

**The carrying amounts and fair values of financial instruments by class are as follows:**

Particulars	As at March 31, 2023		As at March 31, 2022	
	Carrying Amounts	Fair Value	Carrying Amounts	Fair Value
<b>Financial Assets</b>				
Measured at Fair Value Through Profit and Loss				
Derivatives				
Foreign currency forward contracts	-	-	22.97	22.97
Investments in Mutal Fund	762.87	762.87	26.24	26.24
	<b>762.87</b>	<b>762.87</b>	<b>49.21</b>	<b>49.21</b>
Measured at Cost				
Investment in Joint venture and Associates	377.49	377.49	95.99	95.99
Investment in Partnership firm	778.17	778.17	539.99	539.99
	<b>1,155.66</b>	<b>1,155.66</b>	<b>635.98</b>	<b>635.98</b>



NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

Particulars	(₹ in Lakhs)			
	As at March 31, 2023		As at March 31, 2022	
	Carrying Amounts	Fair Value	Carrying Amounts	Fair Value
Measured at Amortised Cost				
Investment in Government Securities	-	-	0.30	0.30
Loans	725.87	725.87	1,226.17	1,226.17
Security Deposit	637.04	637.04	594.99	594.99
Fixed Deposits	273.21	273.21	27.46	27.46
Interest Receivable on Fixed Deposits/ICD	413.94	413.94	385.49	385.49
Trade Receivable	14,913.91	14,913.91	9,313.79	9,313.79
Cash and Bank Balance	1,698.28	1,698.28	840.71	840.71
Advances	10.98	10.98	13.53	13.53
	<b>18,673.23</b>	<b>18,673.23</b>	<b>12,402.44</b>	<b>12,402.44</b>
Measured at FVTOCI				
Investment in equity instruments	15.80	15.80	15.96	15.96
	<b>15.80</b>	<b>15.80</b>	<b>15.96</b>	<b>15.96</b>
<b>Total Financial Assets</b>	<b>20,607.56</b>	<b>20,607.56</b>	<b>13,103.59</b>	<b>13,103.59</b>
<b>Financial Liabilities</b>				
Measured at Amortised Cost				
Borrowing	33,730.84	33,730.84	21,237.52	21,237.52
Lease Liability	511.55	511.55	850.58	850.58
Trade Payables	11,882.38	11,882.38	12,791.26	12,791.26
Other Financial Liabilities	1,828.22	1,828.22	816.66	816.66
Derivative financial liabilities				
Foreign currency forward contracts	297.15	297.15	-	-
<b>Total Financial Liabilities</b>	<b>48,250.14</b>	<b>48,250.14</b>	<b>35,696.02</b>	<b>35,696.02</b>

Level wise disclosure of financial instruments

Particulars	(₹ in Lakhs)			
	As at March 31, 2023	As at March 31, 2022	Level	Valuation techniques and key inputs
Foreign currency forward contracts - Assets	-	22.97	2	Quotes from banks or dealers
Foreign currency forward contracts - Liabilities	297.15	-	2	Quotes from banks or dealers

#### 45. RELATED PARTY DISCLOSURES

Related Party Disclosures as required by Ind AS 24 on "Related Party Disclosures" are given below:

Name of Related Parties and related party relationship where control exists with whom transactions have taken place during the year.

##### 1) Subsidiary

Name Of Company	Principal Place of Business	(₹ in Lakhs)	
		Proportionate ownership interest	
		As at March 31, 2023	As at March 31, 2022
Kusum Spices (w.e.f. October 01, 2019)	India	99.99%	99.99%

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

II) Other Related Parties

a	Name Of Company	Principal Place of Business	Proportionate ownership interest	
			As at March 31, 2023	As at March 31, 2022
	Greentop Fresh and Frozen Foods Private Limited (Formerly Triglobal Foods Pvt.Ltd.)(w.e.f. April 1, 2021) - (Associate)	India	49%	49%
	Beyond Mango Private Limited (w.e.f. July 9, 2021)- (Joint Venture)	India	50%	50%

(₹ in Lakhs)

**b Companies in which Directors and / or their relatives have significant influence**

Muller & Phipps (India) Limited

Western Press Private Limited

MPIL Corporation Limited

Kusum Masala Products

**c Key Managerial Personnel (KMP) and their relatives**

**i. Key Managerial Personnel (KMP)**

Mr. Moloy Saha - Chief Executive Officer

**ii. Executive Directors**

**Non-Independent Directors**

Mr. Milan Dalal \*

**iii. Non-executive Directors**

**Non-Independent Directors**

Mr. Bhupendra Dalal - Chairman

Mr. Milan Dalal \*

Mr. Raymond Simkins

Mrs. Pallavi Dhupelia

**iv. Independent Directors**

Mr. Vinod Kumar Beswal

Mrs. Kamlini Maniar

Mr. Hormazdiyaar Vakil

Mr. Maneck Davar

**v. Relatives of Directors**

Mr. Devdutt Dalal - Grandson of Chairman and Son of Managing Director

Mr. Ameya Dhupelia - Son of Non Executive Director

\* Non- Executive Director upto March 31, 2022 and Managing Director thereafter

**Transaction with Related Parties**

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
<b>Compensation to key management personnel</b>		
Salary and benefits		
Mr. Moloy Saha - Chief Executive Officer	141.06	111.50
Mr. Milan Dalal - Managing Director	120.00	-

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
<b>Payments to Directors</b>		
Sitting fees	13.55	17.90
Commission	63.25	2.50
<b>Salary and benefits to Relatives of Directors</b>		
Salary and benefits	59.18	86.66
<b>Impairment of Advances to Subsidiaries</b>		
FNI Asia PTE Limited	-	5.57
<b>Rent received from Related parties</b>		
Kusum Spices	39.00	-
Beyond Mango Private Limited	0.11	-
<b>Rent paid to Related parties</b>		
MPIL Corporation Limited	6.00	6.00
<b>Warehousing Charges paid to Related parties</b>		
Kusum Spices	7.50	-
<b>Interest received from related parties</b>		
Greentop Fresh and Frozen Foods Private Limited	25.76	47.38
Beyond Mango Private Limited	6.33	-
<b>Interest received on Loan to key management personnel</b>		
Mr. Moley Saha - Chief Executive Officer	0.14	1.32
<b>Interest paid to Related Parties</b>		
Mrs. Pallavi Dhupelia	20.00	37.36
<b>Sale of Goods</b>		
Kusum Spices	0.91	1.08
Greentop Fresh and Frozen Foods Private Limited	-	79.42
Muller & Phipps (India) Limited	8.74	9.02
<b>Purchase of Goods</b>		
Kusum Spices	12.79	21.97
Western Press Private Limited	2.47	3.56
Greentop Fresh and Frozen Foods Private Limited	-	75.60
<b>Transactions incurred by Company on behalf of Related Parties</b>		
<b>Expenses incurred</b>		
Kusum Spices	1.68	1.05
Beyond Mango Private Limited (Net of Reimbursement)	-	2.66
<b>Transactions incurred by Related Parties on behalf of Company</b>		
<b>Expenses incurred</b>		
Kusum Spices	-	0.78

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
<b>Security Deposit Received</b>		
Kusum Spices	18.00	-
<b>Capital Withdrawn</b>		
Kusum Spices	-	218.00
<b>Capital Introduced</b>		
Kusum Spices	200.45	158.60
<b>Loans Taken</b>		
Mrs. Pallavi Dhupelia	-	100.00
<b>Loans Repaid (Including interest)</b>		
Mrs. Pallavi Dhupelia	305.53	100.00
<b>Repayment of Loan by key management personnel</b>		
Mr. Moloy Saha - Chief Executive Officer	2.07	6.10
<b>Advances given for expenses to Key Managerial Person (Net of Expenses incurred)</b>	4.78	6.99
Mr. Moloy Saha - Chief Executive Officer		
<b>Sale of Land</b>		
Beyond Mango Private Limited	-	12.51
<b>Investments made during the year</b>		
Greentop Fresh and Frozen Foods Private Limited	-	0.49
Beyond Mango Private Limited	281.50	95.50
<b>ICD Given</b>		
Greentop Fresh and Frozen Foods Private Limited	1.55	106.97
Beyond Mango Private Limited	317.14	-
<b>Repayment of ICD Given</b>		
Greentop Fresh and Frozen Foods Private Limited	-	45.98

**Outstanding Balances**

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>Trade Receivables</b>		
Kusum Spices	38.59	-
Muller & Phipps (India) Limited	15.19	10.80
Greentop Fresh and Frozen Foods Private Limited	226.03	283.22



NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>Trade Payables</b>		
Kusum Spices	58.34	7.94
Western Press Private Limited	2.98	0.06
Greentop Fresh and Frozen Foods Private Limited	-	55.18
<b>Security Deposit Received</b>		
Kusum Spices	18.00	-
<b>Advances recoverable in cash or in kind</b>		
Western Press Private Limited	3.19	3.19
<b>Loan receivable from key management personnel</b>		
Mr. Moloy Saha - Chief Executive Officer	-	2.07
<b>Advance for expenses given to key management personnel</b>		
Mr. Moloy Saha - Chief Executive Officer	36.62	31.84
<b>Interest Receivable on ICD</b>		
Western Press Private Limited	0.80	0.80
Greentop Fresh and Frozen Foods Private Limited	88.67	65.49
Beyond Mango Private Limited	5.70	-
<b>Interest receivable on Loan given to key management personnel</b>		
Mr. Moloy Saha - Chief Executive Officer	5.53	8.93
<b>Loans Taken</b>		
Mrs. Pallavi Dhupelia	-	305.53
<b>ICD Given</b>		
Greentop Fresh and Frozen Foods Private Limited	215.53	413.99
Beyond Mango Private Limited	317.14	-
<b>Security Deposit Given</b>		
MPIL Corporation Limited	255.00	255.00
<b>Advance Given for Incorporation Expenses</b>		
Beyond Mango Private Limited	0.11	2.66
<b>Commission Payable</b>		
Mr. Raymond Simkins	1.55	0.17
<b>Director sitting fees payable</b>		
Mr. Milan Dalal	-	0.54
Mr. Bhupendra Dalal	0.14	0.95
Mr. Hormazdiyaar Vakil	0.14	1.35
Mr. Raymond Simkins	1.43	0.69

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>Non Current Investment</b>		
FNI Asia PTE Limited	0.49	0.49
Kusum Spices	778.17	539.99
Greentop Fresh and Frozen Foods Private Limited	0.49	0.49
Beyond Mango Private Limited	377.00	95.50
<b>Financial Coporate Guarantee given by the Company during the year</b>		
Kusum Spices	300.70	144.46
<b>Impairment of interest receivable on advances to Subsidiary</b>		
FNI Asia PTE Limited	3.67	3.67
<b>Impairment in Value of Investment</b>		
FNI Asia PTE Limited	0.49	0.49
<b>Impairment of Advances to Subsidiaries</b>		
FNI Asia PTE Limited	32.38	32.38
<b>Salary Payable to key management personnel</b>		
Mr. Moloy Saha - Chief Executive Officer	2.34	5.38
Mr. Milan Dalal - Managing Director	6.13	-
<b>Salary Payable to relatives of Directors</b>		
Mr. Ameya Dhupelia	-	6.26

Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances on account of trade receivable, trade payable, other receivable, other payable and interest receivable on loan at the year end are unsecured and settlement occurs in cash.

**Details of Loans repayable on demand**

Type of Borrower	Type of Loan	(₹ in Lakhs)			
		As at March 31, 2023		As at March 31, 2022	
		Loan Outstanding	% of Total Loan Outstanding	Loan Outstanding	% of Total Loan Outstanding
1) Associate	Inter- Coporate Deposit	215.53	29.69%	413.99	33.76%
2) Joint Venture	Inter- Coporate Deposit	317.14	43.69%	-	-
<b>Total</b>		<b>532.67</b>	<b>73.38%</b>	<b>413.99</b>	<b>33.76%</b>

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**46. EXPORT BENEFITS**

**RoDTEP**

The company is entitled to Remission of Duties and Taxes on Exported Products (RoDTEP) scheme w.e.f 1.1.2021 vide Public Notice No.19/2015-20 notified on 17.08.2021. Accordingly, the company has recognized benefits of ₹ 382.43 lakhs in the year ended March 31, 2023 (March 31, 2022 ₹ 178.69 lakhs).

**47. EXPENDITURE TOWARDS CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES**

		(₹ in Lakhs)
a	Gross amount required to be spent during the year	28.17
b	Amount approved by the Board to be spent during the year	28.17
c	Amount spent during the year on	
i.	Construction / acquisition of any asset	-
ii.	On purposes other than (i) above	7.30

**In case of Section 135(5) Unspent amount**

					(₹ in Lakhs)
Opening Balance	Amount deposited in Specified Fund of Sch. VII within 6months	Amount required to be spent during the year	Amount spent during the year	Closing Balance	
-	-	28.17	7.30	(20.87)	

**48. PAYMENTS TO STATUTORY AUDITORS**

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2023
Audit Fees	12.00	12.00
Reimbursement of Out of Pocket Expenses	0.16	-
Certification Work	2.37	0.75
<b>Total</b>	<b>14.53</b>	<b>12.75</b>

**49. FINANCIAL RATIOS**

Particulars	Year ended March 31, 2023	Year ended March 31, 2022	% change increase/ (decrease)	Reasons if the change has been more than 25%
Current Ratio	1.26	1.11	13.33%	
Debt Equity Ratio	1.08	1.08	0.00%	
Debt Service Coverage Ratio	0.43	0.28	52.53%	Improved profitability has led to a better debt service coverage ratio.
Return on Equity (ROE)	18.5%	8.4%	119.27%	Improved PAT led to an increase in ROE due to increased sales tonnage, better realizations, and improved EBITDA.
Return on Capital Employed (ROCE)	13.24%	10.38%	27.60%	Improved EBITDA margins because of Operating Leverage on the Total Capital Employed has helped increase the ROCE. Deferred tax liability has not been considered for computation of ROCE.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022	% change increase/ (decrease)	Reasons if the change has been more than 25%
Return on investment (ROI)	(3.48%)	(17.31%)	(79.89%)	The decrease in the market value of investments in quoted equity shares has led to a decrease in return on investment.
Inventory turnover ratio	2.61	2.41	8.15%	
Inventory Holding Period (Days)	140.06	151.47		
Debtors turnover ratio	8.05	7.05	14.15%	
Debtor Days	45.35	51.77		
Creditors turnover ratio	5.57	4.24	31.50%	Equity infusion and increase in Working Capital loans helped us pay off creditors in time which inturn helped us in improving EBIDTA
Creditor Days	65.50	86.13		
Net capital turnover ratio	8.84	17.86	(50.51%)	The creditor days decreased at a faster rate than the debtor days decrease which resulted in Lower Net Capital Turnover Ratio.
Net profit ratio	4.83%	2.60%	86.01%	Improved demand for existing products and the addition of new products have increased operating leverage, which has helped to improve the ratio.

Ratio	Numerator	Denominator
Current Ratio	Current Assets	Current Liability
Debt Equity Ratio	Total Borrowings (Non Current Borrowings + Current Borrowings)	Shareholder's Equity
Debt Service Coverage Ratio	PAT + Interest + Depreciation + Lease payments + Non Cash Items	Interest & Lease Payments + Principal Repayments
Return on Equity (ROE)	Net Profit After Tax - Preference Dividend (If any)	Average Shareholders Equity
Return on Capital Employed (ROCE)	EBIT	Total Shareholders Equity + Non Current Borrowings + Current Borrowings
Return on investment (ROI)	Market Value of Quoted Non Strategic Investments at end of the year	Market Value of Quoted Non Strategic Investments at beginning of the year
Inventory turnover ratio	COGS	Average Inventory
Debtors turnover ratio	Credit Sales	Average Debtors
Creditors turnover ratio	COGS	Average Creditors
Net capital turnover ratio	Net Sales	(Current Assets- Current Liabilities)
Net profit ratio	Net Profit	Net Sales

#### 50. EQUITY SETTLED SHARE BASED PAYMENTS EMPLOYEE STOCK OPTION PLAN

On February 3, 2022, pursuant to approval by the shareholders in the AGM, the Board has been authorized to introduce, offer, issue and provide share-based incentives to eligible employees of the Company "Foods & Inns Limited - Employee Stock Option Plan 2021" ("ESOP 2021"/ "Plan") for grants of 14,66,760 stock options convertible into equivalent to number of equity shares of ₹ 1 each at exercise price of ₹ 54 .



NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**Terms of vesting**

Vesting period (years)	The vested stock options shall be exercisable not earlier than a minimum period of 1 (one) year and not later than a maximum period of 4 (four) years from the date of the grant (i.e. March 7, 2022).
Type of vesting	Graded - 25% at the end of each year from the date of grant

**Movement of options granted**

	March, 2023		March, 2022	
	Average exercise price per share option	Number of options	Average exercise price per share option	Number of options
Opening balance	₹ 54.00	14,66,760	-	-
Granted during the year	-	-	₹ 54.00	14,66,760
Cancelled during the year	-	(10,000)	-	-
Vested during the year	-	-	-	-
Closing balance		14,56,760		14,66,760

**The model inputs for fair value of option granted as on the grant date**

Inputs	March, 2023	March, 2022
Exercise price	₹ 54.00	₹ 54.00
Dividend yield	0.24%	0.24%
Risk free interest rate	5.47% - 6.50%	5.47% - 6.50%
Expected volatility	54.55% to 58.66%	54.55% to 58.66%
Fair value per option	₹ 52.26	₹ 52.26
Expected life (years)	2.92 - 5.92	2.92 - 5.92
Model used	Black Scholes	Black Scholes

The expected life of options is calculated based on the simplified method and is calculated as the average of the minimum life (vesting period) and the maximum life (i.e. vesting period + exercise period)

During the year ended March 31, 2023, the Company recorded an employee stock compensation expense of ₹ 379.98 lakhs (year ended March 31, 2022 ₹ 26.88 lakhs) in the Statement of Profit and Loss and the balance in share options outstanding account as at March 31, 2023 is ₹ 403.68 lakhs (as at March 31, 2022 ₹ 26.88 lakhs).

During the year ended March 31, 2023, employee stock options amounting to 10,000 were cancelled on account of cessation of employment without relevant employee exercising their stock option (year ended March 31, 2022 Nil). The options so cancelled has been reduced from outstanding stock option and added back to the balance in General Reserve account.

**51. DISCLOSURE IN ACCORDANCE WITH SECTION 22 OF MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006:**

Particulars	(₹ in Lakhs)	
	2023	2022
Principal amount remaining unpaid to any supplier as at the end of the accounting year	328.93	160.88
Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	684.04	371.30
The amount of interest due and payable for the year	-	-
The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined on the basis of information available with the Company.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**52. INFORMATION ON LOANS GIVEN, INVESTMENTS MADE AND GUARANTEE GIVEN PURSUANT TO SECTION 186 (4) OF THE COMPANIES ACT, 2013**

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
<b>Loan given by the Company during the year ended March 31, 2023, repayable based on mutual consent</b>		
Mount Estate Private Limited	Inter-Corporate Lending @ 12.00% p.a. 215.90	50.00
Greentop Fresh and Frozen Foods Private Limited	Inter-Corporate Lending @ 12.00% p.a. 1.55	106.97
Truli Foods LLP	Inter-Corporate Lending @ 8.00% p.a. -	275.00
Instakash Technologies Pvt.Ltd.	Inter-Corporate Lending @ 8.00% p.a. -	75.00
Beyond Mango Private Limited	Inter-Corporate Lending @ 12.00% p.a. 317.14	-
<b>Investments made by the Company during the year ended March 31, 2023</b>		
Greentop Fresh and Frozen Foods Private Limited	-	0.49
Beyond Mango Private Limited	281.50	95.50
<b>Financial Corporate Guarantee given by the Company during the year ended March 31, 2023</b>		
Kusum Spices	300.70	144.46

**Disclosure under Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 :**

Name of Subsidiary	(₹ in Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
FNI Asia PTE Limited		
Amount Outstanding	36.04	36.04
Maximum balance outstanding during the year	36.04	36.04
Greentop Fresh and Frozen Foods Private Limited		
Amount Outstanding	215.53	413.99
Maximum balance outstanding during the year	415.53	413.99
Beyond Mango Private Limited		
Amount Outstanding	317.25	2.66
Maximum balance outstanding during the year	317.25	2.66

**53.** Additional Regulatory Information detailed in clause 6L of General Instructions given in Part I of Division II of the Schedule III to the Companies Act, 2013 are furnished to the extent applicable to the Company.

- (i) The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.
- (ii) The Company does not hold any Investment Property. Accordingly, reporting on fair valuation of Investment Property is not applicable.
- (iii) The Company does not hold any Intangibles assets under development. Accordingly, reporting on Intangibles assets under development ageing and completion schedule is not applicable.
- (iv) The Company does not have any benami property, where any proceeding has been initiated or pending against the Company for holding any benami property.
- (v) The Company has borrowings from Banks on the basis of security of current assets and quarterly returns and statements of stock filed by the Company are in agreement with the books of accounts.
- (vi) The Company is not declared as wilful defaulter by any bank or financial institution or lender during the year.
- (vii) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

**NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)**

- (viii) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- (ix) The Company has complied with the number of layers prescribed under the Companies Act, 2013.
- (x) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - a. 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
  - b. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (xi) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - b. provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- (xii) The Company has not undertaken any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

**54.** The accounts have not been authenticated by a whole time secretary as required under Section 134 (1) of the Act, as no whole time secretary as required under section 203 was appointed by the Company during the period under audit. The Company is in a process of appointing a whole time secretary as required under the Act.

**55.** On March 31, 2023, the Ministry of Corporate Affairs (MCA) has notified Companies (Indian Accounting Standards) Amendment Rules, 2023. This notification has resulted into amendments in the following existing accounting standards which are applicable to company from April 1, 2023.

- i. Ind AS 1 - Presentation of Financial Statements
- ii. Ind AS 102 – Share Based Payment
- iii. Ind AS 103 – Business Combination
- iv. Ind AS 8 – Accounting Estimate
- v. Ind AS 34 – Interim Financial Reporting

Application of above standards are not expected to have any significant impact on the company's financial statements.

As per our report of even date attached

**For G. M. KAPADIA & CO**  
Chartered Accountants  
Firm Registration No.104767W

**ATUL SHAH**  
Partner  
Membership No.039569

Date : May 12, 2023  
Place : Mumbai

**For and on behalf of the Board of Directors**

**BHUPENDRA DALAL**  
Chairman  
(DIN : 00061492)

**MOLOY SAHA**  
Chief Executive Officer

Date : May 12, 2023  
Place : Mumbai

**MILAN DALAL**  
Managing Director  
(DIN : 00062453)

**ANAND KRISHNAN**  
Chief Financial Officer

# INDEPENDENT AUDITOR'S REPORT

## To the Members of Foods and Inns Limited

### REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

#### Opinion

We have audited the accompanying consolidated financial statements of **Foods and Inns Limited** (hereinafter referred to as "the Holding Company") and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group"), its joint venture and its associate comprising of the Consolidated Balance Sheet as at March 31, 2023, the Consolidated Statement of Profit and Loss (including total Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information. (hereinafter referred to as 'the consolidated financial statements').

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on standalone financial statements and on the other financial information of the subsidiary, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at March 31, 2023, its consolidated profit (including total other comprehensive income), consolidated changes in equity and its consolidated cash flows for the year ended on that date.

#### Basis for Opinion

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

auditors in terms of their reports referred to in the Other Matters section below is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgement and based on the consideration of the reports of the other auditors on standalone financial statements and on the other financial information of the subsidiary, joint venture, and associate, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to communicate in our report.

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

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report Corporate Governance Report but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance (including other comprehensive income), consolidated changes in equity and consolidated cash flows of the Group including its joint venture



## INDEPENDENT AUDITOR'S REPORT (Contd.)

and associate in accordance with Ind AS and other accounting principles generally accepted in India. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of these consolidated financial statements. The respective Governing Bodies of the companies included in the Group and of its joint venture and associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its joint venture and its associate are responsible for assessing the ability of the Group and of its joint venture and associate to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless respective Board of Directors either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its joint venture and associate are responsible for overseeing the financial reporting process of the Group and of its joint venture and associate.

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its joint venture and associate to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its joint venture and associate to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its joint venture and associate to express an opinion on the consolidated

## INDEPENDENT AUDITOR'S REPORT (Contd.)

financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in "Other Matters" paragraph below.

We believe that the audit evidence obtained by us along with the consideration of the audit report of the other auditors referred to in "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

### Other Matters

We did not audit the audited standalone financial results of one subsidiary included in the Statement, whose audited financial statements reflect total assets of ₹ 1,483.51 lakhs as at March 31, 2023 and total revenues of ₹ 1,857.41 lakhs, total net profit/ (loss) after tax of ₹ 40.04 lakhs, total comprehensive

income/ (loss) of ₹ 38.60 lakhs, for the year ended March 31, 2023 respectively, and cash inflow (net) of ₹ 29.46 lakhs for the year ended March 31, 2023, as considered in the Statement. The Consolidated financial results also includes the Group's share of net profit/ (loss) after tax of ₹ 55.17 lakhs and total comprehensive income/ (loss) of ₹ 55.17 lakhs for the year ended March 31, 2023, respectively, as considered in the Statement, in respect of one associate and one joint venture whose audited standalone financial statements have not been audited by us.

These financial statements have been audited by their respective independent auditors whose reports have been furnished to us by the Management of the Company and our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiary, joint venture and associate, is based solely on the reports of such auditors and the procedures performed by us as stated in paragraph above. Our opinion on the Statement is not modified in respect of above matters with respect to our reliance on the work done and the report of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements/ financial information certified by the Management.

### Report on Other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the standalone / consolidated financial statements / financial information of the subsidiary, joint venture and associate and referred to in Other Matters section above, we report, to the extent applicable that;
  - (i) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
  - (ii) 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 reports of the other auditors;
  - (iii) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow

## INDEPENDENT AUDITOR'S REPORT (Contd.)

Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;

- (iv) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under section 133 of the Act, read with relevant rules issued thereunder and relevant provisions of the Act;
- (v) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2023 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary, joint venture and associate incorporated in India, none of the directors of the Group, its joint venture and associate incorporated in India is disqualified as on March 31, 2023 from being appointed as a director in terms of section 164 (2) of the Act;
- (vi) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, its subsidiary, joint venture and associate incorporated in India and the operating effectiveness of such controls, refer to our separate report in 'Annexure A'. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls with reference to consolidated financial statements of those Companies.(vii) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and

- (viii) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of other auditors of subsidiary, joint venture and associate, as noted in the Other matters paragraph:
  - a) The consolidated financial statements disclose

the impact of pending litigations on the consolidated financial position of the Group, its joint venture and associate. Refer Note 42 to the consolidated financial statements;

- b) The Group, its joint venture and associate have made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
- c) There has been no delay in transferring amounts which were required to be transferred to the Investor Education and Protection Group, its joint venture and associate;
- d) (i) As stated in Note no. 50(ix) to the consolidated financial statements, the management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; e)

(ii) As stated in Note no. 50(x) to the consolidated financial statements The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(iii) Based on the audit procedures performed by us that has been considered reasonable and

## INDEPENDENT AUDITOR'S REPORT (Contd.)

appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material mis-statement; and;

- f) The final dividend paid by the Holding Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Companies Act as applicable to the extent it applies to payment of dividend.

As stated in note no. 19.3 to the consolidated financial statements the Board of director's of the Holding Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend proposed is in accordance with section 123 of the Act as applicable to the extent it applies to declaration of dividend.

- g) As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only w.e.f. April 1, 2023, reporting under this clause is not applicable.

2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order" / "CARO") issued by the Central Government in terms of section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by the auditors of the subsidiary, joint venture and associate, included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, provided to us by the Management of the Company and based on the identification of matters of qualifications or adverse remarks in their CARO reports by the respective component auditors and provided to us, we report that the auditors of such companies have not reported any qualifications or adverse remarks in their CARO reports.

**For G.M. Kapadia & Co.**

Chartered Accountants  
Firm Registration No. 104767W

**Atul Shah**

Partner

Place: Mumbai  
Date : May 12, 2023

Membership No. 039569  
UDIN: 23039569BGURIN5637



## ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

**Referred to in paragraph (vi) under "Report on Other Legal and Regulatory Requirements" of our Independent Auditor's Report on even date to the members of Foods and Inns Limited ("the Holding Company") on the consolidated financial statements for the year ended March 31, 2023 :**

### **Opinion**

In conjunction with our audit of the consolidated financial statements of the Holding Company as of and for the year ended March 31, 2023, we have audited the internal financial controls with reference to financial statements of **Foods and Inns Limited (hereinafter referred to as 'the Holding Company')**. Since the reporting requirements under section 143(3)(i) of the Act are not applicable to its subsidiary, its joint venture and associate, which are companies incorporated in India, as of that date.

In our opinion, the Holding Company, its subsidiary, its joint venture and associate, which are companies incorporated in India, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2023 based on the internal controls with reference to financial statements criteria established by the Holding Company, considering the essential components of internal controls stated in the Guidance Note issued by the ICAI.

### **Management's Responsibility for Internal Financial Controls**

The respective Board of Directors of the Holding company, its subsidiary, its joint ventures and associates, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal controls with reference to financial statements criteria established by the Holding Company, considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ("Guidance Note") issued by the ICAI. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on the internal financial controls with reference to financial statement of the

Holding Company, its subsidiary, joint venture and associate, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to Consolidated Financial Statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal controls based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in team of their report referred to in the "Other Matters" paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial control system with reference to financial statements.

### **Meaning of Internal Financial Controls with reference Consolidated to Financial Statements**

A company's internal financial controls with reference to Consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to Consolidated Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures

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

of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls with reference to Consolidated Financial Statements**

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal

financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**For G.M. Kapadia & Co.**Chartered Accountants  
Firm Registration No. 104767W**Atul Shah**

Partner

Place: Mumbai  
Date : May 12, 2023Membership No. 039569  
UDIN: 23039569BGURIN5637

# CONSOLIDATED BALANCE SHEET

AS AT MARCH 31, 2023

Particulars	Note No.	(₹ in Lakhs)	
		As at March 31, 2023	As at March 31, 2022
<b>I. ASSETS</b>			
<b>Non-current Assets</b>			
(a) Property, Plant and Equipment	3a	15,573.14	11,149.15
(b) Right of Use Asset	3a	472.88	823.99
(c) Capital work-in-progress	3b	6,130.79	5,543.01
(d) Intangible Assets	4	1,292.14	1,302.94
(e) Financial Assets			
(i) Investments	5	387.24	104.50
(ii) Loans	6	8.12	19.07
(iii) Others	7	976.07	691.70
(f) Deferred Tax Assets (Net)	8	4.78	959.81
(g) Other Non-current assets	9	775.44	473.94
<b>Total Non-Current Assets</b>		<b>25,620.60</b>	<b>21,068.11</b>
<b>Current Assets</b>			
(a) Inventories	10	33,283.29	20,942.94
(b) Financial Assets			
(i) Investments	11	768.43	33.50
(ii) Trade Receivables	12	15,039.11	9,461.97
(iii) Cash and Cash Equivalents	13	1,231.33	249.58
(iv) Bank balance other than (iii) above	14	501.23	595.95
(v) Loans	15	717.75	1,208.76
(vi) Other Financial Assets	16	436.16	426.48
(c) Current Tax Assets (Net)	17	850.78	394.37
(d) Other Current Assets	18	2,675.51	3,006.57
<b>Total Current Assets</b>		<b>55,503.59</b>	<b>36,320.12</b>
<b>Total Assets</b>		<b>81,124.19</b>	<b>57,388.23</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	19	509.38	503.38
(b) Other Equity	20	30,725.00	19,164.12
<b>Equity attributable to owners of the Company</b>		<b>31,234.38</b>	<b>19,667.50</b>
(c) Non-Controlling Interest		0.05	0.05
<b>Total Equity</b>		<b>31,234.43</b>	<b>19,667.55</b>
<b>Liabilities</b>			
<b>Non-current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	21	5,517.25	4,331.52
(ii) Lease Liability		159.44	736.77
(b) Provisions	22	79.07	69.29
(c) Deferred Tax Liabilities (Net)	23	155.14	-
<b>Total Non-Current Liabilities</b>		<b>5,910.90</b>	<b>5,137.58</b>
<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	24	28,213.58	17,100.27
(ii) Lease Liability		352.11	113.81
(iii) Trade Payables			
Total Outstanding Dues :			
- Micro and Small Enterprises	25	329.36	160.88
- Other than Micro and Small Enterprises	25	12,110.87	12,841.11
(iv) Other Financial Liabilities	26	2,279.95	905.62
(b) Other Current liabilities	27	413.64	901.48
(c) Provisions	28	150.57	128.70
(d) Current Tax Liabilities (Net)	29	128.78	431.23
<b>Total Current Liabilities</b>		<b>43,978.86</b>	<b>32,583.10</b>
<b>Total Liabilities</b>		<b>49,889.76</b>	<b>37,720.68</b>
<b>Total Equity and Liabilities</b>		<b>81,124.19</b>	<b>57,388.23</b>

## Significant Accounting Policies

See accompanying notes forming part of the financial statements

As per our report of even date attached

### For G. M. KAPADIA & CO

Chartered Accountants  
Firm Registration No.104767W

### ATUL SHAH

Partner  
Membership No.039569

Date : May 12, 2023  
Place : Mumbai

2

For and on behalf of the Board of Directors

### BHUPENDRA DALAL

Chairman  
(DIN : 00061492)

### MOLOY SAHA

Chief Executive Officer

Date : May 12, 2023  
Place : Mumbai

### MILAN DALAL

Managing Director  
(DIN : 00062453)

### ANAND KRISHNAN

Chief Financial Officer

# CONSOLIDATED STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2023

Sr. No.	Particulars	Note No.	Year ended	
			March 31, 2023	March 31, 2022
			(₹ in Lakhs)	
	<b>INCOME</b>			
I	Revenue from Operations	30	99,556.81	63,214.73
II	Other Income	31	594.81	645.91
III	<b>Total Income (I+II)</b>		<b>1,00,151.62</b>	<b>63,860.64</b>
	<b>EXPENSES</b>			
	Cost of materials consumed		79,101.60	48,096.99
	Purchases of Stock-in-Trade		9.55	6.24
	Changes in inventories of Finished Goods, Stock-in-Trade and Work in Progress	32	(9,031.50)	(6,914.37)
	Employee Benefits Expense	33	4,045.19	3,065.55
	Finance Costs	34	2,766.37	1,897.98
	Depreciation and Amortisation Expense	35	1,403.42	1,330.95
	Other Expenses	36	15,873.41	13,948.91
	<b>Total Expenses</b>		<b>94,168.04</b>	<b>61,432.25</b>
V	<b>Profit before Exceptional Items and Tax (III-IV)</b>		<b>5,983.58</b>	<b>2,428.39</b>
VI	Share of Loss of Joint Venture & Associate		(55.17)	(70.60)
VII	Profit before exceptional item and Tax (V+VI)		5,928.41	2,357.79
VIII	Exceptional Items (Gain on Sale of TDR)	37	532.32	-
IX	<b>Profit Before Tax (VII+VIII)</b>		<b>6,460.73</b>	<b>2,357.79</b>
	<b>Tax Expense</b>			
	Current Tax	38	1,844.39	888.56
	Deferred Tax	38	(124.62)	(59.86)
	<b>Total Tax Expenses</b>		<b>1,719.77</b>	<b>828.70</b>
XI	<b>Net Profit for the period after Tax (IX-X)</b>		<b>4,740.96</b>	<b>1,529.09</b>
	Non - controlling interest (on Net profit for the period)		*	(0.01)
	Net Profit after tax and Non - controlling interest (net of tax)		4,740.96	1,529.08
	<b>Other Comprehensive Loss</b>			
	<b>Items that will not be reclassified subsequently to profit or (loss):</b>			
	Remeasurement Loss of the defined benefit liability		(28.17)	(44.29)
	Effect of measuring equity instruments at fair value through OCI		1.64	(3.35)
	Income tax relating to above		7.95	12.70
	Share of other comprehensive Loss of Associates and Joint venture (net of tax)		(0.87)	-
	<b>Other Comprehensive Loss</b>		<b>(19.45)</b>	<b>(34.94)</b>
	<b>Total Comprehensive Income for the year</b>		<b>4,721.51</b>	<b>1,494.14</b>
	Total Non - controlling interest		*	(0.01)
	<b>Total Comprehensive income for the period after Non - controlling interest comprising profit and other comprehensive income</b>		<b>4,721.51</b>	<b>1,494.15</b>
	Earnings per share (Face Value ₹ 1 Per Share)	39		
	Basic (in ₹)		9.31	3.04
	Diluted (in ₹)		8.33	3.04

\*Amount is less than ₹ 1,000/-

## Significant Accounting Policies

See accompanying notes forming part of the financial statements

2

As per our report of even date attached

### For G. M. KAPADIA & CO

Chartered Accountants  
Firm Registration No.104767W

### ATUL SHAH

Partner  
Membership No.039569

Date : May 12, 2023  
Place : Mumbai

For and on behalf of the Board of Directors

### BHUPENDRA DALAL

Chairman  
(DIN : 00061492)

### MOLOY SAHA

Chief Executive Officer

Date : May 12, 2023  
Place : Mumbai

### MILAN DALAL

Managing Director  
(DIN : 00062453)

### ANAND KRISHNAN

Chief Financial Officer



# CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED MARCH 31, 2023

Particulars	(₹ In Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net Profit Before Tax	6,460.73	2,428.39
<b>Adjustments for :</b>		
Depreciation/ Amortisation	1,403.42	1,330.95
Finance Costs	2,766.37	1,897.98
Unrealised Loss on Foreign Currency Fluctuation (Net)	26.24	5.83
Share Based Payments to Employees	377.98	26.88
Impairment of financial assets	532.98	273.35
Impairment of Receivable / Advances	94.03	172.30
Dividend Income	(0.10)	(0.02)
Interest Received on Deposits and Others	(130.88)	(156.53)
Mark to Market Loss/(Gain) on Financial Assets / Liabilities	297.15	(34.16)
Balance / Provision Write Back (Net)	(1.23)	(22.24)
Provision for Gratuity	54.05	82.85
Provision for Sales Return	6.29	4.38
Provision for Bonus	82.04	3.55
Provision for Leave Encashment	77.12	30.04
Loss / (Profit) on Disposal of Property, Plant and Equipment	22.47	(6.77)
Net (Gain)/Loss on fair valuation of Mutual Fund	(1.88)	(1.04)
Loss on Sale of License	24.17	78.58
(Profit)/Loss on Sale of Investments	(0.42)	-
Share of Loss of Joint Venture & Associate	55.17	-
Gain on sale of TDR	532.32	-
<b>Operating Profit Before Working Capital Changes</b>	<b>12,678.02</b>	<b>6,114.32</b>
<b>Adjustments for :</b>		
Increase in Trade Receivables	(5,686.44)	(1,325.00)
Increase in Inventories	(12,340.35)	(7,606.34)
Increase in Financial Assets	(120.60)	(485.10)
(Decrease) / Increase in Trade payables	(571.50)	6,696.01
Increase in Other Financial Liabilities	481.24	127.33
Decrease in Other Liabilities and Provisions	(703.86)	(257.11)
Decrease / (Increase) in Other Assets	308.76	(1,305.24)
<b>Cash Generated From Operations</b>	<b>(5,954.73)</b>	<b>1,958.87</b>
Income Tax paid	(1,360.51)	(410.00)
<b>Net Cash flow (used in) / from Operating Activities (A)</b>	<b>(7,315.24)</b>	<b>1,548.87</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Interest Received	98.76	51.70
Dividend Received	0.10	0.02
Acquisition of Tangible and Intangible assets	(6,440.02)	(4,915.68)
Proceed from disposal of Property, Plant and Equipment	7.50	16.56
Sale of Investment	2.30	-
Purchase of Investments	(1,016.03)	(104.98)
Proceeds from Capital Subsidy	211.16	70.00
Proceeds from sale of TDR	(532.32)	-
Proceeds from Fixed Deposits	510.46	(900.19)
Invested in Fixed Deposits / Margin Money	(587.55)	595.35
<b>Net Cash flow used in Investing Activities (B)</b>	<b>(7,745.64)</b>	<b>(5,187.22)</b>

# CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED MARCH 31, 2023

Particulars	(₹ In Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Issue of Share Capital	6.00	-
Increase in Security Premium Account (Net of expenses)	510.85	-
Money Received Against Share Warrants	6,145.10	-
Finance Costs Paid	(2,452.94)	(1,856.61)
Dividend Paid	(126.39)	(101.40)
Payments for Lease	(339.03)	(272.86)
<b>Proceeds from Non-current Borrowings</b>	<b>3,276.17</b>	<b>4,464.05</b>
<b>Repayment of Non-current Borrowings</b>	<b>(1,892.94)</b>	<b>(1,516.20)</b>
Increase in Current Borrowings (Net)	8,271.46	2,143.25
Net Cash flow from Financing Activities (C)	13,398.28	2,860.23
Net decrease in Cash and Cash Equivalents (A+B+C)	(1,662.60)	(778.12)
Cash and Cash Equivalents at the beginning of the year	(5,179.92)	(4,401.80)
Cash and Cash Equivalents at the end of the Period	(6,842.52)	(5,179.92)
Cash and Cash Equivalents comprises of		
Balances with Banks	1,211.20	233.79
Cash on hand	20.13	15.79
Bank Overdraft	(8,073.85)	(5,429.50)
<b>Closing Balance of Cash and Cash Equivalents</b>	<b>(6,842.52)</b>	<b>(5,179.92)</b>

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

Particulars	(₹ in Lakhs)		
	As at March 31, 2022	Movement During the year	As at March 31, 2023
Net Debt	16,210.48		
Proceeds from Borrowings		11,547.63	
Repayment of Loan		(1,892.94)	
Interest expenses		2,766.37	
Interest Paid		(2,452.94)	
Net Debt			26,178.60

Particulars	(₹ in Lakhs)		
	As at March 31, 2021	Movement During the year	As at March 31, 2022
Net Debt	11,078.01		
Proceeds from Borrowings		6,607.30	
Repayment of Loan		(1,516.20)	
Interest expenses		1,897.98	
Interest Paid		(1,856.61)	
Net Debt			16,210.48

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

As per our report of even date attached

**For G. M. KAPADIA & CO**

Chartered Accountants  
Firm Registration No.104767W

**ATUL SHAH**

Partner  
Membership No.039569

Date : May 12, 2023  
Place : Mumbai

**For and on behalf of the Board of Directors**

**BHUPENDRA DALAL**

Chairman  
(DIN : 00061492)

**MOLOY SAHA**

Chief Executive Officer

Date : May 12, 2023  
Place : Mumbai

**MILAN DALAL**

Managing Director  
(DIN : 00062453)

**ANAND KRISHNAN**

Chief Financial Officer

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2023

## A. Equity Share Capital

Particulars	Note No.	(₹ in Lakhs) Amount
Balance as at April 1, 2021		503.38
Add: Changes in Equity Share Capital during the year		-
Balance as at April 1, 2022	19	503.38
Add: Changes in Equity Share Capital during the year		6.00
<b>Balance as at March 31, 2023</b>		<b>509.38</b>

## B. Other Equity

Particulars	Note No.	Reserves and Surplus					Equity Instruments through Other Comprehensive Income	Foreign Currency translation reserve	Money Received Against Share Warrants	Amount attributable to the owners of the parent	Non-Controlling interest	(₹ in Lakhs) Total
		General Reserve	Securities Premium	Share Options Outstanding Account	Capital Reserve	Retained Earnings						
<b>Balance as at April 1, 2021</b>	<b>20</b>	<b>2,301.84</b>	<b>2,159.58</b>	-	<b>308.18</b>	<b>12,970.80</b>	<b>2.83</b>	<b>0.54</b>	<b>17,743.77</b>	<b>0.04</b>	<b>17,743.81</b>	
Profit for the year		-	-	-	-	1,529.09	-	-	1,529.09	0.01	1,529.10	
Other Comprehensive Loss for the year (Net)		-	-	-	-	(31.59)	(3.35)	-	(34.94)	-	(34.94)	
Dividends		-	-	-	-	(100.68)	-	-	(100.68)	-	(100.68)	
Share Based Payments to Employees (net) (Refer Note 50)		-	-	26.88	-	-	-	-	26.88	-	26.88	
<b>Balance as at April 1, 2022</b>	<b>20</b>	<b>2,301.84</b>	<b>2,159.58</b>	<b>26.88</b>	<b>308.18</b>	<b>14,367.62</b>	<b>(0.52)</b>	<b>0.54</b>	<b>19,164.12</b>	<b>0.05</b>	<b>19,164.17</b>	
Profit for the year		-	-	-	-	4,740.96	-	-	4,740.96	-	4,740.96	
Other Comprehensive Income /(Loss) for the year		-	-	-	-	(20.22)	1.64	-	(18.58)	-	(18.58)	
Dividends		-	-	-	-	(125.85)	-	-	(125.85)	-	(125.85)	
Share Based Payments to Employees (net) (Refer Note 50)		-	-	377.98	-	-	-	-	377.98	-	377.98	
Transfer to Retained Earnings		(68.40)	-	-	-	68.40	-	-	-	-	-	
Transfer from/ to Share Options Outstanding Account		-	-	(1.18)	-	-	-	-	(1.18)	-	(1.18)	
Premium on issue of equity shares against conversion of warrants net of transaction cost (Refer Note No. 19.2(ii) and Note 20)		-	510.85	-	-	-	-	-	510.85	-	510.85	
Transaction cost related to preferential allotment (Refer Note No.20)		-	-	-	-	-	-	-	-	-	-	
Other Adjustments		-	-	-	-	(68.40)	-	-	(68.40)	-	(68.40)	
Amount Received on issue of Warrants convertible into equity shares (Refer Note No.19.2(ii))		-	-	-	-	-	-	6,145.10	6,145.10	-	6,145.10	
<b>Balance as at March 31, 2023</b>		<b>2,233.44</b>	<b>2,670.43</b>	<b>403.68</b>	<b>308.18</b>	<b>18,962.51</b>	<b>1.12</b>	<b>0.54</b>	<b>30,725.00</b>	<b>0.05</b>	<b>30,725.05</b>	

For and on behalf of the Board of Directors

As per our report of even date attached

**For G. M. KAPADIA & CO**

Chartered Accountants

Firm Registration No.104767W

**BHUPENDRA DALLAL**

Chairman

(DIN : 00061492)

**MILAN DALAL**

Managing Director

(DIN : 00062453)

**ATUL SHAH**

Partner

Membership No. 039569

**MOLLOY SAHA**

Chief Executive Officer

**ANAND KRISHNAN**

Chief Financial Officer

Place : Mumbai

Date : May 12, 2023

Place : Mumbai

Date : May 12, 2023

# NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

## FOR THE YEAR ENDED MARCH 31, 2023

### 1. CORPORATE INFORMATION

The consolidated financial statements comprise financial statement of Foods and Inns Limited ("the Company") and its subsidiary (collectively the "Group") for the year ended March 31, 2023. The Company is public limited company domiciled in India and is incorporated under provisions of the companies Act applicable in India. Its shares are publically traded on the BSE Limited as well as on NSE Limited in India.

The Group is engaged in business of processing and marketing fruit pulps, concentrates and spray dried fruit and vegetable powders, Powder of various spices, frozen vegetables and snacks, medicated products both into domestic and international markets.

### 2. SIGNIFICANT ACCOUNTING POLICIES

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

#### 2.1 Basis of Preparation

##### i. Compliance with Ind AS

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

##### ii. Authorisation of financial statements

The authorisation of consolidated financial statements of the Group for the year ended March 31, 2023 were authorised for issue by the Board of Directors at their meeting held on May 12, 2023.

##### iii. Accrual Basis of Accounting

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

- a. Certain financial assets and liabilities (including derivative instruments) that are measured at fair value.

- b. Defined benefits plans-plan assets measured at fair value.

#### 2.2 Functional and presentation currency

These consolidated financial statements are presented in Indian Rupees (₹), which is also the Group's functional currency and all amounts disclosed in the consolidated financial statements and notes have been rounded off to the nearest Lakhs (₹ '00,000) upto two decimals, except when otherwise indicated.

#### 2.3 Current versus non-current classification

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

An asset is treated as current if it is:

- a) expected to be realised or intended to be sold or consumed in normal operating cycle;
- b) held primarily for the purpose of trading;
- c) expected to be realised within twelve months after the reporting period; or
- d) the cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is treated as current when:

- a) it is expected to be settled in normal operating cycle;
- b) it is held primarily for the purpose of trading;
- c) it is due to be settled within twelve months after the reporting period; or
- d) there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current on net basis.

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



## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

### 2.4 Principles of consolidation and equity accounting

#### (i) Subsidiary

Subsidiary is an entity over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiary are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group combines the financial statements of the parent and its subsidiary line by line adding together like items of assets, liabilities, equity, income and expenses. Intergroup transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated Statement of Profit and Loss, consolidated Statement of Changes in Equity and Balance Sheet respectively.

#### (ii) Associate

Associate is an entity over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investment in Associate are accounted for using the equity method of accounting (see (iv) below), after initially being recognised at cost.

#### (iii) Joint Ventures

Under Ind AS 111 Joint Arrangement, investment in joint arrangement is classified as either joint operation or joint venture. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. The Group has only joint venture. Investment in Joint venture are accounted for using the equity method of accounting (see (iv) below), after initially being recognised at cost.

#### (iv) Equity method

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the

investee in profit and loss, and the Group's share of Other Comprehensive Income of the investee in Other Comprehensive Income. Dividends received or receivable from Associate and joint venture are recognised as a reduction in the carrying amount of the investment.

When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group's does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the Group and its Associate and Joint venture are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

The carrying amount of equity accounted investments are tested for impairment in accordance with the policy described in note 2.10 below.

### 2.5 Business Combinations

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interest in the acquiree. For each business combination, the Company elects whether it measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition costs which are administrative in nature are expensed out.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill forms part of a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed off is

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed off in this circumstance is measured based on the relative values of the operation disposed off and the portion of the cash-generating unit retained.

Common control business combinations include transactions, such as transfer of subsidiaries or businesses, between entities within a Group.

Business combinations involving entities or businesses under common control are accounted for using the pooling of interests method. Under pooling of interest method, the assets and liabilities of the combining entities are reflected at their carrying amounts, the only adjustments that are made are to harmonise accounting policies.

The financial information in the consolidated financial statements in respect of prior periods are restated as if the business combination had occurred from the beginning of the preceding period in the consolidated financial statements, irrespective of the actual date of the combination. However, if business combination had occurred after that date, the prior period information is restated only from that date.

The difference, if any, between the amount recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to capital reserve and presented separately from other capital reserves with disclosure of its nature and purpose in the notes.

### 2.6 Property, Plant and Equipment

#### Recognition and Measurement

Property, Plant and Equipment is recognised when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

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

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

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

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

#### Derecognition

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

### 2.7 Capital Work-in-progress

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

### 2.8 Depreciation

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

Freehold land is not depreciated.

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

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

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

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

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

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

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

### 2.9 Intangible Assets

#### Recognition and Measurement

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

#### Amortisation

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

#### Derecognition of intangible assets

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

### Goodwill

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

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

### 2.10 Impairment of assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible, intangible assets and investment in subsidiary, associate and joint-venture to determine whether there is any indication that those assets may be impaired and also whether there is any indication of reversal of impairment loss recognised in previous periods. If any such indication exists, the recoverable amount is estimated, and impairment loss, if any, is recognised and the carrying amount is reduced to its recoverable amount. Recoverable amount is the higher of the value in use or fair value less cost to sell, of the asset or cash generating unit, as the case may be. Recoverable amount is determined for individual assets, unless asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs.

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

An impairment loss is recognised immediately in the Statement of Profit or Loss. When impairment subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount,

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

but upto the amount that would have been determined, had no impairment loss been recognised for that asset or cash generating unit. A reversal of an impairment loss is recognised immediately in the Statement of Profit or Loss.

### 2.11 Inventories

Inventories are valued as follows:

#### **Raw materials, components and stores and spares:**

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

#### **Work-in-progress:**

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

#### **Finished goods:**

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

**b) Traded** - At lower of cost and net realisable value. Cost of inventory comprises all costs of purchases, duties, taxes (other than those subsequently recoverable from tax authorities), and all other costs incurred in bringing the inventory to their present location and condition and is determined on a weighted average cost basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale. Provision for obsolescence is determined based on management's assessment and is charged to the Standalone Statement of Profit and Loss.

### 2.12 Financial Instruments

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

#### **Initial Recognition Financial Assets and Financial Liabilities:**

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

#### **Classification and Subsequent Measurement: Financial Assets**

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

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

#### **Amortised Cost:**

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

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

#### **FVTOCI:**

A financial asset is classified and measured at FVTOCI if both of the following conditions are met: - it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and - the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Movements in the carrying amount are taken through



## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

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

### **FVTPL:**

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

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

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

### **Classification and Subsequent Measurement: Financial liabilities:**

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

### **Financial Liabilities at FVTPL:**

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

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

### **Write-off:**

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

### **2.13 Other Financial Liabilities:**

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

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

### **2.14 Impairment of financial assets:**

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

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

### **2.15 Derecognition of financial assets:**

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

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

On derecognition of a financial asset other than in its entirety

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

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

### 2.16 Financial liabilities and equity instruments:

- **Classification as debt or equity:**

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

- **Equity instruments:**

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

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

### 2.17 Derecognition of financial liabilities:

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

### 2.18 Offsetting financial Instruments:

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

### 2.19 Cash and Cash Equivalent

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

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

### 2.20 Employee Stock Option Plan (ESOP)

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

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

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

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

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

### 2.21 Borrowing Costs

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

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

### 2.22 Provisions, Contingent Liabilities and Contingent Assets

#### Provisions

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

Provisions are made at the management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. If the effect of the time value of money is material, the amount of provision is discounted using an appropriate pre-tax rate that reflects current market assessments of the time value of money and, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

#### Contingent Liability

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

#### Contingent Asset

Contingent Assets are not recognised but where an inflow of economic benefits is probable, contingent assets are disclosed in the financial statements. Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

### 2.23 Revenue Recognition

#### Revenue from contracts with customers

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

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

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

1. Identify the contract with a customer;
2. Identify the performance obligations in the contract;
3. Determine the transaction price;
4. Allocate the transaction price to the performance obligations in the contract; and
5. Recognise revenues when a performance obligation is satisfied.

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

#### Trade Receivables

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

### 2.24 Recognition of Dividend Income and Interest Income

#### i. Interest income

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

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of that financial asset.

#### ii. Dividends

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

### 2.25 Foreign Currency Transactions

On initial recognition, transactions in foreign currencies are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

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

### 2.26 Employee Benefits:

#### Short-term employee benefits:

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

#### Long-term employee benefits:

- **Defined Contribution Plan:**

##### Provident and Family Pension Fund

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

##### Superannuation fund:

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

- **Defined Benefit Plan:**

##### Gratuity

In accordance with applicable Indian laws, the Group provides for gratuity, a defined benefit retirement plan ("Gratuity Plan") covering all employees. The Gratuity Plan provides a lump sum payment to

vested employees, at retirement or death while in employment or termination of employment, an amount based on the respective employee's last drawn salary and the years of employment with the Group. Vesting occurs upon completion of five years of service. Liability with regard to Gratuity Plan is accrued based on actuarial valuation at the Balance Sheet date, carried out by an independent actuary. The Group makes contribution to the Group Gratuity Scheme with SBI Life Insurance Company Limited based on an independent actuarial valuation made at the year-end.

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

### 2.27 Compensated Absences

The liabilities for leave are not expected to be settled wholly within twelve months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The Group provides for the encashment of absence or absence with pay based on policy of the Group in this regard. The employees are entitled to accumulate such absences subject to certain limits, for the future encashment or absence. The Group records an obligation for Compensated Absences in the period in which the employee renders the services that increases this entitlement. The Group measures the expected cost of Compensated Absences as the additional amount that the Group expects to pay as a result of the unused entitlement that has accumulated at the Balance Sheet date on the basis of an independent actuarial valuation.

### 2.28 Taxes on Income

#### Current Tax

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

Current income tax relating to items recognised directly in



## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

equity is recognised in equity and not in the Statement of Profit or Loss.

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

### **Deferred Tax**

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

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

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

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

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

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

### **Minimum Alternate Tax**

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

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

## **2.29 Leases**

### **As a lessee**

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

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

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

### **Short-term leases and leases of low-value assets**

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

### **As a lessor**

A lease is classified as an operating lease if it does not

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

transfer substantially all the risks and rewards incidental to ownership of an underlying asset. Lease income from operating leases where the Group is a lessor are recognised on either a straight-line basis or another systematic basis. The Group shall apply another systematic basis if that basis is more representative of the pattern in which benefit from the use of the underlying asset is diminished. The Group present underlying assets subject to operating leases in its balance sheet according to the nature of the underlying asset.

### 2.30 Earnings Per Share

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

### 2.31 Share issue expenses

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

### 2.32 Research and Development

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

### 2.33 Government Grants and Subsidies:

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

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

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

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

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

### 2.34 Use of Judgements, Estimates and assumptions

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

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

#### Income taxes

Significant judgements are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions as also to determine the amount of deferred tax that can be recognised, based upon the likely timing and the level of future taxable profits. Also, Refer Note 38.

#### Property, Plant and Equipment/Intangible Assets

Property, Plant and Equipment/ Other Intangible Assets are

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

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

### Employee Benefit Plans

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

### Impairment of Financial Assets

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

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

### Recoverability of Trade Receivables

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

### Fair Value measurements of Financial Instruments

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

### Impairment of Assets

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

### Provisions

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

### Financial Guarantee Contract

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

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

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

Particulars									(₹ in Lakhs)	
	Land	Buildings	Plant and Machinery	Furniture and Fixtures	Office Equipments	Vehicles	Computers	Total	Right of use Assets	
<b>Gross Block</b>										
<b>As at April 1, 2021</b>	<b>505.97</b>	<b>6,175.69</b>	<b>9,549.93</b>	<b>86.62</b>	<b>87.79</b>	<b>372.45</b>	<b>58.62</b>	<b>16,837.08</b>	<b>98.02</b>	
Additions	-	494.95	382.94	34.23	21.73	44.52	13.56	991.93	999.45	
Disposals / Adjustments*	2.68	70.00	9.81	9.27	6.39	4.55	10.19	112.89	-	
<b>As at March 31, 2022</b>	<b>503.29</b>	<b>6,600.64</b>	<b>9,923.06</b>	<b>111.58</b>	<b>103.13</b>	<b>412.42</b>	<b>61.99</b>	<b>17,716.12</b>	<b>1,097.47</b>	
Additions	2.36	1,647.90	3,727.21	24.78	31.01	50.98	8.48	5,492.72	-	
Disposals / Adjustments*	-	-	35.30	0.25	6.79	5.00	1.94	49.28	-	
<b>As at March 31, 2023</b>	<b>505.65</b>	<b>8,248.54</b>	<b>13,614.97</b>	<b>136.11</b>	<b>127.35</b>	<b>458.40</b>	<b>68.53</b>	<b>23,159.56</b>	<b>1,097.47</b>	
<b>Accumulated Depreciation</b>										
<b>Up to March 31, 2021</b>	<b>-</b>	<b>1,062.72</b>	<b>4,154.61</b>	<b>38.34</b>	<b>49.24</b>	<b>158.10</b>	<b>41.35</b>	<b>5,504.36</b>	<b>51.49</b>	
Charge for the year	-	224.90	796.26	8.97	13.00	42.81	9.52	1,095.46	221.99	
Withdrawal for Disposal / Adjustments	-	4.43	7.95	4.97	5.77	1.30	8.43	32.85	-	
<b>Up to March 31, 2022</b>	<b>-</b>	<b>1,283.19</b>	<b>4,942.92</b>	<b>42.34</b>	<b>56.47</b>	<b>199.61</b>	<b>42.44</b>	<b>6,566.97</b>	<b>273.48</b>	
Charge for the year	-	244.28	712.27	10.94	15.44	47.01	8.86	1,038.80	351.11	
Withdrawal for Disposal / Adjustments	-	12.37	-	0.23	4.85	0.21	1.70	19.35	-	
<b>Up to March 31, 2023</b>	<b>-</b>	<b>1,515.10</b>	<b>5,655.19</b>	<b>53.05</b>	<b>67.06</b>	<b>246.41</b>	<b>49.60</b>	<b>7,586.42</b>	<b>624.59</b>	
<b>Net Block</b>										
<b>Balance as at March 31, 2022</b>	<b>503.29</b>	<b>5,317.45</b>	<b>4,980.14</b>	<b>69.24</b>	<b>46.66</b>	<b>212.81</b>	<b>19.55</b>	<b>11,149.15</b>	<b>823.99</b>	
<b>Balance as at March 31, 2023</b>	<b>505.65</b>	<b>6,733.44</b>	<b>7,959.78</b>	<b>83.06</b>	<b>60.29</b>	<b>211.99</b>	<b>18.93</b>	<b>15,573.14</b>	<b>472.88</b>	

\* Disposals / Adjustments refers to Sale and discard of assets and Capital Subsidy received during the year adjusted against Buildings.

Refer note 21 for information on Property, Plant and Equipment pledged as security of the group.

Refer note 40 for disclosure for Right of Use of assets which relates to Plant and Machinery, Vehicles and Office premises.

Refer note 42 for disclosure of contractual commitments for acquisition of Property, Plant and Equipment.

**3b. Capital Work-in-Progress (CWIP)**

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Opening Balance	5,543.01	1,773.50
Additions	5,522.92	4,381.94
Transfer to Property, Plant and Equipment	(4,935.14)	(612.43)
<b>Closing Balance</b>	<b>6,130.79</b>	<b>5,543.01</b>



NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**Capital-Work-in Progress (CWIP)**

(i) **Ageing Schedule as at March 31, 2023**

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years*	More than 3 years	
Projects in progress	2,353.15	3,164.96	593.67	19.01	<b>6,130.79</b>
Projects temporarily suspended	-	-	-	-	-

(ii) **Ageing Schedule as at March 31, 2022**

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	4,381.94	1,032.43	128.64	-	<b>5,543.01</b>
Projects temporarily suspended	-	-	-	-	-

**4. OTHER INTANGIBLE ASSETS**

Particulars	Software	Trademark & Copyrights	Goodwill	(₹ in Lakhs)
				Total
<b>Gross Block</b>				
<b>As at April 1, 2021</b>	<b>138.32</b>	<b>0.10</b>	<b>1,210.00</b>	<b>1,348.42</b>
Additions	1.00	-	-	1.00
Disposals / Adjustments	-	-	-	-
<b>As at March 31, 2022</b>	<b>139.32</b>	<b>0.10</b>	<b>1,210.00</b>	<b>1,349.42</b>
Additions	2.71	-	-	2.71
Disposals / Adjustments	-	-	-	-
<b>As at March 31, 2023</b>	<b>142.03</b>	<b>0.10</b>	<b>1,210.00</b>	<b>1,352.13</b>
<b>Accumulated Depreciation</b>				
<b>Up to March 31, 2021</b>	<b>32.96</b>	<b>0.02</b>	-	<b>32.98</b>
Charge for the year	13.47	0.03	-	13.50
Withdrawal for Disposal / Adjustments	-	-	-	-
<b>Up to March 31, 2022</b>	<b>46.43</b>	<b>0.05</b>	-	<b>46.48</b>
Charge for the year	13.49	0.02	-	13.51
Withdrawal for Disposal / Adjustments	-	-	-	-
<b>Up to March 31, 2023</b>	<b>59.92</b>	<b>0.07</b>	-	<b>59.99</b>
<b>Net Block</b>				
<b>Balance as at March 31, 2022</b>	<b>92.89</b>	<b>0.05</b>	<b>1,210.00</b>	<b>1,302.94</b>
<b>Balance as at March 31, 2023</b>	<b>82.11</b>	<b>0.03</b>	<b>1,210.00</b>	<b>1,292.14</b>

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

Intangible Assets	Less than 1 year	2-5 years	More than 5 years	Residual Value	(₹ in Lakhs)
					Total
Software	13.44	52.84	8.72	7.11	<b>82.11</b>
Trademark & Copyrights	0.02	-	-	0.01	<b>0.03</b>

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

5. INVESTMENTS : NON-CURRENT

Particulars	₹ in Lakhs	
	As at March 31, 2023	As at March 31, 2022
<b>Quoted</b>		
<b>Investments In Equity Shares (Fully Paid up) (measured at FVTOCI)</b>		
66 (As at March 31, 2022, 66 shares) Equity Shares of Hindustan Unilever Limited of face value of ₹1 each	1.68	1.35
2,000 (As at March 31, 2022, 2,000 shares) Equity Shares of FDC Limited of face value of ₹ 1 each	5.13	5.14
9,400 (As at March 31, 2022, 9,400 shares) Equity Shares of Bank of Maharashtra Limited of face value of ₹10 each	2.33	1.57
1,656 (As at March 31, 2022, 1,656 shares) Equity Shares of Union Bank Of India Limited of face value of ₹ 10 each	1.10	0.64
<b>Unquoted</b>		
<b>Investments In Equity Instruments (Fully Paid up) (Measured at Cost)</b>		
Joint Venture		
37,70,000 (As at March 31, 2022, 9,55,000 shares) Equity Shares of Beyond Mango Private Limited of face value of ₹ 10 each	377.00	95.50
<b>Investment in Equity Instruments of other companies (Fully Paid up) (Measured at FVTOCI)</b>		
1,00,000 (As at March 31, 2022, 1,00,000 shares) Equity Shares of CIFCO Finance Limited of face value of ₹10 each	-	-
2,000 (As at March 31, 2022, 2,000 shares) Equity Shares of Western Foods Limited of face value of ₹ 10 each	-	-
6 (As at March 31, 2022, 6 shares ) Equity Shares of Dravya Finance Limited of face value of ₹ 10 each	-	-
<b>Other Investments (Measured at amortised cost)</b>		
Investments in Government or trust Securities		
National Savings Certificate (VIII Issue)	-	0.30
Indira Vikas Patra #	-	0.00
<b>Total</b>	<b>387.24</b>	<b>104.50</b>
<b>Aggregate Amount Of Quoted Investments and Market Value thereof</b>	<b>10.24</b>	<b>8.70</b>
<b>Aggregate Amount Of Unquoted Investments</b>	<b>377.00</b>	<b>95.80</b>
<b>Aggregate value of Investments measured at FVTOCI</b>	<b>10.24</b>	<b>8.70</b>

# This amount is less than ₹ 1,000

6. LOANS : NON-CURRENT

Particulars	₹ in Lakhs	
	As at March 31, 2023	As at March 31, 2022
Loan to staff		
Unsecured, considered good	8.12	19.07
<b>Total</b>	<b>8.12</b>	<b>19.07</b>

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

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**7. OTHER NON-CURRENT FINANCIAL ASSETS**

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Security Deposits		
Unsecured, considered good	702.86	590.84
Term Deposits* (Originally Maturity for more than Twelve months)	273.21	100.86
<b>Total</b>	<b>976.07</b>	<b>691.70</b>

\*Out of the above, Term Deposit of ₹ 27.46 Lakhs (As at March 31, 2022 ₹ 27.46 lakhs) is pledged as collateral in respect of secured loan taken from banks (Refer Note 24.4)

**8. DEFERRED TAX ASSETS (NET)**

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>Deferred tax Assets</b>		
Property, Plant and Equipment	2.69	-
Other temporary difference / unutilised tax assets	2.09	207.96
MAT Credit Entitlement	-	1,829.53
Total Deferred tax Assets	4.78	2,037.49
<b>Less:</b>		
<b>Deferred tax Liabilities</b>		
Property, Plant and Equipment	-	1,077.68
Total Deferred tax Liabilities	-	1,077.68
<b>Total</b>	<b>4.78</b>	<b>959.81</b>

Refer Note No.23 for reconciliation of deferred tax (assets)/liabilities.

**9. OTHER NON-CURRENT ASSETS**

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Capital Advances	751.00	447.63
Prepayments	24.44	26.31
<b>Total</b>	<b>775.44</b>	<b>473.94</b>

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

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**10. INVENTORIES**

Particulars	₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Raw Materials	1,072.97	598.70
Packing materials	6,936.39	4,101.81
Work-in-progress	1,321.98	846.28
Finished goods	23,870.82	12,885.79
Add: Goods-in-transit	81.13	43.19
	23,951.95	12,928.98
Stock-in-trade	-	2,467.17
<b>Total</b>	<b>33,283.29</b>	<b>20,942.94</b>

The inventories have been pledged as security for borrowings (Refer note No. 24.1 and 24.2).

**11. INVESTMENTS : CURRENT**

Particulars	₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>Quoted</b>		
<b>Investments In Equity Shares (measured at FVTOCI)</b>		
1,600 (As at March 31, 2022, 1,600 shares) Equity Shares of Parag Milk Foods Limited of face value of ₹ 10 each	1.16	1.55
26 (As at March 31, 2022, 25 shares) Equity Shares of Tasty Bite Eatables Limited of face value of ₹ 10 each	2.09	2.71
150 (As at March 31, 2022, 300 shares) Equity Shares of Varun Beverages Limited of face value of ₹ 10 each	2.08	2.82
9 (As at March 31, 2022, 9 shares) Equity Shares of Hindustan Unilever Limited of face value of ₹ 1 each	0.23	0.18
<b>Unquoted</b>		
<b>Investments in Mutual Funds (Measured at FVTPL)</b>		
Union Medium duration Fund Regular, Growth 99,895.105 units (As at March 31, 2022, 99,895.105 units)	10.90	10.65
SBI short term Debt fund Regular, Growth 59,845.949 units (As at March 31, 2022, 59,845.949 units)	16.24	15.59
SBI Corporate Bond and Regular Growth 56,31,712.895 units (As at March 31, 2022, Nil units)	735.73	-
<b>Total</b>	<b>768.43</b>	<b>33.50</b>
<b>Aggregate value of Quoted Investments and market value, thereof</b>	<b>5.56</b>	<b>7.26</b>
<b>Aggregate value of Investments measured at FVTPL</b>	<b>762.87</b>	<b>26.24</b>
<b>Aggregate value of Investments measured at FVTOCI</b>	<b>5.56</b>	<b>7.26</b>



NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**12. TRADE RECEIVABLES**

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Unsecured, Considered Good	15,039.11	9,461.97
Unsecured, Considered Unsecured, Credit impaired	463.88	298.74
Less: Provision for impairment	(463.88)	(298.74)
<b>Total</b>	<b>15,039.11</b>	<b>9,461.97</b>

The receivables have been pledged as security for borrowings (Refer Note No. 24.1 and 24.2)

No amount is due from any of the directors or officers of the Company, severally or jointly with any other person; or from firms where such director is a partner or from private companies where such director is a member except ₹ 226.03 Lakhs (As at March 31, 2022, ₹ 283.22 Lakhs) due from associate company.

**Trade Receivable ageing as at March 31, 2023**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed - considered good	14,843.17	99.33	89.95	6.67	-	15,039.11
(ii) Undisputed - Credit impaired	-	-	187.05	78.39	198.44	463.88
Total	14,843.17	99.33	277.00	85.06	198.44	15,502.99
Less: Allowance for doubtful trade receivables - Billed						(463.88)
<b>Net</b>						<b>15,039.11</b>

**Trade Receivable ageing as at March 31, 2022**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed - considered good	9,081.22	258.57	122.18	-	-	9,461.97
(ii) Undisputed - Credit impaired	-	-	100.30	156.02	42.42	298.74
Total	9,081.22	258.57	222.48	156.02	42.42	9,760.71
Less: Allowance for doubtful trade receivables - Billed						(298.74)
<b>Net</b>						<b>9,461.97</b>

**Trade Receivable from Related Parties**

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Related Parties (Refer Note 45)	241.22	294.02
Less : Loss Allowance	(215.81)	(156.44)
<b>Total</b>	<b>25.41</b>	<b>137.58</b>

**13. CASH AND CASH EQUIVALENTS**

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Balances with Banks		
Current Accounts	1,211.20	233.79
Cash on hand	20.13	15.79
<b>Total</b>	<b>1,231.33</b>	<b>249.58</b>

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**14. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS**

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Unclaimed Dividend Accounts #	8.49	7.95
Margin money with banks * (original maturity for more than three months but less than twelve months)	314.17	586.96
Term Deposit (original maturity for more than three months but less than twelve months)	178.43	1.04
<b>Earmarked Balances with Banks #</b>	<b>0.14</b>	<b>-</b>
<b>Total</b>	<b>501.23</b>	<b>595.95</b>

\*Marked as lien in favour of bank

#Earmarked Balances

**15. LOANS : CURRENT**

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Inter-Corporate Deposit*		
Unsecured, Considered good	684.62	835.04
Advance to others		
Unsecured, Considered good	-	350.00
Loans to Staff		
Unsecured, Considered good	33.13	23.72
<b>Total</b>	<b>717.75</b>	<b>1,208.76</b>

No amount is due from any of the directors or officers of the Company, severally or jointly with any other person; or from firms where such director is a partner or from private companies where such director is a member except ₹ Nil (As at March 31, 2022 ₹ 2.07 Lakhs) as Loan to Key Managerial Person.

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

**16. OTHER FINANCIAL ASSETS**

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Security Deposits	11.24	4.50
Derivative Assets	-	22.97
Accrued Interest on Fixed Deposits/ICD	413.94	381.82
Advance to Related Parties	39.97	10.14
Less: Provision for Impairment	(36.04)	-
	<b>3.93</b>	<b>10.14</b>
Advance to others	7.05	7.05
<b>Total</b>	<b>436.16</b>	<b>426.48</b>

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

**17. CURRENT TAX ASSETS (NET)**

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Current Tax Assets		
Advance Taxes (net of provision)	850.78	394.37
<b>Total</b>	<b>850.78</b>	<b>394.37</b>

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**18. OTHER CURRENT ASSETS**

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Advances other than capital advances		
Unsecured and considered good		
Advances to Suppliers	1,873.87	1,952.76
Advances to Employees	19.44	59.77
Advances to Other Parties	44.66	5.63
Others		
Export Benefits Receivable	146.78	500.25
Balance with Statutory Authorities	483.47	396.68
Prepayments	107.29	91.48
<b>Total</b>	<b>2,675.51</b>	<b>3,006.57</b>

No amount is due from any of the directors or officers of the Company, severally or jointly with any other person; or from firms where such director is a partner or from private companies where such director is a member except ₹ 36.62 Lakhs (As at March 31, 2022 ₹ 23.71 Lakhs) as Loan to Key Managerial Person.

**19. EQUITY SHARE CAPITAL**

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>Authorised Share Capital</b>		
16,00,00,000 (As at March 31, 2022 16,00,00,000) Equity shares of ₹ 1/- par value	1,600.00	1,600.00
3,00,000 (As at March 31, 2022 3,00,000) Redeemable Preference shares of ₹ 100/- par value*	300.00	300.00
<b>Total Authorised Share Capital</b>	<b>1,900.00</b>	<b>1,900.00</b>
5,09,38,260 (As at March 31, 2022 5,03,38,260) Equity shares of ₹ 1/- par value	509.38	503.38
<b>Total Issued, Subscribed and Paid up Share Capital</b>	<b>509.38</b>	<b>503.38</b>

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

**19.1 Reconciliation of the number of shares outstanding :**

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs
Equity Shares at the beginning	5,03,38,260	503.38	5,03,38,260	503.38
Add : Shares issued against conversion of warrants (refer note 19.2(ii))	600,000	6.00	-	-
<b>Equity Shares at the end</b>	<b>5,09,38,260</b>	<b>509.38</b>	<b>5,03,38,260</b>	<b>503.38</b>

**19.2 Rights, preferences and restrictions :**

- i. The Company has only one class of shares referred to as Equity Shares having par value of ₹ 1 Each holder of Equity Shares is entitled to one vote per share.
- ii. **Preferential Issue**

Pursuant to the approval by the Board of Directors at its meeting held on November 14, 2022 and approval by the members of the Company at their Extra-Ordinary General Meeting held on December 09, 2022 ('EGM'), the Company has allotted 2,21,61,749 warrants, each convertible into one equity share, on preferential basis at an issue price of ₹ 95/- each, upon

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

receipt of 30% of the issue price (i.e. ₹ 28.50 per warrant) as warrant subscription money. Balance 70% of the issue price (i.e. ₹ 66.50 per warrant) is payable within 18 months from the allotment date, at the time of exercising the option to apply for fully paid-up equity share of ₹ 1/- each (Face Value) of the Company, against each warrant held by the warrant holder. The Company, till date, has allotted 6,00,000 fully paid up equity shares against conversion of equal no. of warrants by the concerned warrant holder(s).

The details of the utilization of funds are given hereunder.

Particulars	(₹ in Lakhs)
	(₹ in Lakhs)
Funds raised and available for utilization till March 31, 2023	6,715.10
Funds utilized during the year ended March 31, 2023	6,715.10
Funds available for utilization as on March 31, 2023	Nil

There have been no deviation or variation in the use of proceeds from the objects stated in the offer document (Private Placement Offer cum Application Letter dated December 09, 2022) or explanatory statement to the EGM notice dated November 14, 2022.

- iii. In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the shareholders.

### 19.3 Dividend

The Board of Directors in their meeting held on May 12, 2023, have proposed a final dividend of ₹ 0.50 per equity share (Previous year ₹ 0.25 per Equity Share) for the financial year ended March 31, 2023. The proposal is subject to the approval of the shareholders at the Annual General meeting to be held on September, 2023 and if approved will result in a cash outflow of approximately ₹ 254.69 Lakhs (Previous year ₹ 125.85 lakhs).

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

Name of the Shareholder	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	% held	No. of Shares	% held
1. Mrs. Pallavi Dhupelia	8,316,309	16.33	10,000,450	19.87
2. Mr. Raymond Simkins	6,426,660	12.62	6,426,660	12.77
3. Western Press Private Limited	3,451,000	6.77	3,451,000	6.86

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

19.5 Disclosure of Shareholding of Promoters is as follows:

Category	Promoter Name	Shares held by promoters				% Change during the year
		As at March 31, 2023		As at March 31, 2022		
		No. of shares	% of total share	No. of shares	% of total share	
Promoter	Pallavi Dhupelia	83,16,309	16.33	1,00,00,450	19.87	(3.54)
Promoter Group	Rekha Dalal	22,51,500	4.42	22,51,500	4.47	(0.05)
Promoter Group	Satyen Dalal	5,02,790	0.99	18,02,790	3.58	(2.59)
Promoter	Milan Dalal	17,02,250	3.34	17,02,250	3.38	(0.04)
Promoter Group	Veena Dalal	10,52,250	2.07	10,52,250	2.09	(0.02)
Promoter Group	Asim Dalal	6,90,500	1.36	6,90,500	1.37	(0.01)
Promoter Group	Aditi Dalal	4,78,500	0.94	4,78,500	0.95	(0.01)
Promoter Group	Devdut Dalal	1,26,000	0.25	1,26,000	0.25	-
Promoter Group	Avanti Dalal	10,000	0.02	10,000	0.02	-
Promoter Group	Gaurika Dalal	4,500	0.01	4,500	0.01	-
Promoter Group	Ameya Dhupelia	4,470	0.01	4,470	0.01	-
Promoter Group	Bhupendra Champaklal Dalal	1,000	0.00	1,000	0.00	-
Promoter Group	Western Press Private Ltd.	34,51,000	6.77	34,51,000	6.86	(0.09)
Promoter Group	Cifco Ltd	6,50,550	1.28	6,50,550	1.29	(0.01)
Promoter Group	Satyajyoti Holdings Private Ltd.	2,88,000	0.57	2,88,000	0.57	-
Promoter Group	MPIL Corporation Ltd.	2,46,360	0.48	2,46,360	0.49	(0.01)
	<b>Total</b>	<b>1,97,75,979</b>	<b>38.84</b>	<b>2,27,60,120</b>	<b>45.21</b>	<b>(6.37)</b>

Disclosure of Shareholding of Promoters is as follows:

Category	Promoter Name	Shares held by promoters				% Change during the year
		As at March 31, 2022		As at March 31, 2021		
		No. of shares	% of total share	No. of shares	% of total share	
Promoter	Pallavi Dhupelia	1,00,00,450	19.87	1,00,00,450	19.87	-
Promoter Group	Rekha Dalal	22,51,500	4.47	22,50,500	4.47	-
Promoter Group	Satyen Dalal	18,02,790	3.58	18,02,790	3.58	-
Promoter	Milan Dalal	17,02,250	3.38	16,97,250	3.37	0.01
Promoter Group	Veena Dalal	10,52,250	2.09	10,52,250	2.09	-
Promoter Group	Asim Dalal	6,90,500	1.37	6,90,500	1.37	-
Promoter Group	Aditi Dalal	4,78,500	0.95	4,78,500	0.95	-
Promoter Group	Devdut Dalal	1,26,000	0.25	1,26,000	0.25	-
Promoter Group	Avanti Dalal	10,000	0.02	10,000	0.02	-
Promoter Group	Gaurika Dalal	4,500	0.01	4,500	0.01	-
Promoter Group	Ameya Dhupelia	4,470	0.01	4,470	0.01	-
Promoter Group	Bhupendra Champaklal Dalal	1,000	0.00	-	-	-
Promoter Group	Western Press Private Ltd.	34,51,000	6.86	34,51,000	6.86	-
Promoter Group	Cifco Ltd	6,50,550	1.29	6,50,550	1.29	-
Promoter Group	Satyajyoti Holdings Private Ltd.	2,88,000	0.57	2,88,000	0.57	-
Promoter Group	MPIL Corporation Ltd.	2,46,360	0.49	2,46,360	0.49	-
	<b>Total</b>	<b>2,27,60,120</b>	<b>45.21</b>	<b>2,27,53,120</b>	<b>45.20</b>	<b>0.01</b>



NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

20. OTHER EQUITY

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Capital Reserves	308.18	308.18
Securities Premium (Refer Note No. 19.2 (ii))	2,670.43	2,159.58
General Reserve	2,233.44	2,301.84
Share Options Outstanding Account (Refer Note No.49)	403.68	26.88
Retained Earnings	18,962.51	14,367.62
Equity Instruments through Other Comprehensive Income	1.12	(0.52)
Foreign Currency Translation Reserve	0.54	0.54
Money Received Against Share Warrants (Refer Note No. 19.2 (ii))	6,145.10	-
<b>Total</b>	<b>30,725.00</b>	<b>19,164.12</b>

**Description of the nature and purpose of Other Equity**

**Capital Reserve:** Capital reserve represents capital surplus and not normally available for distribution as dividend. Capital Reserve amount represents amount transferred on forfeiture of equity shares during F.Y. 1987-1988 and also on accounts of merger of Company's wholly own subsidiary Finns Frozen Foods (India) Limited

**Securities Premium:** Securities Premium is used to record the premium received on issue of shares. The Transaction cost incurred towards issue of preferential allotment of warrant convertible into Equity shares (Share Issue Expenses) has been reduced from the proceeds of Securities Premium received during the year.

**General Reserve:** The General Reserve comprises of transfer of profits from retained earnings for appropriation purposes. The reserve can be distributed/utilised by the Company in accordance with the Companies Act, 2013.

**Share Options Outstanding Account :** The Share options outstanding account is used to record the fair value of equity-settled share based payment transactions with employees. The amounts recorded in share options outstanding account are transferred to securities premium upon exercise of stock options and transferred to general reserve on account of stock options not exercised by employees.

**Retained Earnings:** Retained Earnings are the profits that the Company has earned till date and is net of amount transferred to other reserves such as general reserves etc., amount distributed as dividends and adjustments on account of transition to Ind AS.

**Equity instrument through other comprehensive income :** The fair value change of the equity instruments measured at fair value through other comprehensive income is recognised in Equity instruments through Other Comprehensive Income.

**Money Received Against Share Warrants:** Application money received from warrant holders comprises of the convertible warrants into equity shares, allotted to warrant holders upon receipt of 30% of the consideration amount pursuant to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

21. BORROWINGS : NON-CURRENT

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>Secured</b>		
Term Loans		
From Banks	2,443.07	3,018.81
From Financial Institutions	3,867.58	1,572.34
Vehicle Loans		
From Banks	-	1.36
From Financial Institutions	27.11	56.49
<b>Unsecured</b>		
Loans from related parties		
From Directors	-	305.53
	6,337.76	4,954.53
Less : Disclosed under Borrowings-Current (Refer Note 24)		
Current maturities of non-current borrowings	820.51	623.01
<b>Total</b>	<b>5,517.25</b>	<b>4,331.52</b>

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**Nature of Security and Terms of Repayment of Long-term Borrowings (including of those Current maturities shown in Note 23):**

Nature of Security	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>TERM LOANS</b>		
From Banks:		
a. Term Loan availed from State Bank of India ₹ 2,400.00 Lakhs @ 11.50 % p.a. repayable in 72 equated monthly installments commencing from March,2022	1,731.80	2,373.18
Primary Security:		
Exclusive First Charge on movable and immovable assets of the Company alongwith Land at vankal situated at Valsad both present and future procured/ to be procured out of this term loan		
b. Term Loan availed from HDFC Bank ₹ 325.00 Lakhs @ 7.50 % p.a. repayable in 60 equated monthly installments commencing from March,2022	269.79	257.30
Primary Security:		
Exclusive First Charge on the assets created out of Term Loan at gonde both present and future procured/to be procured out of this term loan		
c. Term Loan availed from HDFC Bank ₹ 390.00 Lakhs @ 7.50 % p.a. repayable in 48 equated monthly installments commencing from February,2022	319.23	137.01
Primary Security:		
Exclusive First Charge on the assets created out of Term Loan at gonde both present and future procured/to be procured out of this term loan		
d. Term Loan availed from HDFC Bank ₹ 187.50 Lakhs @ 7.50 % p.a. repayable in 48 equated monthly installments commencing from February,2022	122.25	150.55
Primary Security:		
Exclusive First Charge on the assets created out of Term Loan at gonde both present and future procured/to be procured out of this term loan		

	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>From Financial Institutions:</b>		
a. Term Loan availed from Siemens Financial Services Private Limited of ₹ 108.90 Lakhs @ 11.50% p.a. repayable in 36 equated monthly instalments commencing from July,2020	10.57	49.70
Primary Security:		
Exclusive First Charge on the asset of the Company procured out of this Term Loan		
b. Term Loan availed from Mahindra and Mahindra Financial Services Limited of ₹ 750.00 Lakhs @ 9.46% p.a. repayable in 51 equated monthly instalments commencing from February,2022	575.99	727.92
Primary Security:		
Exclusive First Charge on the asset of the Company procured out of this Term Loan		
c. Term Loan availed from Mahindra and Mahindra Financial Services Limited of ₹ 750.00 Lakhs @ 9.46% p.a. repayable in 51 equated monthly instalments commencing from February,2022	582.06	735.98
Primary Security:		
Exclusive First Charge on the asset of the Company procured out of this Term Loan		
d. Term Loan availed from Siemens Financial Services Private Limited of ₹ 2,233.47 Lakhs @ 11.25% p.a. repayable in 84 equated monthly instalments commencing from October,2022	2,155.87	-

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Primary Security:		
Exclusive First Charge on the asset of the Company procured out of this Term Loan		
e. Working Capital Term Loan availed from Mahindra Financial Services Limited of ₹ 500.00 Lakhs @ 10.75% p.a. repayable in 48 equated monthly instalments commencing from March,2023	489.84	-
Primary Security:		
Exclusive First Charge on the asset of the Company procured out of this Term Loan		
f. Working Capital Term Loan availed from Mahindra Financial Services Limited of ₹ 53.25 Lakhs @ 10.75% p.a. repayable in 60 equated monthly instalments commencing from March,2023	53.25	-
Primary Security:		
Exclusive First Charge on the asset of the Company procured out of this Term Loan		
<b>VEHICLE LOANS</b>		
<b>From Financial Institutions:</b>		
a. Vehicle Loan availed from Kotak Mahindra Prime Limited of ₹ 50.72 Lakhs @ 9.60% p.a. repayable in 59 equated monthly instalments commencing from March 1, 2019 is secured against the specified car	10.31	21.64
b. Vehicle Loan availed from Kotak Mahindra Prime Limited of ₹ 13.71 Lakhs @ 9.93% p.a. repayable in 59 equated monthly instalments commencing from September 5, 2019 is secured against the specified car	4.38	7.31
c. Vehicle Loan availed from Kotak Mahindra Prime Limited of ₹ 18.00 Lakhs @ 8.09% p.a. repayable in 36 equated monthly instalments commencing from April 5, 2022 is secured against the specified car	12.42	18.00
<b>Total</b>	<b>6,337.76</b>	<b>4,478.59</b>
Add: Loans fully repaid in current year	-	475.96
Less: Loans Processing Fees	-	0.02
<b>Total</b>	<b>6,337.76</b>	<b>4,954.53</b>

**Assets pledged as security**

	(₹ in Lakhs)	
Particulars	As at March 31, 2023	As at March 31, 2022
<b>Current</b>		
Receivables	14,913.91	9,461.97
Inventories	33,283.29	20,942.94
<b>Total A</b>	<b>48,197.20</b>	<b>30,404.91</b>
<b>Non-current</b>		
Land	505.65	503.29
Buildings	6,733.41	5,317.42
Plant and Machinery	7,881.21	4,900.98
Furniture and Fixtures	78.48	69.24
Office Equipments	58.42	45.63
Vehicles	202.05	201.67
Computers	17.54	17.06
Fixed Deposits with Bank	29.03	27.46
<b>Total B</b>	<b>15,505.79</b>	<b>11,082.75</b>
<b>Total (A+B)</b>	<b>63,702.99</b>	<b>41,487.66</b>

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

Details of long-term borrowings guaranteed by some of the directors or others:

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>Term loans from banks</b>		
Principal	2,443.07	3,018.81
<b>Term loans from Financial Institutions</b>		
Principal	3,867.58	1,572.34
Interest	592.78	276.47

22. PROVISIONS : NON-CURRENT

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Provision for employee benefits		
Compensated Absences (unfunded)	79.07	69.29
<b>Total</b>	<b>79.07</b>	<b>69.29</b>

23. DEFERRED TAX LIABILITIES (NET)

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>Deferred tax Liabilities</b>		
Property, Plant and Equipment	1,112.86	-
Total Deferred tax Liabilities	1,112.86	-
<b>Less:</b>		
<b>Deferred tax Assets</b>		
Other temporary difference / unutilised tax assets	371.41	-
MAT Credit Entitlement	586.31	-
Total Deferred tax Assets	957.72	-
<b>Total</b>	<b>155.14</b>	<b>-</b>

Components and Reconciliation of Deferred Tax Assets/(Liabilities)

Particulars	As at March 31, 2023	Others	Recognised in Profit or Loss / OCI	(₹ in Lakhs)
				As At April 01, 2022
Other temporary difference/unutilised tax assets	373.50		165.54	207.96
MAT Credit Entitlement utilisation	586.31	(1,243.22)	-	1,829.53
Property, plant & Equipments	(1,110.17)	-	(32.49)	(1,077.68)
<b>Total</b>	<b>(150.36)</b>	<b>(1,243.22)</b>	<b>133.05</b>	<b>959.81</b>

Components and Reconciliation of Deferred Tax Assets/(Liabilities)

Particulars	As At March 31, 2022	Others	Recognised in Profit or Loss / OCI	(₹ in Lakhs)
				As At April 01, 2021
Other temporary difference/unutilised tax assets	207.96	-	94.39	113.57
MAT Credit Entitlement utilisation	1,829.53	(9.09)	-	1,838.62
Property, plant & Equipments	(1,077.68)	-	(21.88)	(1,055.80)
<b>Total</b>	<b>959.81</b>	<b>(9.09)</b>	<b>72.51</b>	<b>896.39</b>

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**24. BORROWINGS : CURRENT**

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>Secured</b>		
<b>Loans Repayable on demand</b>		
<b>From Banks</b>		
Open Cash Credit (Refer Notes 24.1 and 24.4)	2,413.94	2,947.74
Packing Credit / Foreign Bills purchased (Refer Notes 24.2 and 24.4)	10,911.94	8,100.02
Overdraft Facilities (Refer Notes 24.3)	8,073.85	5,429.50
Short Term Working Capital Loan (Refer Notes 24.5)	5,000.00	-
<b>Unsecured</b>		
From Financial Institutions	993.34	-
Current maturities of Long-term debt (Refer Note 21)	820.51	623.01
<b>Total</b>	<b>28,213.58</b>	<b>17,100.27</b>

**24.1** Secured by way of hypothecation of inventory and book debts and charge on all the Property, Plant and Equipments excluding the assets financed out of the Term Loan (Refer note 3, 10 and 12).

**24.2** Secured by way of hypothecation of inventory and book debts, lodgement of confirmed contracts and irrevocable letters of credit and ECGC Packing Credit Guarantee cover, charge on Property, Plant and Equipments excluding the assets financed out of the Term Loan.

**24.3** For Supplies to customers Secured by way of hypothecation of stocks of Finished Goods for customers and its receivables.

**24.4** Secured by way of collateral against pledge of Fixed Deposit of ₹ 29.03 Lakhs (As at March 31, 2022, ₹ 27.46 Lakhs) which includes Interest Receivable of ₹ 1.57 Lakhs (As at March 31, 2022, ₹ 0.09 Lakhs) (Refer Note 7).

**24.5** Secured by way of collateral against pledge of Property, Plant and Equipments (Refer Note No.3).

**24.6** Details of short-term borrowings guaranteed by directors or others:

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>Loans Repayable on demand</b>		
From Banks		
Principal	13,325.88	11,047.76
Interest	910.71	662.81

**24.7** Details of Current maturities of non-current borrowings

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Term Loans (Refer Notes 21)		
Secured		
From Banks	104.95	198.17
From Financial Institutions	696.06	393.58
Other Loans (Refer Notes 21)		
Secured		
From Banks	-	1.87
From Financial Institutions	19.50	29.39
<b>Total</b>	<b>820.51</b>	<b>623.01</b>



NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**25. TRADE PAYABLES**

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Total outstanding due to Micro & Small Enterprises	329.36	160.88
Total outstanding due to Other than Micro & Small Enterprises	12,110.87	12,841.11
<b>Total</b>	<b>12,440.23</b>	<b>13,001.99</b>

**Trade Payables ageing as at March 31, 2023**

Particulars	(₹ in Lakhs)				
	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	329.36	-	-	-	329.36
(ii) Others	11,892.38	32.50	6.96	179.03	12,110.87
<b>Total</b>	<b>12,221.74</b>	<b>32.50</b>	<b>6.96</b>	<b>179.03</b>	<b>12,440.23</b>

**Trade Payables ageing as at March 31, 2022**

Particulars	(₹ in Lakhs)				
	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	160.87	-	-	-	160.87
(ii) Others	12,621.22	35.37	25.02	159.51	12,841.12
<b>Total</b>	<b>12,782.09</b>	<b>35.37</b>	<b>25.02</b>	<b>159.51</b>	<b>13,001.99</b>

**26. OTHER FINANCIAL LIABILITIES : CURRENT**

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Interest accrued but not due	521.62	208.19
Payable for acquisition of Property, Plant and Equipment	198.78	41.02
Unclaimed dividends *	8.55	7.94
Derivative Liabilities	297.15	-
Liabilities for expenses	1,128.57	578.36
Liability towards Loss on Associate	125.28	70.11
<b>Total</b>	<b>2,279.95</b>	<b>905.62</b>

\* There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund as at March 31, 2023 (Earmarked Balance)

**27. OTHER CURRENT LIABILITIES**

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Advance from customers	240.50	552.89
Statutory liabilities	119.96	92.10
Gratuity Payable (funded)	53.18	256.49
<b>Total</b>	<b>413.64</b>	<b>901.48</b>

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**28. PROVISIONS : CURRENT**

(₹ in Lakhs)		
Particulars	As at March 31, 2023	As at March 31, 2022
<b>Provision for employee benefits</b>		
Gratuity (unfunded)	5.99	-
Compensated Absences (unfunded)	12.89	13.76
Provision for Bonus (unfunded)	75.69	65.23
<b>Provision for Sales Return</b>		
Opening Balance	49.71	45.33
Add: Provided during the year	6.29	4.38
Closing Balance	56.00	49.71
<b>Total</b>	<b>150.57</b>	<b>128.70</b>

**29. CURRENT TAX LIABILITIES**

(₹ in Lakhs)		
Particulars	As at March 31, 2023	As at March 31, 2022
Provision for taxation (net of advance taxes)	128.78	431.23
<b>Total</b>	<b>128.78</b>	<b>431.23</b>

**30. REVENUE FROM OPERATIONS**

(₹ in Lakhs)		
Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Sale of products	99,311.60	63,098.20
Other Operating Revenue		
Processing Charges	30.54	7.05
Sale of Scrap / Wastages	214.67	109.48
<b>Total Revenue From Operations</b>	<b>99,556.81</b>	<b>63,214.73</b>

**Revenue from contracts with customers**

**I. Revenue from contracts with customers disaggregated based on geography :**

(₹ in Lakhs)		
Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Domestic	61,014.99	35,149.20
Export	38,541.82	28,065.53
<b>Total</b>	<b>99,556.81</b>	<b>63,214.73</b>

**II. Reconciliation of gross revenue with the revenue from contracts with customers**

(₹ in Lakhs)		
Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Gross Revenue	99,556.81	63,214.73
Less : Discounts and incentives	-	-
<b>Net Revenue recognised from Contracts with Customers</b>	<b>99,556.81</b>	<b>63,214.73</b>

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

III. Revenue recognised from Contract liability (Advances from Customers)

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
Closing Contract liability	240.50	552.89

31. OTHER INCOME

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
<b>Export Benefits</b>		
Export Incentives	7.67	7.86
Transport & Marketing Assistance	-	97.40
RoDTEP Income	382.43	178.67
<b>Interest Income earned on financial assets measured (at Amortised Cost):</b>		
Interest on employee loan	3.08	2.45
Interest on Fixed and Other Deposits	130.88	156.53
<b>Interest income earned on financial assets measured at Fair Value through Other Comprehensive Income:</b>		
Dividend Income	0.10	0.02
<b>Other Non-Operating Income :</b>		
Insurance Claims	10.61	8.62
Balances / Provisions written back (Net)	1.23	22.24
Miscellaneous Income	56.33	38.47
<b>Other Gains and Losses :</b>		
Net gain on foreign exchange fluctuation	-	118.34
Net Gain on fair valuation of Mutual Fund	1.88	1.04
Net Gain on disposal of Investments	0.42	-
Net Gain on disposal of Property Plant and Equipments	0.18	14.27
<b>Total</b>	<b>594.81</b>	<b>645.91</b>

32. CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK IN PROGRESS

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
Work-in-progress		
Closing Stock	1,321.98	846.28
Less: Opening Stock	846.28	580.22
	(475.70)	(266.06)
Finished Goods		
Closing Stock	23,951.95	12,928.98
Less: Opening Stock	12,928.98	6,672.86
	(11,022.97)	(6,256.12)
Stock-in-trade		
Closing Stock	-	2,467.17
Less: Opening Stock	2,467.17	2,074.98
	2,467.17	(392.19)
<b>Total</b>	<b>(9,031.50)</b>	<b>(6,914.37)</b>

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**33. EMPLOYEE BENEFITS EXPENSE**

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
Salaries, Wages and Bonus	2,809.04	2,324.31
Compensated Absences	413.52	336.36
Contribution to Provident and Other Funds	202.20	159.82
Gratuity	54.05	38.55
Share Based Payments to Employees (Refer Note 49)	377.98	26.88
Staff Welfare Expenses	188.40	179.63
<b>Total</b>	<b>4,045.19</b>	<b>3,065.55</b>

**34. FINANCE COSTS**

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
<b>Interest and finance charges on financial liabilities</b>		
On Cash Credit Facilities /Buyers Credit	1,765.82	1,139.87
On Borrowings	220.60	132.38
On Others	656.76	469.70
<b>Exchange differences regarded as an adjustment to borrowing costs</b>	-	34.70
Other Borrowing Costs		
Interest on Lease Liability	55.69	39.13
Brokerage on Fund Arrangements	67.50	82.20
<b>Total</b>	<b>2,766.37</b>	<b>1,897.98</b>

**34.1** Interest on Cash Credit Facilities / Buyers Credit is net of subsidy F.Y.2022-2023 ₹ Nil (F.Y. 2021-2022 ₹ 66.42 Lakhs) received under Interest Equalisation Scheme on pre-shipment and post-shipment credit.

**35. DEPRECIATION AND AMORTISATION EXPENSE**

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
Depreciation of Property, Plant and Equipment	1,038.80	1,095.46
Depreciation on Right of Use Assets	351.11	221.99
Amortisation of Intangible Assets	13.51	13.50
<b>Total</b>	<b>1,403.42</b>	<b>1,330.95</b>

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**36. OTHER EXPENSES**

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
Fruit Ripening Charges (Refer Note 36.1)	3,492.98	3,208.22
Water Charges	74.67	90.21
Testing Fees	23.12	34.19
Consumption of stores and spare parts	891.16	775.67
Power and Fuel	1,056.18	896.13
Rent	161.44	185.82
Repair and Maintenance		
Repairs to Buildings	116.32	71.16
Repairs to Machinery	323.76	297.12
Repairs Others	115.38	91.92
Insurance	130.51	134.93
Rates and Taxes	213.51	209.63
Freight and Forwarding (Net)	4,815.39	5,630.86
Warehousing Charges	343.08	302.97
Bank Charges	233.73	165.27
Legal and Professional Charges / Fees	1,030.76	402.58
Other Gains and Losses :		
Net gain on foreign exchange fluctuation	632.00	-
Remuneration to Auditors	14.53	12.75
Advertisement and Sales Promotion	637.72	166.64
Membership and Subscription	48.31	35.92
Travelling and Motor Car Expenses	299.58	186.59
Loss on disposal of Property, Plant and Equipments	22.65	7.50
Loss on disposal of Investment	-	0.51
Security Charges	95.87	97.84
Interest on delayed payment under MSMED Act and Others	19.93	22.04
Balances Written off (Net)	94.03	0.06
Impairment of Financial Assets	532.98	407.79
Loss on Sale of License	24.17	78.58
Provision for Impairment of Advance	-	37.80
Corporate Social Responsibility (CSR) Expenditure (Refer Note 48)	7.30	55.60
Miscellaneous Expenses	422.35	342.61
<b>Total</b>	<b>15,873.41</b>	<b>13,948.91</b>

**36.1** Expenses incurred on Fruit Ripening Charges during the year are included in the Statement of Profit and Loss as under:

Nature of expenses	(₹ in Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
Hiring Charges	145.68	123.50
Labour Charges	1,495.25	1,619.27
Miscellaneous Expenses	51.10	29.76
Fruit Ripening Shed and Other Charges	788.33	614.94
Processing Charges	970.05	769.44
Travelling Expenses	40.89	49.94
Rent	1.68	1.37
<b>Total</b>	<b>3,492.98</b>	<b>3,208.22</b>



NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**37. EXCEPTIONAL ITEMS**

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
Profit on Sale of TDR	594.69	-
Expenses on sale of TDR	(62.37)	-
	<b>532.32</b>	<b>-</b>

**38. DISCLOSURE PURSUANT TO IND AS 12 ON "INCOME TAXES"**

**A. Components of Tax Expenses/(Income)**

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Current Tax	1,844.39	888.56
Deferred Tax (Net)	(132.57)	(72.56)
<b>Income Tax Expense reported in the statement of Profit or Loss</b>	<b>1,711.82</b>	<b>816.00</b>

**B. A Reconciliation between the statutory Income Tax rate applicable to the Company and the effective Income tax rate is as Follows.**

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Profit Before Tax	6,460.73	2,428.39
Corporate Tax rate as per Income Tax Act, 1961	29.12%	29.12%
Tax on Accounting Profit	1,881.36	756.23
<b>Add:</b>		
Expenses disallowed	790.69	571.04
Incremental Deferred Tax assets or liabilities on account of other temporary differences	(132.57)	(72.56)
Income Exempt from Tax	(166.00)	(38.11)
Expenses allowed	(661.66)	(400.60)
<b>Tax expenses recognised during the year</b>	<b>1,711.82</b>	<b>816.00</b>

**39. EARNINGS PER SHARE (EPS)**

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹ in Lakhs)	4,740.96	1,529.09
Weighted Average number of Equity Shares used as denominator for calculating Basic EPS	50,938,260	50,338,260
Add: Weighted Average Potential Equity Shares	5,237,965	21,450
Total Weighted Average number of Equity Shares used as denominator for calculating Diluted EPS	56,176,225	50,359,710
Face Value per Equity Share (Refer Note 19.2 (i))	1	1
Basic Earnings per Share	9.31	3.04
Diluted Earnings per Share	8.44	3.04

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)**

On February 3, 2022, pursuant to approval by the shareholders in the AGM, the Board has been authorized to introduce, offer, issue and provide share-based incentives to eligible employees of the Company "Foods & Inns Limited - Employee Stock Option Plan 2021" ("ESOP 2021"/ "Plan") for grants of 14,66,760 Options equivalent to same number of equity shares of the Company. The vested ESOPs shall be excisable not earlier than a minimum period of 1 (one) year and not later than a maximum period of 4 (four) years from the date of the grant.

Pursuant to the approval by the Board of Directors at its meeting held on November 14,2022 and approval by the members of the Company at their Extra-Ordinary General Meeting held on December 09, 2022 ('EGM'), the Company has allotted 2,21,61,749 warrants, each convertible into one equity share, on preferential basis at an issue price of ₹ 95/- each, upon receipt of 30% of the issue price (i.e. ₹ 28.50 per warrant) as warrant subscription money. Balance 70% of the issue price (i.e. ₹ 66.50 per warrant) is payable within 18 months from the allotment date, at the time of exercising the option to apply for fully paid-up equity share of ₹ 1/- each (Face Value) of the Company, against each warrant held by the warrant holder. The Company, till date, has allotted 6,00,000 fully paid up equity shares against conversion of equal no. of warrants by the concerned warrant holder(s). The balance of the warrants unexercised to be converted into equity are potentially dilutive in nature and have been considered in the diluted earnings per share computation above.

**40. DISCLOSURE AS PER IND AS 116 ON "LEASES":**

**As Lessee :**

**Operating Lease**

The Company's significant leasing arrangements in terms of Ind AS 116 on lease are in respect of Leases for Plant & Machinery Vehicles and office premises.

- a) The following are the changes in the carrying value of lease liability during the year.

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
<b>Opening Balance</b>	850.58	53.08
Finance cost accrued during the year	55.69	39.13
Movement during the year	-	999.45
Payment of lease liabilities	394.72	241.08
<b>Closing Balance</b>	<b>511.55</b>	<b>850.58</b>
Current portion of Lease liability	352.11	113.81
Non Current portion of Lease liability	159.44	736.77
<b>Total</b>	<b>511.55</b>	<b>850.58</b>

- b) Rental expense recorded for short-term leases was ₹ 380.18 Lakhs for the year ended March 31,2023 (₹ 377.43 Lakhs for the year ended March 31,2022).
- c) The maturity analysis of lease liabilities are disclosed in Note 43 D. The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.
- d) The period of these leasing arrangements, range between three to five years and some of them are renewable by mutual consent.
- e) Future lease payments which will start from April 1, 2023 is ₹ Nil (₹ Nil from March 31, 2022)

**As Lessor**

**Operating Lease**

There is no Rental income recognised on assets given on operating lease is for the year ended March 31, 2023 and also for the year ended March 31, 2022.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**41. EMPLOYEE BENEFITS**

The Company has classified various employee benefits as under:

**A. Defined Contribution Plans**

The Company contributes to following funds which are considered as defined contribution plans

Provident Fund

Superannuation Fund

State Defined Contribution Plans

Employers' Contribution to Employees' State Insurance

Employers' Contribution to Employees' Pension Scheme 1995

The Provident Fund and the State Defined Contribution Plans are operated by the Regional Provident Fund Commissioner and the Superannuation Fund is administered by the LIC of India as applicable for all eligible employees. Under the schemes, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit schemes to fund the benefits. These funds are recognised by the Income Tax Authorities.

**B. Defined Benefit Plans**

Gratuity

Compensated Absences

Valuations in respect of above have been carried out by independent actuary, as at the balance sheet date, based on the following assumptions:

Particulars	Valuation as at	
	March 31, 2023	March 31, 2022
i. Discount Rate (per annum)	7.49%	7.27%
ii. Rate of increase in Compensation levels (per annum)	5.00%	5.00%
iii. Expected Rate of Return on Assets	7.49%	7.27%
iv. Attrition Rate	2.00%	2.00%
v. Retirement Age	60 years	58 years

vi. The expected rate of return on plan assets is determined after considering several applicable factors such as the composition of the plan assets, investment strategy, market scenario, etc. In order to protect the capital and optimise returns within acceptable risk parameters, the plan assets are well diversified.

vii. The discount rate is based on the prevailing market yields of Government of India securities as at the balance sheet date for the estimated term of the obligations.

viii. The estimate of future salary increases considered, takes into account the inflation, seniority, promotion, increments and other relevant factors.

**Note on other risks:**

**Investment risk** - The funds are invested by SBI Life Insurance Company Limited and they provide returns basis the prevalent bond yields, SBI Life Insurance Company Limited on an annual basis requests for contributions to the fund, while the contribution requested may not be on the same interest rate as the bond yields provided, basis the past experience it is low risk.

**Interest Risk** – SBI Life Insurance Company Limited does not provide market value of assets, rather maintains a running statement with interest rates declared annually – The fall in interest rate is not therefore offset by increase in value of Bonds, hence may pose a risk.

**Longevity Risk** – Since the gratuity payment happens at the retirement age of 60, longevity impact is very low at this age, hence this is a non-risk.

**Salary risk** - The liability is calculated taking into account the salary increases, basis past experience of the Company's actual salary increases with the assumptions used, they are in line, hence this risk is low risk.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
	Gratuity Funded	Gratuity Funded
<b>i. Changes in Present value of Obligation</b>		
Present value of defined benefit obligation at the beginning of the year	448.27	362.08
Current Service Cost	34.47	28.05
Interest Cost	32.64	23.44
Actuarial (Gains)/Loss		
Actuarial (gains)/ losses arising from changes in demographic assumption	0.89	(1.06)
Actuarial (gains)/ losses arising from changes in financial assumption	(9.59)	(13.48)
Actuarial (gains)/ losses arising from changes in experience adjustment	37.69	58.54
Benefits Paid	(43.43)	(9.32)
Present value of defined benefit obligation at the end of the year	500.94	448.27
<b>ii. Changes in Fair value of Plan Assets</b>		
Fair value of plan assets at the beginning of the year	191.78	188.44
Interest Income	13.94	12.95
Employer's Contributions	280.00	-
Benefits Paid	(43.43)	(9.32)
Return on plan assets, excluding interest income	(0.54)	(0.29)
Fair value of plan assets at the end of the year	441.75	191.78
<b>iii. Net Benefit (Asset) /Liability</b>		
Defined benefit obligation	(500.94)	(445.51)
Fair value of plan assets	441.75	191.78
Funded Status (Surplus/ (Deficit))	(53.18)	(256.49)
Net Benefit (Asset) /Liability	(53.18)	(256.49)
The net liability disclosed above relates to funded plans are as follows:		
Projected benefit obligation at end of the year	500.94	448.27
Fair Value of plan assets at the end of the year	441.75	191.78
<b>iv. Net Interest Cost for Current Period</b>		
Present Value of Benefit Obligation at the Beginning of the Period	448.27	362.08
(Fair Value of Plan Assets at the Beginning of the Period)	(191.78)	(188.44)
Net Liability/(Asset) at the Beginning	254.61	173.64
Interest Cost	32.64	24.87
(Interest Income)	(13.94)	(12.95)
Net Interest Cost for Current Period	18.70	11.93
<b>v. Expenses recognised in the Statement of Profit and Loss</b>		
Current Service Cost	34.47	26.62
Interest cost on benefit obligation (net)	18.69	11.93
Past Service cost	0.89	-
Total Expenses recognised in the Statement of Profit and Loss	54.05	38.55
<b>vi. Remeasurement Effects Recognised in Other Comprehensive Income for the year</b>		
Actuarial (gains)/ losses arising from changes in financial assumption	28.10	44.01
Return on plan asset	0.54	0.29
Recognised in Other Comprehensive Income	28.64	44.30

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
	Gratuity Funded	Gratuity Funded
<b>vii. Cash flow Projection: From the Fund</b>		
Within the next 12 months (next annual reporting period)	17.14	48.52
2nd following year	28.16	19.82
3rd following year	30.50	49.47
4th following year	57.17	21.97
5th following year	29.73	57.67
Sum of Years 6 To 10	275.37	209.25
Sum of Years 11 and above	671.98	482.38
<b>viii. Sensitivity Analysis</b>		
Projected Benefit Obligation on Current Assumptions	500.93	448.27
Delta Effect of +1% Change in Rate of Discounting	(39.20)	(30.89)
Delta Effect of -1% Change in Rate of Discounting	45.19	35.42
Delta Effect of +1% Change in Rate of Salary Increase	41.14	32.54
Delta Effect of -1% Change in Rate of Salary Increase	(36.18)	(28.83)
Delta Effect of +1% Change in Rate of Employee Turnover	9.87	6.58
Delta Effect of -1% Change in Rate of Employee Turnover	(10.97)	(7.39)
<b>ix. The major categories of plan assets as a percentage of total</b>		
Insurer managed funds		

**Changes in Fair value of Plan Assets**

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
	Gratuity Funded	Gratuity Funded
Fair value of plan assets at the beginning of the year	191.78	188.44
Interest Income	13.94	12.95
Employer's Contributions	280.00	-
Benefits Paid	(43.43)	(9.32)
Return on plan assets, excluding interest income	(0.54)	(0.29)
Fair value of plan assets at the end of the year	441.75	191.78

**Note on Sensitivity Analysis**

The Sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The Sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is same method as applied in calculating the projected benefit obligation as recognised in the balance sheet.

The method used to calculate the liability in these scenarios is by keeping all the other parameters and the data same as in the base liability calculation except for the parameters to be stressed.

There was no change in the method and assumptions used in preparing the sensitivity analysis from prior years.



NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**42. CONTINGENT LIABILITIES, FINANCIAL GUARANTEES AND COMMITMENTS**

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>A. Contingent Liabilities not provided for</b>		
<b>Claims against the Company not acknowledged as debt</b>		
i Income-tax matters under appeal	171.69	171.69
ii Service Tax matters under appeal	2.43	2.43
iii Additional Statutory Bonus for Financial Year 2014-2015	22.54	22.54
<b>Total</b>	<b>196.66</b>	<b>196.66</b>
<b>B. Financial Coprorate Guarantee</b>		
During the Company has given Corporate Guarantee to Mahindra & Mahindra Financial Services Ltd. towards credit facility extended by them to Kusum Spices (Subsidiary). In the previous year the same was given to Union Bank Ltd which is fully repaid during the year.	300.70	144.46
<b>C. Capital and other commitments</b>		
<b>a. Estimated amount of contracts remaining to be executed on capital account and not provided for</b>	373.39	1,377.94
<b>b. Others</b>		
Quantum of Export Obligation of Packing Materials with 20% value addition against Advance licences- Duty saved *	-	65.38
<b>Total</b>	<b>-</b>	<b>65.38</b>

\* Export obligations against the advance licence of ₹ 215.03 Lakhs (F.Y. 2021-2022 - ₹ 636.41 Lakhs) have already been fulfilled by the Company. However, procedural formalities for the closure of the Advance Licences are pending.

**43. CAPITAL MANAGEMENT AND FINANCIAL RISK MANAGEMENT POLICY**

**A. Capital Management**

For the purpose of the Group's Capital Management, Capital includes issued Equity Capital and all Other Reserves attributable to the Equity shareholders of the Company. The Primary objective of the Company's Capital Management is to maximise the shareholders' value. The Company's Capital Management objectives are to maintain equity including all reserves to protect economic viability and to finance any growth opportunities that may be available in future so as to maximise shareholder's value.

The Group's capital requirement is mainly to fund its business expansion and repayment of borrowings. The principal source of funding of the Company has been, and is expected to continue to be, cash generated from its operations supplemented by funding from bank borrowings and the capital markets.

The Group has adhered to material externally imposed conditions relating to capital requirements and there has not been any delay or default during the period covered under these financial statements with respect to payment of principal and interest. No lender has raised any matter that may lead to breach of covenants stipulated in the underlying documents.

The Group is monitoring Capital using debt equity ratio as its base, which is debt to equity. The Company monitors capital using debt-equity ratio, which is total debt divided by total equity.

Net debt (total borrowing) divided by "Total equity" (as shown in the balance sheet).

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

Particulars	₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Total Debt	33,730.83	21,431.79
Total Equity	31,234.43	19,667.55
Debt Equity Ratio	1.08	1.09

**B. Financial Risk Management and Policies**

Risk is events, situation or circumstances which may lead to negative consequences on the Company's business. Risk management is a structure approach to manage uncertainty. The Company's financial risk management is an integral part of how to plan and execute its business strategies. The risk management policy is approved by the Company's Board. The Company's principal financial liabilities comprise of loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations in select instances. The Company's principal financial assets include trade and other receivables, and cash and cash equivalents that derive directly from its operations and investments. The Company is exposed to market risk, credit risk, liquidity risk etc. The objective of the Company's financing policy are to secure solvency, limit financial risks and optimise the cost of capital. The Company's capital structure is managed using equity and debt ratios as part of the Company's financial planning.

**a. Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices.

Market risk comprises three types of risk : interest rate risk, currency risk and other price risk, such as equity price risk. Financial instruments affected by market risk include loans and borrowings, deposits, investments and derivative financial instruments. The Company has designed risk management frame work to control various risks effectively to achieve the business objectives. This includes identification of risk, its assessment, control and monitoring at timely intervals.

The above mentioned risks may affect the Company's income and expenses, or the value of its financial instruments. The Company's exposure to and management of these risks are explained below:

**i. Foreign Currency Risk:**

The Group is subject to the risk that changes in foreign currency values impact the Group's export, import and other payables.

The Group is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to US Dollar, Euro and Great Britain Pound.

The Holding Company manages currency exposures within prescribed limits, through use of derivative instruments such as Options, futures and Forward contracts etc. Foreign currency transactions are covered with strict limits placed on the amount of uncovered exposure, if any, at any point in time.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

The carrying amount of the Group's foreign currency denominated monetary assets and liabilities as at the end of the reporting period is as follows :

Particulars	As at March 31, 2023		As at March 31, 2022	
	Amount in Foreign currency (in Lakhs)	Amount (₹ in Lakhs)	Amount in Foreign currency (in Lakhs)	Amount (₹ in Lakhs)
Payable USD	11.68	964.20	4.59	349.37
Receivable USD	90.47	7,407.13	47.72	3,598.24
Payable EUR	0.79	71.62	0.67	57.32
Receivable EUR	0.59	52.18	1.97	165.44
Payable GBP	-	-	0.68	67.70
Receivable GBP	2.60	262.71	4.50	443.53

Particulars of un-hedged foreign currency asset / liability as at the end of the reporting period is as follows :

Particulars	As at March 31, 2023		As at March 31, 2022	
	Amount in Foreign currency (in Lakhs)	Amount (₹ in Lakhs)	Amount in Foreign currency (in Lakhs)	Amount (₹ in Lakhs)
Payable USD	11.68	964.20	4.59	349.37
Payable EUR	0.79	71.62	0.67	57.32
Receivable EUR	0.59	52.18	-	-
Payable GBP	-	-	0.68	67.70
Receivable GBP	2.60	262.71	4.50	443.53

**Foreign currency sensitivity:**

The following table demonstrates the sensitivity to a 5% increase/decrease in foreign currencies exchange rates, with all other variables held constant.

5% increase or decrease in foreign exchange rate will have the following impact on before profit before tax and impact on equity.

Particulars	As at March 31, 2023		As at March 31, 2022	
	5% increase	5% decrease	5% increase	5% decrease
<b>Impact on Profit and Loss</b>				
USD	(48.21)	48.21	(17.47)	17.47
EURO	(0.97)	0.97	(2.87)	2.87
GBP	13.14	(13.14)	18.79	(18.79)
<b>Total</b>	<b>(36.04)</b>	<b>36.04</b>	<b>(1.55)</b>	<b>1.55</b>

ii. **Forward foreign exchange contracts**

It is the policy of the Holding Company to enter into forward foreign currency contracts to cover foreign currency payments in USD and Euro. The Holding Company enters in to contracts with terms up to 360 days. The Group's philosophy does not permit any speculative calls on the currency. It is driven by conservatism which guides that we follow conventional wisdom by use of Forward contracts in respect of Trade transactions.

**Regulatory Requirements:** The Group will alter its hedge strategy in relation to the prevailing regulatory framework and guidelines that may be issued by RBI, FEDAI or ISDA or other regulatory bodies from time to time. Forward cover is obtained from bank for each of the aggregated exposures and the Trade deal is booked. The forward cover deals are all backed by actual trade underlines and settlement of these contracts on maturity are by actual delivery of the hedged currency for settling the underline hedged trade transaction.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

The following table details the forward foreign currency (FC) contracts outstanding at the end of the reporting period  
(₹ in Lakhs)

Outstanding contracts	Foreign currency (In Lakhs)		Fair Value Assets/(Liabilities)	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
USD - Sell	\$310.44	\$206.85	25,849.93	16,097.69
EUR - Sell	€ 0.00	€ 23.00	-	2,054.09

iii. Interest Rate

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. During the year the Group is less exposed to interest rate risk because the Group has borrowed funds substantially at Fixed interest rates. The interest rate risk is managed by the Group by the use of interest rate swap wherever relevant and by monitoring monthly cash flow which is reviewed by management to prevent loss of interest.

The exposure of the company's borrowings to interest rate changes at the end of the reporting period are as follows:

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Variable rate borrowings *	-	13.63
Fixed rate borrowings *	2,643.18	1,763.02

\* Include ₹ Nil (as at March 31, 2022: ₹ 0.02 lakhs) as Prepaid Financial Charges.

Interest rate sensitivity analysis

The sensitivity analysis below have been determined based on the exposure to interest rates on the borrowings at the end of the reporting period. For floating rate borrowings, the analysis is prepared assuming the amount of borrowing outstanding at the end of the reporting period was outstanding for whole of the year. A 100 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel.

Particulars	(₹ in Lakhs)			
	Impact on Profit : Increase/(Decrease)		Impact on equity : Increase/(Decrease)	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Interest rates - increase by 100 basis points *	-	(0.14)	-	(0.14)
Interest rates - decrease by 100 basis points *	-	0.14	-	0.14

\* assuming all other variables as constant

The sensitivity disclosed in the above table is attributable to variable interest rate borrowings and the interest swaps. The above sensitivity analysis is based on a reasonably possible change in the under-lying interest rate of the Company's borrowings in INR, USD (being the significant currencies in which it has borrowed funds), while assuming all other variables (in particular foreign currency rates) to be constant.

The sensitivity disclosed in the above table is attributable to variable interest rate borrowings. The above sensitivity analysis is based on a reasonably possible change in the under-lying interest rate of the Company's borrowings in INR & USD (being the significant currencies last year in which it has borrowed funds), while assuming all other variables (in particular foreign currency rates) to be constant.

iv. Price risk

The Holding Company is expose to price risk due to its Investment in equity instruments and mutual funds. The fair value of a financial instrument will fluctuate due to changes in market traded price. As at 31st March, 2023, the carrying value of such equity instruments recognised at FVTOCI amounts to ₹ 15.80 Lakhs (As at March 31, 2022 ₹ 15.96 Lakhs) and carrying value of such mutual funds recognised at FVTPL amounts to ₹ 762.87 Lakhs (As at March 31, 2022 ₹ 26.24 Lakhs).

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**Price risk sensitivity:**

10% increase or decrease in prices will have the following impact on profit/(loss) before tax and on other components of equity.

Particulars	(₹ in Lakhs)			
	Impact on Profit : Increase/(Decrease)		Impact on equity Increase/(Decrease)	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Price - increase by 10.00%*	77.87	4.22	77.87	4.22
Price - decrease by 10.00% *	(77.87)	(4.22)	(77.87)	(4.22)

\* assuming all other variables as constant

**C. Credit Risk**

Credit risk refers to risk that a counterparty will default on its contractual obligations resulting in financial loss to the group by failing to discharge its contractual obligations as agreed. The Group's exposure to credit risk arises primarily from financial assets such as trade receivables, derivative financial instruments, other balances with banks, loans and other receivables. The outstanding trade receivables are regularly monitored and appropriate action is taken for collection of overdue receivables. Credit risk arising from derivative financial instruments and other balances with banks is limited and there is no collateral held against these because the counterparties are banks and recognised financial institutions with high credit ratings assigned by the international credit rating agencies. The Group's exposure are continuously monitored.

In addition, the Holding Company is exposed to credit risk in relation to financial guarantees given to banks for the facilities availed by subsidiary. The Group's maximum exposures in this respect is the maximum amount the Holding Company would have to pay if the guarantee is called upon.

The Group uses a provision matrix to determine impairment loss on portfolio of its Trade Receivables. The provision matrix is based on its historically observed default rates over the expected life of the Trade Receivable and is adjusted for forward-looking estimates. At every reporting date, the historically observed default rates are updated and changes in forward-looking estimates are analysed. The Group follows a simplified approach (i.e. based on life time ECL) for recognition of impairment loss allowances on trade receivables. For the purpose of measuring the life time ECL allowance for trade receivables, the Group uses a provision matrix which comprises a customer spread across the geographical areas and the same are grouped into homogenous group and assessed for impairment collectively. The outstanding trade receivables are regularly monitored and appropriate action is taken for collection of overdue receivables.

Table showing Movement in Expected Credit Loss Allowance

Movement in the credit loss allowance	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	298.74	164.30
Net Movement in expected credit loss allowance on trade receivables calculated at lifetime expected credit loss	165.14	134.44
Balance at the end of the year	463.88	298.74

The following table provides the information about exposure to credit risk and Expected Credit loss for Trade Receivables:

As at March 31, 2023	(₹ in Lakhs)					
	Outstanding for following periods from due date of payment					
	0- 90 Days	91-180 Days	181-270 Days	271-365 Days	> 1 years	Total
Gross Carrying Amount	13,758.86	992.99	54.77	26.79	544.38	15,377.79
Expected Credit Rate	0.00%	0.00%	0.00%	0.00%	85.21%	3.02%
Expected Credit Loss	-	-	-	-	(463.88)	(463.88)
Carrying amount of Trade Receivable (Net)	<b>13,758.86</b>	<b>992.99</b>	<b>54.77</b>	<b>26.79</b>	<b>80.50</b>	<b>14,913.91</b>



NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**Trade Receivable ageing as at March 31, 2022**

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 3 months	3 months - 6 months	6 months to 9 months	9 Months to 1 year	More than 1 years	
Gross Carrying Amount	8,398.18	549.43	209.81	42.06	413.05	9,612.53
Expected Credit Rate	0.00%	0.00%	0.00%	0.00%	72.32%	3.11%
Expected Credit Loss	-	-	-	-	(298.74)	(298.74)
Carrying amount of Trade Receivable (Net)	<b>8,398.18</b>	<b>549.43</b>	<b>209.81</b>	<b>42.06</b>	<b>114.31</b>	<b>9,313.79</b>

**D. Liquidity Risk**

Liquidity risk is the risk that the Group will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value. The Group maintains a cautious liquidity strategy, with a positive cash balance throughout the year. Management monitors the Company's liquidity position through rolling forecasts on the basis of expected cash flows. Cash flow from operating activities provides the funds to service and finance the financial liabilities. The Group's approach for managing liquidity is to ensure that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to Group's reputation. In addition, processes and policies related to such risks are overseen by the senior management. The management monitors the Group's net liquidity position through rolling forecasts on the basis of expected cash flows.

The table below provides details regarding the remaining contractual maturities of Company's financial liabilities at the reporting date based on contractual undiscounted payments.:

(₹ in Lakhs)

Particulars	Less than 1 Year/ On Demand	1-5 years	More than 5 years	Total
<b>As at March 31, 2023</b>				
Non-derivative financial liabilities				
Borrowings	28,213.58	4,881.69	635.56	33,730.83
Trade Payables	12,440.23	-	-	12,440.23
Lease Liability	352.11	159.44	-	511.55
Other Financial Liabilities	1,982.80	-	-	1,982.80
	<b>42,988.72</b>	<b>5,041.13</b>	<b>635.56</b>	<b>48,665.41</b>
<b>As at March 31, 2022</b>				
Non-derivative financial liabilities				
Borrowings	17,100.27	3,935.99	395.53	21,431.79
Trade Payables	13,001.99	-	-	13,001.99
Lease Liability	113.81	736.77	-	850.58
Other Financial Liabilities	905.62	-	-	905.62
	<b>31,121.69</b>	<b>4,672.76</b>	<b>395.53</b>	<b>36,189.98</b>

**Financing arrangement**

The Group has sufficient sanctioned line of credit from its bankers / financiers; commensurate to its business requirements. The Group reviews its line of credit available with bankers and lenders from time to time to ensure that at all point of time there is sufficient availability of line of credit.

The Group pays special attention to the net operating working capital invested in the business. In this regard, as in previous years, considerable work has been performed to control and reduce collection periods for trade and other receivables, as well as to optimise accounts payable with the support of banking arrangements to mobilise funds.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**44. FINANCIAL INSTRUMENTS**

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

**Valuation**

- i. The fair values of investment in government securities and quoted investment in equity shares is based on the current bid price of respective investment as at the Balance Sheet date.
- ii. The fair value of Foreign Currency Forward contracts is determined using forward exchange rates at the balance sheet date.
- iii. The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Group does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.
- iv. The fair values for long term loans, long term security deposits given and remaining non current financial assets were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs.
- v. The fair values of long term security deposits taken and non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs.

**Fair Value measurement hierarchy**

The fair value of financial instruments as referred below have been classified into three categories depending on the inputs used in the valuation technique.

The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

The categories used are as follows:

Level 1: Unadjusted quoted prices for identical instruments in an active market;

Level 2: Directly or indirectly observable market inputs, other than Level 1 inputs; and

Level 3: Inputs which are not based on observable market data.

**The carrying amounts and fair values of financial instruments by class are as follows:**

Particulars	As at March 31, 2023		As at March 31, 2022	
	Carrying Amounts	Fair Value	Carrying Amounts	Fair Value
<b>Financial Assets</b>				
Measured at Fair Value Through Profit and Loss				
Derivatives				
Foreign currency forward contracts	-	-	22.97	22.97
Investments in Mutal Fund	762.87	762.87	26.24	26.24
	<b>762.87</b>	<b>762.87</b>	<b>49.21</b>	<b>49.21</b>
Measured at Cost				
Investment in Joint venture and Associates	377.00	377.00	95.50	95.50
	<b>377.00</b>	<b>377.00</b>	<b>95.50</b>	<b>95.50</b>

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Carrying Amounts	Fair Value	Carrying Amounts	Fair Value
(₹ in Lakhs)				
Measured at Amortised Cost				
Investment in Government Securities	-	-	0.30	0.30
Loans	725.87	725.87	1,227.83	1,227.83
Security Deposit	714.10	714.10	595.34	595.34
Fixed Deposits	273.21	273.21	100.86	100.86
Interest Receivable on Fixed Deposits/ICD	413.94	413.94	381.82	381.82
Trade Receivable	15,039.11	15,039.11	9,461.97	9,461.97
Cash and Bank Balance	1,732.56	1,732.56	845.53	845.53
Advances	10.98	10.98	17.19	17.19
	<b>18,909.77</b>	<b>18,909.77</b>	<b>12,630.84</b>	<b>12,630.84</b>
Measured at FVTOCI				
Investment in equity instruments	15.80	15.80	15.96	15.96
	<b>15.80</b>	<b>15.80</b>	<b>15.96</b>	<b>15.96</b>
<b>Total Financial Assets</b>	<b>20,065.44</b>	<b>20,065.44</b>	<b>12,791.51</b>	<b>12,791.51</b>
<b>Financial Liabilities</b>				
Measured at Amortised Cost				
Borrowing	33,730.83	33,730.83	21,431.79	21,431.79
Lease Liability	511.55	511.55	850.58	850.58
Trade Payables	12,440.23	12,440.23	13,001.99	13,001.99
Other Financial Liabilities	1,982.80	1,982.80	905.62	905.62
Derivative financial liabilities				
Foreign currency forward contracts	297.15	297.15	-	-
<b>Total Financial Liabilities</b>	<b>48,962.56</b>	<b>48,962.56</b>	<b>36,189.98</b>	<b>36,189.98</b>

Level wise disclosure of financial instruments

Particulars	As at		Level	Valuation techniques and key inputs
	March 31, 2023	March 31, 2022		
(₹ in Lakhs)				
Foreign currency forward contracts - Assets	-	22.97	2	Quotes from banks or dealers
Foreign currency forward contracts - Liabilities	297.15	-	2	Quotes from banks or dealers

#### 45. RELATED PARTY DISCLOSURES

Related Party Disclosures as required by Ind AS 24 on "Related Party Disclosures" are given below:

Name of Related Parties and related party relationship where control exits with whom transactions have taken place during the year.

##### Other Related Parties

a. Name Of Company	Principal Place of Business	Proportionate ownership interest	
		As at March 31, 2023	As at March 31, 2022
(₹ in Lakhs)			
Greentop Fresh and Frozen Foods Private Limited (Formerly Triglobal Foods Pvt.Ltd.)(w.e.f. April 1, 2021) - (Associate)	India	49%	49%
Beyond Mango Private Limited (w.e.f. July 9, 2021)-(Joint Venture)	India	50%	50%

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**b Companies in which Directors and / or their relatives have significant influence**

Muller & Phipps (India) Limited  
Western Press Private Limited  
MPIL Corporation Limited  
Kusum Masala Products

**c Key Managerial Personnel (KMP) and their relatives**

**i. Key Managerial Personnel (KMP)**

Mr. Moley Saha - Chief Executive Officer

**ii. Executive Directors**

**Non-Independent Directors**

Mr. Milan Dalal \*

**iii. Non-executive Directors**

**Non-Independent Directors**

Mr. Bhupendra Dalal - Chairman

Mr. Milan Dalal \*

Mr. Raymond Simkins

Mrs. Pallavi Dhupelia

**iv. Independent Directors**

Mr. Vinod Kumar Beswal

Mrs. Kamlini Maniar

Mr. Hormazdiyaar Vakil

Mr. Maneck Davar

**v. Relatives of Directors**

Mr. Devdutt Dalal - Grandson of Chairman and Son of Managing Director

Mr. Ameya Dhupelia - Son of Non Executive Director

\* Non- Executive Director upto March 31, 2022 and Managing Director thereafter

**Transaction with Related Parties**

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
<b>Compensation to key management personnel</b>		
Salary and benefits		
Mr. Moley Saha - Chief Executive Officer	141.06	111.50
Mr. Milan Dalal - Managing Director	120.00	-
<b>Payments to Directors</b>		
Sitting fees	13.55	17.90
Commission	63.25	2.50
<b>Salary and benefits to Relatives of Directors</b>		
Salary and benefits	59.18	86.66
<b>Rent received from Related parties</b>		
Beyond Mango Private Limited	0.11	-

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
<b>Rent paid to Related parties</b>		
MPIL Corporation Limited	6.00	6.00
<b>Interest received from related parties</b>		
Greentop Fresh and Frozen Foods Private Limited	25.76	47.38
Beyond Mango Private Limited	6.33	-
<b>Interest received on Loan to key management personnel</b>		
Mr. Moloy Saha - Chief Executive Officer	0.14	1.32
<b>Interest paid to Related Parties</b>		
Mrs. Pallavi Dhupelia	20.00	37.36
<b>Sale of Goods</b>		
Mr. Bhupendra Dalal	-	0.03
Mr. Milan Dalal	-	0.12
Greentop Fresh and Frozen Foods Private Limited	-	79.42
Muller & Phipps (India) Limited	8.74	9.02
<b>Purchase of Goods</b>		
Western Press Private Limited	2.47	3.02
Greentop Fresh and Frozen Foods Private Limited	-	75.60
<b>Transactions incurred by Company on behalf of Related Parties</b>		
Expenses incurred		
Beyond Mango Private Limited (Net of Reimbursement)	-	2.66
<b>Transactions incurred by Related Parties on behalf of Company</b>		
Loans Taken		
Mrs. Pallavi Dhupelia	-	100.00
<b>Loans Repaid (Including interest)</b>		
Mrs. Pallavi Dhupelia	305.53	100.00
<b>Repayment of Loan by key management personnel</b>		
Mr. Moloy Saha - Chief Executive Officer	2.07	6.10
<b>Advances given for expenses to Key Managerial Person (Net of Expenses incurred)</b>		
Mr. Moloy Saha - Chief Executive Officer	4.78	6.99
<b>Sale of Land</b>		
Beyond Mango Private Limited	-	12.51
<b>Investments made during the year</b>		
Beyond Mango Private Limited	281.50	95.50



NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
<b>ICD Given</b>		
Greentop Fresh and Frozen Foods Private Limited	1.55	106.97
Beyond Mango Private Limited	317.14	-
<b>Repayment of ICD Given</b>		
Greentop Fresh and Frozen Foods Private Limited	-	45.98

**Outstanding Balances**

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>Trade Receivables</b>		
Mr. Bhupendra Dalal	-	0.03
Mr. Milan Dalal	-	0.06
Muller & Phipps (India) Limited	15.19	10.80
Greentop Fresh and Frozen Foods Private Limited	226.03	283.22
<b>Trade Payables</b>		
Western Press Private Limited	2.98	0.06
Greentop Fresh and Frozen Foods Private Limited	-	55.18
<b>Advances recoverable in cash or in kind</b>		
Western Press Private Limited	7.58	7.58
<b>Loan receivable from key management personnel</b>		
Mr. Moloy Saha - Chief Executive Officer	-	2.07
<b>Advance for expenses given to key management personnel</b>		
Mr. Moloy Saha - Chief Executive Officer	36.62	31.84
<b>Interest Receivable on ICD</b>		
Western Press Private Limited	0.80	0.80
Greentop Fresh and Frozen Foods Private Limited	88.67	65.49
Beyond Mango Private Limited	5.70	-
<b>Interest receivable on Loan given to key management personnel</b>		
Mr. Moloy Saha - Chief Executive Officer	5.53	8.93
<b>Loans Taken</b>		
Mrs. Pallavi Dhupelia	-	305.53
<b>ICD Given</b>		
Greentop Fresh and Frozen Foods Private Limited	215.53	413.99
Beyond Mango Private Limited	317.14	-
<b>Security Deposit Given</b>		
MPIL Corporation Limited	255.00	255.00

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>Advance Given for Incorporation Expenses</b>		
Beyond Mango Private Limited	0.11	2.66
<b>Commission Payable</b>		
Mr. Raymond Simkins	1.55	0.17
<b>Director sitting fees payable</b>		
Mr. Milan Dalal	-	0.54
Mr. Bhupendra Dalal	0.14	0.95
Mr. Hormazdiyaar Vakil	0.14	1.35
Mr. Raymond Simkins	1.43	0.69
<b>Non Current Investment</b>		
Greentop Fresh and Frozen Foods Private Limited	-	0.49
Beyond Mango Private Limited	377.00	95.50
<b>Salary Payable to key management personnel</b>		
Mr. Moloy Saha - Chief Executive Officer	2.34	5.38
Mr. Milan Dalal - Managing Director	6.13	-
<b>Salary Payable to relatives of Directors</b>		
Mr. Ameya Dhupelia	-	6.26

Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances on account of trade receivable, trade payable, other receivable, other payable and interest receivable on loan at the year end are unsecured and settlement occurs in cash.

**Details of Loans repayable on demand**

Type of Borrower	Type of Loan	(₹ in Lakhs)			
		As at March 31, 2023		As at March 31, 2022	
		Loan Outstanding	% of Total Loan Outstanding	Loan Outstanding	% of Total Loan Outstanding
1) Associate	Inter- Corporate Deposit	215.53	29.69%	413.99	33.72%
2) Joint Venture	Inter- Corporate Deposit	317.14	43.69%	-	-
<b>Total</b>		<b>532.67</b>	<b>73.38%</b>	<b>413.99</b>	<b>33.72%</b>

**46. DISCLOSURE AS PER IND AS 108 ON "SEGMENT REPORTING":**

Based on internal reporting provided to the chief operating decision maker, Sale of Fruit Pulp, Frozen snacks, fruit & Spices powder is the only reportable segment for the group

**Revenue from contracts with customers**

**I. Revenue from contracts with customers disaggregated based on geography :**

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
Domestic	61,014.99	35,149.20
Export	38,541.82	28,065.53

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

**II. Non-current Operating asset**

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
In India	23,468.95	18,819.09
Outside India	-	-

Non-current assets for this purpose consist of property, plant and equipment, intangible assets, right of use and capital work in progress.

**Information about major customers**

Revenue of ₹ 20,448.67 Lakhs (₹ 8,491.85 Lakhs for the year ended March 31, 2022) are derived from a single external customer. These revenues are attributed to the domestic segment.

**47. EXPORT BENEFITS**

**RoDTEP**

The company is also entitled to Remission of Duties and Taxes on Exported Products (RoDTEP) scheme w.e.f 1.1.2021 vide Public Notice No.19/2015-20 notified on 17.08.2021. Accordingly, the company has recognized benefits of ₹ 382.43 lakhs in the year ended March 31, 2023 (March 31, 2022 ₹ 178.69 lakhs).

**48. ADDITIONAL INFORMATION REQUIRED BY SCHEDULE III**

As at March 31, 2023

Name of the entity in the group	(₹ in Lakhs)							
	Net Assets i.e, total assets minus total liabilities		Share in profit or (loss)		Share in Other Comprehensive Income		Share in total Comprehensive Income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated Other Comprehensive Income	Amount	As % of consolidated total Comprehensive Income	Amount
<b>Parent Company</b>								
Foods and Inns Limited	97.55%	30,469.16	100.35%	4,757.53	91.03%	(17.71)	100.39%	4,739.82
<b>Subsidiaries (Group's share)</b>								
<b>Indian</b>								
Kusum Spices	2.45%	765.22	0.81%	38.60	(4.49%)	(0.87)	0.80%	37.73
Non controlling interest	0.00%	0.05	0.00%	-	0.00%	-	0.00%	-
<b>Joint Venture (Group's share)</b>								
<b>Indian</b>								
Beyond Mango Private Limited	0.00%	-	(0.01%)	(0.67)	0.00%	-	(0.01%)	(0.67)
<b>Associates (Group's share)</b>								
<b>Indian</b>								
Greentop Fresh and Frozen Foods Private Limited	0.00%	-	(1.15%)	(54.50)	4.47%	(0.87)	(1.17%)	(55.37)
<b>Total</b>	<b>100.00%</b>	<b>31,234.43</b>	<b>100.00%</b>	<b>4,740.96</b>	<b>100.00%</b>	<b>(19.45)</b>	<b>100.00%</b>	<b>4,721.51</b>

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

As at March 31, 2022

(₹ in Lakhs)								
	Net Assets i.e., total assets minus total liabilities		Share in profit or (loss)		Share in Other Comprehensive Income		Share in total Comprehensive Income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated Other Comprehensive Income	Amount	As % of consolidated total Comprehensive Income	Amount
<b>Parent Company</b>								
Foods and Inns Limited	97.32%	19,140.18	96.20%	1,471.01	106.33%	(37.14)	95.97%	1,433.88
<b>Subsidiaries (Group's share)</b>								
<b>Indian</b>								
Kusum Spices	2.68%	527.32	8.41%	128.67	(6.29%)	2.20	8.76%	130.87
Non controlling interest	0.00%	0.05	(0.00%)	(0.01)	0.00	0.01	0.00%	(0.01)
<b>Joint Venture (Group's share)</b>								
<b>Indian</b>								
Beyond Mango Private Limited	0.00%	-	(0.18%)	(2.76)	0.00%	-	(0.18%)	(2.76)
<b>Associates (Group's share)</b>								
<b>Indian</b>								
Greentop Fresh and Frozen Foods Private Limited	0.00%	-	(4.44%)	(67.84)	0.00%	-	(4.54%)	(67.84)
<b>Total</b>	<b>100.00%</b>	<b>19,667.55</b>	<b>100.00%</b>	<b>1,529.08</b>	<b>100.00%</b>	<b>(34.943)</b>	<b>100.00%</b>	<b>1,494.15</b>

#### 49. EQUITY SETTLED SHARE BASED PAYMENTS

##### EMPLOYEE STOCK OPTION PLAN

On February 3, 2022, pursuant to approval by the shareholders in the AGM, the Board has been authorized to introduce, offer, issue and provide share-based incentives to eligible employees of the Company "Foods & Inns Limited - Employee Stock Option Plan 2021" ("ESOP 2021"/ "Plan") for grants of 14,66,760 stock options convertible into equivalent to number of equity shares of ₹ 1 each at exercise price of ₹ 54 .

##### Terms of vesting

Vesting period (years)	The vested stock options shall be exercisable not earlier than a minimum period of 1 (one) year and not later than a maximum period of 4 (four) years from the date of the grant (i.e. March 7, 2022).
Type of vesting	Graded - 25% at the end of each year from the date of grant

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)

Movement of options granted	March, 2023		March, 2022	
	Average exercise price per share option	Number of options	Average exercise price per share option	Number of options
Opening balance	₹ 54.00	1,466,760.00	-	-
Granted during the year	-	-	₹ 54.00	1,466,760
Cancelled during the year	-	(10,000)	-	-
Vested during the year	-	-	-	-
Closing balance		1,456,760		1,466,760

**The model inputs for fair value of option granted as on the grant date**

Particulars	₹ in Lakhs	
	March, 2023	March, 2022
Exercise price	₹ 54.00	₹ 54.00
Dividend yield	0.24%	0.24%
Risk free interest rate	5.47%- 6.50%	5.47%- 6.50%
Expected volatility	54.55% to 58.66%	54.55% to 58.66%
Fair value per option	₹ 52.26	₹ 52.26
Expected life (years)	2.92 - 5.92	2.92 - 5.92
Model used	Black Scholes	Black Scholes

The expected life of options is calculated based on the simplified method and is calculated as the average of the minimum life (vesting period) and the maximum life (i.e. vesting period + exercise period)

During the year ended March 31, 2023, the Company recorded an employee stock compensation expense of ₹ 379.98 lakhs (year ended March 31, 2022 ₹ 26.88 lakhs) in the Statement of Profit and Loss and the balance in share options outstanding account as at March 31, 2023 is ₹ 403.68 lakhs (as at March 31, 2022 ₹ 26.88 lakhs).

During the year ended March 31, 2023, employee stock options amounting to 10,000 were cancelled on account of cessation of employment without relevant employee exercising their stock option (year ended March 31, 2022 Nil). The options so cancelled has been reduced from outstanding stock option and added back to the balance in General Reserve account.

**50. ADDITIONAL REGULATORY INFORMATION DETAILED IN CLAUSE 6L OF GENERAL INSTRUCTIONS GIVEN IN PART I OF DIVISION II OF THE SCHEDULE III TO THE COMPANIES ACT, 2013 ARE FURNISHED TO THE EXTENT APPLICABLE TO THE GROUP.**

- (i) The Group has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.
- (ii) The Group does not hold any Investment Property. Accordingly, reporting on fair valuation of Investment Property is not applicable.
- (iii) The Group does not hold any Intangibles assets under development. Accordingly, reporting on Intangibles assets under development ageing and completion schedule is not applicable.
- (iv) The Group does not have any benami property, where any proceeding has been initiated or pending against the Group for holding any benami property.
- (v) The Company has borrowings from banks on the basis of security of current assets and quarterly returns or statements of stock filed by the Company are in agreement with the books of accounts.
- (vi) The Group is not declared as wilful defaulter by any bank or financials institution or lender during the year.
- (vi) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.



**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED MARCH 31, 2023 (Contd.)**

- (vii) The Group does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- (viii) The Group has complied with the number of layers prescribed under the Companies Act, 2013.
- (ix) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
  - b. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (x) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
- a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - b. provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- (xi) The Group has not undertaken any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- 51.** The accounts have not been authenticated by a whole time secretary as required under Section 134 (1) of the Act, as no whole time secretary as required under section 203 was appointed by the Company during the period under audit. The Company is in a process of appointing a whole time secretary as required under the Act.
- 52.** On March 31, 2023, the Ministry of Corporate Affairs (MCA) has notified Companies (Indian Accounting Standards) Amendment Rules, 2023. This notification has resulted into amendments in the following existing accounting standards which are applicable to company from April 1, 2023.
- i. Ind AS 1 - Presentation of Financial Statements
  - ii. Ind AS 102 – Share Based Payment
  - iii. Ind AS 103 – Business Combination
  - iv. Ind AS 8 – Accounting Estimate
  - v. Ind AS 34 – Interim Financial Reporting

Application of above standards are not expected to have any significant impact on the company's financial statements.

As per our report of even date attached

**For G. M. KAPADIA & CO**

Chartered Accountants  
Firm Registration No.104767W

**ATUL SHAH**

Partner  
Membership No.039569

Date : May 12, 2023  
Place : Mumbai

**For and on behalf of the Board of Directors**

**BHUPENDRA DALAL**

Chairman  
(DIN : 00061492)

**MOLOY SAHA**

Chief Executive Officer

Date : May 12, 2023  
Place : Mumbai

**MILAN DALAL**

Managing Director  
(DIN : 00062453)

**ANAND KRISHNAN**

Chief Financial Officer







**FOODS AND INNS LIMITED**

**Corporate Office**

3<sup>rd</sup> Floor, Hamilton House, J.N. Heredia Marg

Ballard Estate, Mumbai-400038

[www.foodsandinns.com](http://www.foodsandinns.com)

[writetous@foodsandinns.com](mailto:writetous@foodsandinns.com)