



September 2, 2020

The Secretary,  
Bombay Stock Exchange Limited,  
1<sup>st</sup> Floor, PhirozeJeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400001

**Scrip Code: 507552**

Dear Sir,

**Sub: Compliance under Regulation 34 of SEBI (LODR) Regulations 2015**

Pursuant to Regulation 34 of SEBI (LODR) Regulations 2015, enclosed please find soft copy of the Annual Report of the Company for the financial year ended March 31, 2020.

This is for your information and records.

Thank you.

Yours faithfully

For **FOODS AND INNS LIMITED**

**Randeep Kaur**  
**Company Secretary &**  
**Compliance Officer**

Encl: As above

**Foods & Inns Ltd.**

**Corporate Address:** 3rd Floor, Dulwich Mansion, 224 Tardeo Road, Mumbai 400007  
+91-22-23533104 | writetous@foodsandinns.com | www.foodsandinns.com | CIN No: L55200MH1967PLC013837  
**Registered Address:** UdyogBhavan, 2nd Floor, 29 WalchandHirachandMarg, Ballard Estate, Mumbai 400038

## Corporate Information

### Board of Directors

Mr. Bhupendra Dalal	Chairman, Non-Executive Director
Mr. Milan Dalal	Non-Executive Director
Mr. Raymond Simkins	Non-Executive Director
Mr. Vinod Kumar Beswal	Independent Director
Mrs. Kamlini Maniar	Independent Director
Mr. Hormazdiyaar Vakil	Independent Director
Mr. Maneck Davar	Additional Director w.e.f. 30.09.2019
Mrs. Pallavi Dhupelia	Additional Director w.e.f. 30.09.2019

### Key Managerial Persons

Mr. Moloy Saha	Chief Executive Officer
Mr. Ameya Dhupelia	Chief Financial officer
Mrs. Randeep Kaur	Company Secretary & Compliance Officer, Nodal Officer

### 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

### Corporate Office

224, Dulwich Mansion, 3rd Floor,  
Tardeo, Mumbai 400 007  
Tel: 022-23533103/04  
Fax: 022-23533105/06  
Website: www.foodsandinns.com  
Email: writetous@foodsandinns.com  
**CIN:L55200MH1967PLC013837**

### Registered Office

Udyog Bhavan, 2nd 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

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

#### Gonde

S.No340, At Post Gonde  
Tal, Sinnar, Dist Nashik,  
Maharashtra, Pin 422606

#### Nashik

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

### 48<sup>th</sup> ANNUAL GENERAL MEETING

Date: September 30, 2020

Time: 3:30 p.m through video conferencing facility

### E- VOTING PERIOD

Commences on:  
Sunday September 27, 2020 at 10:00 am

Closes on:  
Tuesday September 29, 2020 at 5:00 pm

Notice .....	2 - 9
Director's Report .....	10 - 29
Corporate Governance Report .....	30 - 39
10 Years Highlights.....	40
Standalone Independent Auditor's Report.....	41 - 45
Standalone Financial Statements.....	46 - 50
Notes Forming Part of Standalone Financial Statement ..	51 - 87
Consolidated Independent Auditor's Report.....	88 - 91
Consolidated Financial Statements .....	92 - 96
Notes Forming Part of Consolidated Financial Statement..	97 - 134

## NOTICE

Notice is hereby given that the 48<sup>th</sup> Annual General Meeting (AGM) of the Members of Foods and Inns Limited will be held on Wednesday, September 30, 2020 at 3:30 P.M through video conferencing facility to transact the following business:

### ORDINARY BUSINESS:

#### Item No 1- Adoption of Financial Statements

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, 2020, 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 ₹ 0.20 per equity shares for the year ended 31<sup>st</sup> March, 2020.”

#### 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- Appointment of Mrs. Pallavi Dhupelia (DIN: 00169818) as a Non- Executive Non- Independent Director of the Company

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

**“RESOLVED THAT** Mrs. Pallavi Dhupelia (DIN: 00169818) who was appointed as an Additional Director of the Company w.e.f. September 30, 2019 by the Board of Directors and who holds office upto the date of this Annual General Meeting in terms of Section 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Article 122 of the Article of Association, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, and being eligible, be and is hereby appointed as a Non-executive, Non Independent Director of the Company, liable to retire by rotation, with effect from the date of this Meeting.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

#### Item No 5- Appointment of Mr. Maneck Davar (DIN: 01990326) as a Non- Executive Independent Director of the Company

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Maneck Davar (DIN: 01990326), who was appointed as an Additional Director of the Company with effect from September 30, 2019, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 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) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

#### Item No 6- Approval of increase in remuneration of Mr. Ameya Dhupelia as Country Head, United Kingdom pursuant to Section 188(1) (f) of Companies Act, 2013

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

**“RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, consent of the Company be and is hereby granted to increase the remuneration Mr. Ameya Dhupelia, to act as Country Head, United Kingdom who is a relative of Mrs. Pallavi Dhupelia, additional director appointed by the board of directors of the company and

proposed to be appointed as Non- Executive Non- Independent director of the company in the ensuing Annual general meeting, to the place of profit being the office of the Country Head, United Kingdom, with effect from October 17, 2020 at an annual contract and remuneration of Gross GBP 55,000 p.a. plus relocation/settlement and accommodation expenses subject to maximum of USD 26,000 p.a. together with other benefits, perquisites, allowances, amenities and facilities, as applicable / payable to the other employees of the Company occupying similar position in the said cadre as per the applicable rules of the Company.”

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

**Place:** Mumbai  
**Date:** September 1, 2020

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

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

**NOTES:**

1. 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, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) 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.
2. Since this AGM is being held pursuant to the MCA Circulars through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip and route map of AGM are not annexed to this Notice
3. Corporate members are requested to send to the Company a scanned copy (PDF/JPG Format), certified copy of the Board Resolution/ Authorisation authorizing their representative to attend and vote on their behalf through remote evoting at [randeep@foodsandinns.com](mailto:randeep@foodsandinns.com). The said Resolution/Authorisation shall also be sent to the Scrutinizer by email through its registered email address to [randeep@foodsandinns.com](mailto:randeep@foodsandinns.com) with a copy marked to [ragini.c@rediffmail.com](mailto:ragini.c@rediffmail.com).
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis per the MCA Circulars.
5. 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.
6. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
7. 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).
8. Members seeking any information with regard to the accounts, inspection of documents or any matter to be placed at the AGM, are requested to write to the Company on or before 3 days through email on [writetous@foodsandinns.com](mailto:writetous@foodsandinns.com). The same will be replied by the Company suitably.
9. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts relating to item No 3, 4, 5 and 6 of this notice is annexed herewith and the same should be taken as part of this Notice.
10. The meeting shall be deemed to be conducted at the Registered Office of the Company situated at Udyog Bhavan, 2<sup>nd</sup> Floor, 29 Walchand Hirachand Marg, Ballard Estate, Mumbai 400038.
11. In view of the countrywide lockdown and restriction on movement across the country imposed by the Government due to the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide General Circular No. 20/2020 dated 5<sup>th</sup> May 2020 read with General Circular No. 14/2020 dated 8<sup>th</sup> April 2020 and General Circular No. 17/2020 dated 13<sup>th</sup> April 2020, allowed companies:
  - i. to send the annual reports to shareholders only on email who have registered their email ID with the Company / Depositories,
  - ii. to hold Annual General Meeting (AGM) through video conferencing (VC) or other audio-visual means (OVAM) and



12. The Annual Report and Notice of the AGM is being sent to members who have registered their email ID with the Company / Depositories. The members who have not registered their email ID with the Company can access the Annual Report on the website of the Company [www.foodsandinns.com](http://www.foodsandinns.com). Members who would like to obtain pdf copy on their email ID may write an email to [randeep@foodsandinns.com](mailto:randeep@foodsandinns.com). Pursuant to the Circulars mentioned above, the Company has not printed the Annual Reports and hence no hard copies of the Annual Report will be provided.
13. In respect of Resolution at Item No 3, a statement giving additional information on the Director seeking re-appointment is provided below as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name	<b>Mr. Bhupendra Dalal</b>
Date of Birth & Age	18-11-1941 , 78 years
Appointed on	22-09-2014
Qualifications	B.Com , L.L.B
Expertise/ Experience	Standing over 50 years experience as Financial Adviser
Shareholding	NIL

The other Directorships / Committee Membership of Mr. Bhupendra Dalal are as follows:

Name of the Company	Committee Membership	Board Membership
Niideep Investments Company Private Limited	NIL	Director
Cifco Limited	NIL	Chairman
Milan Investments Private Limited	NIL	Director
Oceanic Investments Limited	NIL	Director

14. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday September 24, 2020 to Wednesday September 30, 2020 (both days inclusive) for the purpose of Annual General Meeting and Dividend.
15. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company in advance, a duly certified copy of the Board resolution/ Power of Attorney authorizing their representative to attend and vote on their behalf the Annual General meeting.
16. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares. Members can contact the Company/ RTA for assistance in this regard.
17. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Meeting.
18. SEBI Regulations has mandated companies to credit the dividends electronically to the Member's bank account. Members who hold shares in dematerialized form should inform their depository Participants (DP) as well as to the Company and such Members holding shares in physical form should inform the Company, their Bank details viz. Bank Account Number, Name of the Bank and Branch details and MICR Code. Those Members who have earlier provided the above information should update the details if required.
19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their pan to the Company/ RTA.
20. Kindly note that as per the SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, (hereinafter referred to as 'Listing Regulations') it is mandatory for the company to print the bank account details of the investors in dividend payment instrument. Hence, you are requested to update/ register your correct bank account details with the Company/ RTA/ Depository participant as the case may be.
21. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Notices, Circulars, etc. from the Company electronically.
22. Members wishing to claim dividend, which has remained unclaimed, are requested to correspond with Registrar and Share Transfer Agents. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will as per section 205A of the Companies Act, 1956 (Section 124 of the Companies Act, 2013), be transferred to the Investor Education and Protection Fund.
23. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company's Registrar and Transfer Agent, Link In Time India Private Limited ('RTA') at [ashok.sherugar@linkintime.co.in](mailto:ashok.sherugar@linkintime.co.in) for assistance in this regard.
24. 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 authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

25. Members will be provided with the facility for voting through electronic voting system during the VC proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote during such proceedings of the AGM. Members who have cast their vote by remote e-Voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again.
26. A person whose name is recorded in the Register of Members as on the cut-off date only shall be entitled to avail the facility of remote e-Voting before as well as during the AGM. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date i.e. Wednesday September 23, 2020, may obtain the User ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
27. The Chairman shall, at the AGM, at the end of discussion on the Resolutions on which voting is to be held, allow voting, by use of remote e-Voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-Voting facility. The remote e-Voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.
28. The Scrutinizer will submit her report to the Chairman or to any other person authorised by the Chairman after the completion of the scrutiny of the e-Voting (votes cast during the AGM and votes cast through remote e-Voting), not later than 48 hours from the conclusion of the AGM. The results declared along with the Scrutinizer's report shall be communicated to the Stock Exchanges on which the Company's shares are listed, NSDL and RTA and will also be displayed on the Company's website at [www.foodsandinns.com](http://www.foodsandinns.com).
29. Instructions for attending the AGM through VC/OAVM and remote e-Voting (before and during the AGM) are given below:

**A. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM**

- I. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- II. Members are encouraged to join the Meeting through Laptops for better experience.
- III. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- IV. 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.
- V. 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 [writetous@foodsandinns.com](mailto:writetous@foodsandinns.com) from Thursday, September 24, 2020 to Saturday, September 26, 2020. The same will be replied by the company suitably. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

**B. THE INSTRUCTIONS FOR E-VOTING BEFORE /DURING THE AGM**

The remote e-voting period begins on Sunday September 27, 2020 at 10:00 A.M. and ends on Tuesday September 29, 2020 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

➤ **The instructions for remote e-Voting before the AGM are as under:**

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

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

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

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

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?  
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'.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- 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).
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 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.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?
1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### ➤ The instructions for e-Voting during the 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 since the Meeting is being held through VC/OAVM.

- b) 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.
- c) 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.

**General Guidelines for shareholders**

- 1) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- 2) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Mr. Amit Vishal or Ms. Pallavi Mhatre or Mr. Pratik Bhatt from NSDL at the designated e-mail IDs: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or [pratikb@nsdl.co.in](mailto:pratikb@nsdl.co.in) or at telephone nos.: +91 22 2499 4360/4545/4738.

**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 3, 4, 5 and 6 of the accompanying notice.

**Item No. 3**

This statement is provided, though strictly not required as per section 102 of the Act. Mr. Bhupendra Dalal (DIN: 00061492), is due to retire by rotation and being eligible offers himself for re-appointment as a Non-Executive Director of the Company.

In terms of the Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) in past, members have approved, by passing Special Resolution in the 46<sup>th</sup> AGM held on Monday, September 24, 2018, continuation of tenure of directorship of Mr. Bhupendra Dalal as Non-Executive Director.

A brief profile of Mr. Bhupendra Dalal as stipulated under Regulation 36(3) of Listing Regulations is given in this Notice.

Save and except Mr. Bhupendra Dalal and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board of Directors recommends the Special Resolution set out at Item No 3 for approval by the Members.

**Item No. 4**

The Board of Directors of the Company had appointed Mrs. Pallavi Dhupelia as an Additional Director of the Company with effect from September 30, 2019. Pursuant to Section 161(1) of the Companies Act 2013, Mrs. Pallavi Dhupelia holds her office till the date of this Annual General Meeting.

The Company has received from Mrs. Pallavi Dhupelia (i) consent to act as director of the Company; and (ii) a declaration that she is not disqualified from being appointed as a director of the Company.

As stipulated under Secretarial Standard-2, brief profile of Mrs. Pallavi Dhupelia, including names of companies in which she holds directorships and memberships / chairmanships of Board Committees, is provided below in Table A:

**Table A**

Age	65 years
Qualifications	BA (Hons) in Psychology
Experience	She has vast experience in following functional areas: <ul style="list-style-type: none"> <li>• Productivity in farming practices and managing administration</li> <li>• Lead Practitioner and trainer in Ikebana Sogetsu, School of Japan, Mumbai</li> <li>• Head of Visual Art and Craft, in Om Creations Trust, Mumbai</li> <li>• Chairman of Family Office of Vastu Mumbai</li> </ul> Executive Trustee of Bengoram Tea Estate, Coonoor
Terms and Conditions of appointment	Non-Executive Director, Non-Independent Director
Details of remuneration	Nil
Date of first appointment	September 30, 2019
Shareholding in the Company	10000450, 19.87%





Relationship with other director/Manager and other KMP	She is a Promoter of the Company and mother of Key Managerial Personnel (Mr. Ameya Dhupelia, CFO)
Number of meetings attended during the financial year 2019- 20 and till the date of the Notice this AGM	3
Directorships of other Board	Swar Investments And Trading Company Private Limited
Membership/Chairmanship of Committees of other Board	Nil

Your Board recommends the Ordinary resolution as set out in this notice for your approval.

Save and except Mrs. Pallavi Dhupelia and her relative Mr. Ameya Dhupelia, Chief Financial Officer of the Company to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board commends the Ordinary Resolution set out at Item No 4 for approval of the Members.

#### Item No. 5

The Board of Directors of the Company had appointed Mr. Maneck Davar as an Additional Director of the Company with effect from September 30, 2019. Pursuant to Section 161(1) of the Companies Act 2013, Mr. Maneck Davar holds his office till the date of this Annual General Meeting.

The Company has received from Mr. Maneck Davar (i) consent to act as director of the Company; and (ii) a declaration that he is not disqualified from being appointed as a director of the Company.

As stipulated under Secretarial Standard-2, brief profile of Mr. Maneck Davar, including names of companies in which he holds directorships and memberships / chairmanships of Board Committees, is provided below in Table B:

**Table B**

Age	62 years
Qualifications	BA Hons
Experience	He has over 41 years of experience in print journalism and publishing. 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, The Smart Manager Private Limited and MW. Com Private Limited. He is a member of Central Governing Council and Vice Chairman of Services Export Promotion Council (SEPC) of the Ministry of Commerce, Government of India. He is an Independent Director of ECGC (Export Credit Guarantee Corporation) Ministry of Commerce, Government of India. Mr. Davar is also associated with various public organisations
Terms and Conditions of appointment	Non-Executive Director, Independent Director
Details of remuneration	Nil
Date of first appointment	September 30, 2019
Shareholding in the Company	Nil
Relationship with other director/Manager and other KMP	Nil
Number of meetings attended during the financial year 2019- 20 and till the date of the Notice this AGM	3
Directorships of other Board	<ul style="list-style-type: none"> <li>• Kemp and Company Limited</li> <li>• Spenta Publishers Private Limited</li> <li>• Spenta Management Private Limited</li> <li>• Spenta Digital Media Private Limited</li> <li>• Spenta Multimedia Private Limited</li> <li>• Mumbai Boat Show Private Limited</li> <li>• Smart Manager Media Private Limited</li> <li>• MW Com (India) Private Limited</li> </ul>
Membership/Chairmanship of Committees of other Board	4

Your Board recommends the Ordinary resolution as set out in this notice for your approval.

Save and except Mr. Maneck Davar and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board commends the Ordinary Resolution set out at Item No 5 for approval of the Members.

**Item No. 6**

Mr. Ameya Dhupelia who was appointed as a Chief Financial Officer of the Company with effect from August 14, 2017 and has been carrying out the duties and responsibilities of CFO from the said date at an annual remuneration not exceeding Rs. 30 lakhs p.a.

Upon his representation, the Management of the Company now proposes to assign him international responsibilities by elevating him as Country Head, United Kingdom to look after the business development in United Kingdom and Allied markets w.e.f October 17, 2020.

He would be relieved from his duties as CFO of the Company w.e.f October 16, 2020 at the close of business hours. He would be taking the charge of new responsibilities w.e.f October 17, 2020 at United Kingdom.

In terms of Section 188(1) (f) of the Companies Act, 2013, the appointment of a director or a relative of director to an office or place of profit in a company requires approval of the shareholders of the company. Since Mr. Ameya Dhupelia is a son of Mrs. Pallavi Dhupelia, additional director appointed by the board of directors of the company at its meeting held on September 30, 2019 and now recommended by the board of directors of the company to be appointed as Non- Executive Non- Independent director of the company in the ensuing Annual general meeting of the Company, provisions of Section 188(1) (f) of the Companies Act, 2013 would be applicable for appointment of Mr. Ameya Dhupelia to a place of profit being the office of Country Head, United Kingdom.

In the light of above, you are requested to accord your approval to the Ordinary Resolution as set out at Agenda Item No.6 of the accompanying Notice.

Mrs. Pallavi Dhupelia and her relatives may be deemed to be concerned or interested in the said resolution. Except the above, none of the Directors and Key Managerial Personnel of the Company except Mr. Ameya Dhupelia and his relatives has any concern or interest, financial or otherwise, in the proposed resolution.

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

**Place:** Mumbai

**Date:** September 1, 2020

**Registered Office:**

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

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

## DIRECTORS' REPORT AND MANAGEMENT DISCUSSION AND ANALYSIS

Dear Members,

The Directors present their report on the financial performance, business and operations of the Company for the year ended March 31, 2020

### 1. FINANCIAL RESULTS

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

(₹ In Lakhs)

	Standalone		Consolidated	
	2019-20 (₹)	2018-19 (₹)	2019-20 (₹)	2018-19 (₹)
<b>Total Income</b>	<b>38,892.28</b>	34,023.61	<b>39,614.25</b>	34,146.85
<b>Total Income excluding Excise Duty</b>	<b>38,892.28</b>	34,023.61	<b>39,614.25</b>	34,146.85
Profit Before Depreciation, Finance and Tax (PBDIT) inclusive of other Income	<b>3,472.60</b>	2,631.93	<b>3,529.40</b>	2,626.68
Finance Cost	<b>1,140.69</b>	1,320.43	<b>1,140.69</b>	1,320.67
Depreciation	<b>1,240.39</b>	1,150.76	<b>1,242.69</b>	1,152.34
Profit before share of profit/(loss) from Associate/ Joint venture and exceptional items	<b>1,091.52</b>	160.74	<b>1,146.02</b>	153.66
Share of profit/(loss) from Associate/ Joint venture	<b>Nil</b>	Nil	<b>Nil</b>	Nil
<b>Profit before exceptional items and tax</b>	<b>1,091.52</b>	160.74	<b>1,146.02</b>	153.66
Exceptional items net(Loss)/ gain	<b>Nil</b>	11,681.17	<b>Nil</b>	11,672.95
Tax Expenses	<b>(11.95)</b>	904.96	<b>37.05</b>	904.96
Net Profit for the year	<b>1,103.47</b>	10,936.95	<b>1,108.97</b>	10,921.65
<b>Appropriations</b>				
Transfer to General Reserves	<b>Nil</b>	Nil	<b>Nil</b>	Nil
<b>Balance carried to Balance sheet</b>	<b>1,103.47</b>	10,936.95	<b>1,108.97</b>	10,921.65

### 2. RESULTS OF OPERATIONS

As per the Standalone Financials for year ended on March 31, 2020 the turnover of the Company is ₹ 384.29 crores as compared to ₹ 337.38 crores for the year ended on March 31, 2019. The Company made a profit before tax of ₹ 10.92 crores during the year ended March 31, 2020 against the profit before tax of ₹ 1.61 crores during the year ended on March 31, 2019.

As per the Consolidated Financials for year ended on March 31, 2020 the turnover of the Company is ₹ 392.25 crores as compared to ₹ 338.64 crores for the year ended on March 31, 2019. The Company made a profit before tax of ₹ 11.46 crores during the year ended March 31, 2020 against the profit before tax of ₹ 1.54 crores during the year ended on March 31, 2019.

The Company's exports during the year was ₹ 203.07crores (₹ 208.06 crores) and domestic sale was ₹ 167.78 crores (₹ 115.73 crores). This translates into a ratio of 54.76 % to 45.24% (64.26% to 35.74%) between exports and domestic sales.

### 3. DIVIDEND

Your Board of Directors, in its meeting held on May 30, 2020 has recommended a Final Dividend of ₹ 0.2 (i.e. 20 %) per equity share (last year ₹ 0.20 per equity share) for the financial year ended March 31, 2020 amounting to ₹ 100.68 lakhs as against ₹ 100.68 lakhs. The dividend payout is subject to approval of members at the ensuing Annual General Meeting.

### 4. 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.

### 5. FIXED DEPOSITS

The Company had discontinued its Fixed Deposit scheme in the financial year 2014-15. The Company has repaid all its fixed deposit as on March 31, 2017, except deposit of ₹ 20,000 which remains unclaimed by 2 depositors.

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

There are no material changes and commitments affecting the financial position of the Company which have occurred after March 31, 2020 till date of this report.

**7. MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

**(i) The nexus between Indian Food Processing and Foods and Inns (F&I)**

The COVID pandemic has been instrumental in demonstrating vulnerability across the globe however one thing that it has shown is that the food industry remains resilient and almost recession proof. Your company, Foods and Inns (F&I) faced issues during the first few weeks of the lockdown however it was short lived and we were back into operations by the first week of April 2020 in compliance with Covid19 guidelines. We appreciate all our team member for the initiative taken to keep operation running within stipulated guidelines.

F&I believes that Food processing or the food industry is governed by few simple facts:

- a) India is the world's 2<sup>nd</sup> largest producer of fruit and vegetables with 259 million MT however value addition or food processing is a meager 2% compared to China and the USA where value addition is close to 20% and 50% respectively highlighting an untapped opportunity
- b) Farm to fork in India is 7 hands compared to the USA which is 3 hands amplifying the opportunities in optimization of supply chain coupled with F&I's B2C offerings
- c) India has a young and hungry population with a median age of 28 years amplifying the strong oncoming consumption story
- d) India has 1.3 billion people who on average might have 2.5 meals per day leading to 3.25 billion meals on a daily basis once again magnifying the robust consumption story and opportunity
- e) Indian agriculture forms 20% of our GDP, 50% of employment and 70% of our landmass helping us become a fruit and vegetable garden for the rest of the world

Based on the themes above F&I has a strong conviction to:

- i) Aggressively penetrate the domestic market where we have made significant progress over the last 3 years
- ii) Continue to grow our export channels by introducing new products and further penetrating markets such as USA and Africa.
- iii) Increasing our backward integration links with the sole purpose of getting more direct farmers under our belt so as to help them increase farm land productivity and new product development in a pesticide controlled, nutritious and healthy environment (see below for further explanation)

Agriculture serves as the bedrock for Food Processing, it is imperative that our farmer links are strengthened year on year to ensure we have sustainable, fresh produce to make the best quality products for our worldwide customers. F&I focus on backward integration includes:

- a) Focusing on sustainable yield improvements through scientific farming practices thereby reducing food waste, water usage and harmful chemicals
- b) Improve farmer profitability whilst treating them as micro entrepreneurs thereby helping them increase their price realization or implementing Minimum Support Prices (MSP)
- c) Work closely with the Government to bring various reforms such as beneficial duty structure to aid exports, land reform, subsidized loans/interest waivers for farmers and processors, pesticide awareness and encouraging agricultural based technology

We have had 2 transformational reforms in the last 6 months that will help F&I capture a wider market share a) Deregulation of the APMC or mandi and b) DPIIT focus on the food processing industry specifically for mango, orange, and potato where the government sees a \$10 billion opportunity by 2030

Our other value drivers core to our business growth include:

- i) Phased approach to focus on B2C via our organic and inorganic brands (branded spice and packaged frozen snacks) via a digital distribution approach
- ii) Leveraging technology and IOT to improve farm productivity, food safety, traceability coupled with customer experience and data collection
- iii) Sustainability, pesticide control and healthy/immunity building packaged foods

This will not only drive future growth but deliver future value.

**(ii) Expansion plan, strategic outlook and long term sustainable value:**

We have made significant strides in optimising our capacities and capex by focussing on core areas of business growth such as a) frozen ready to eat to foods b) spray dried powders and c) our immunity building/healthy B2C portfolio

We have a strong strategic focus which will drive long term value in the following ways:

- Cashflow optimisation
- Realignment of costs
- Increasing plant productivity and controlled asset utilisation



- New product development by increasing our farmer programmes
- Leverage technology to streamline process whilst using digital platforms to publish our product suite
- Constantly collecting feedback and listening to our customers

Our capex cycle will unwind over the next 4 years gearing F&I to absorb the rising global consumption.

Our strategic outlook remains bullish, with our unconditional focus on building customer trust and value. Our unique selling points sits with our professional yet very experienced management team coupled with our unwavering focus on providing a quality product.

Our professional team come with a lot diverse domestic and international experience, they remain very hands on with the market whilst assessing new opportunities regularly as India partakes in a steady growth curve with an agrarian focused Government.

**(iii) Risk management:**

Risk management is a key to the Company's strategy; it is not only used as a tool for risk mitigation but to also assist in finding opportunities for continuous development. The Company is constantly evolving whilst developing a well-documented risk management framework hence assisting in timely identification, assessment and mitigation of risks.

The Company has constituted a Risk management committee which has been entrusted with responsibility to assist the Board in overseeing the Company's risk management process and control, setting strategic plans and objectives for risk management, review the Company's risk appetite and strategy relating to key risk including market risk, product risk.

The Company has adopted a risk management policy in accordance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Few key risks identified by the Company are as under:

- a) Substantial working capital due to characteristic nature of business cycle.
- b) Limitation of plant utilization due to seasonal nature of business resulting in restricted processing of variety of fruits.
- c) Global warming resulting in untimely rains affecting the quality, fruit availability and price.

**iv) Internal control system and adequacy:**

In order to ensure orderly and efficient conduct of business, the Company has planned to put more focused and necessary internal control systems using ERP in line with business requirements, scale of operations and geographical spread. These systems will largely include policies and procedures, IT systems, delegation of authority, segregation of duties and internal audit review framework.

In line with regulation the Company will continue to implement necessary internal financial controls and systems with regard to adherence to company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial information. Additionally the company is building thorough Standard Operating Procedures (SOPs) for the overall operations of the Company.

**(v) Cautionary Statement:**

The statements made and figures given in the various sections of "Management Discussion and Analysis" are keeping in mind the company's objectives, estimates and expectations. The actual results may differ from those expected depending upon the economic conditions, changes in Government regulations, tax regimes and other external and internal factors.

**8. PURPOSE DRIVEN VALUE CREATION**

F&I is gearing the businesses for purpose driven leadership. We think it is imperative to not only drive an organisation profitability but to also have a wider social purpose. A focus on the triple bottom line helps us maximise profit, planet and people. After all, a better tomorrow is one where humanity thrives

We have used the 17 goals as published by the United Nations Sustainable Development Goals (UNSDGs) and integrated it under 3 headings – Environment, Social and Governance to ensure we formulate business strategies for a better world.

Environment principles usually monitor F&I's energy use, waste, pollution and natural resource conservation. We ensure we are minimising our impact on the environment and switching to renewable or clean energy where possible.

Social principles ensure F&I treat's its people fairly with no wage or race or gender discrimination along with ensuring our employees have good working conditions with health and safety being prioritised.

Governance being a key theme is of utmost focus ensuring F&I's minority shareholders are well protected via various committees keeping us accountable and transparent at all times. We will maintain the highest level of corporate governance and ethics.

We maintain a formal policy ratified by our Board of Directors covering our various initiatives under Environment, Social and Governance. These initiatives are measured every 6 months via a Logic Model which dissects each initiative into inputs, activities, output, outcomes and impact.

Sustainability is captured in its entirety as part of our efforts to becoming a purpose driven organisation driving long term sustainable value for all our stakeholders. We aim to do well and do good.

**9. 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 directly in urban and rural areas in sectors such as education, water & sanitation, promoting health care, promoting holistic education and value development for children in government and low income aided schools.

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.

**10. 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.

**11. SUBSIDIARY COMPANIES**

The Board of Directors in their meeting held on 14-08-2019, decided to wind up the wholly owned subsidiary Company, FNI Asia PTE Ltd.

The Company has acquired the following during the year 99.99 % of the rights of the partnership firm in M/s Kusum Spices w.e.f. October 2, 2019.

Further, a statement containing the salient features of the financial statements of our subsidiaries in the prescribed Form AOC-1 is annexed as **Annexure-3**.

**12. 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.

**13. CORPORATE GOVERNANCE**

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

Our Corporate governance report forms part of this Annual report.

**14. 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.

During the year the board of directors had appointed Mr. Maneck Davar and Mrs. Pallavi Dhupelia as additional directors of the company w.e.f. September 30, 2019.

**15. 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, 2020 and of the profit of the Company for that year.
- we have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- we have prepared the Annual Accounts on a going concern basis.
- we have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively.
- we have devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**16. INSURANCE**

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

**17. 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.

**18. NUMBER OF MEETINGS OF THE BOARD**

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

**19. 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.

**20. COMMITTEES OF THE BOARD**

Currently, the Board has five committees, the audit committee, the nomination and remuneration committee, the stakeholder's relationship committee, the corporate social responsibility committee and the risk management 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.

**21. 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.

**22. 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

**23. 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 2019-20.

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. The transaction amount was not exceeding the applicable statutory limits and therefore no approvals from the shareholders were required.

**24. PARTICULARS OF EMPLOYEES**

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

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

Sl. No	Name of the director	Total (₹ in lakhs)	Ratio (times)
<b>A)</b>	<b>Median Employee Remuneration</b>	3.33	
<b>B)</b>	<b>Non Executive Directors Remuneration</b>		
1.	Mr. Bhupendra Dalal	2.55	0.77
2.	Mr. Milan Dalal	2.75	0.83
3.	Mr. VinodKumar Beswal	2.55	0.77

4.	Mr. Raymond Simkins	0.70	0.21
5.	Mrs. Kamlini Maniar	1.25	0.38
6.	Mr. Hormazdiyaar Vakil	2.75	0.83
7.	Mr. Deepak Mohla*	0.10	0.03
8.	Mr. Dinkarray Trivedi*	0.40	0.12
9.	Mr. Maneck Davar*	0.90	0.27
10.	Mrs. Pallavi Dhupelia*	0.75	0.23

\* Since this information is for part of the year, the same is not comparable.

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

Chief Executive Officer: 0.99%, Company Secretary: 27.66%, Chief Financial Officer: -3.24%

- iii. The percentage increase in the median remuneration of employees in the financial year: 2.51%
- iv. There were 325 permanent employees on the payroll of the Company as on March 31, 2020.
- 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 9.78% in F.Y. 2020.

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.

## 25. 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.

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

The details forming part of the extract of then Annual Return in Form No MGT-9 is annexed as **Annexure-5** to this report.

## 27. AUDITORS

### 27.1 Statutory Auditors

The Company's Auditors Messrs 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 Fifty 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.

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.

### 27.2. 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 Mr. J.Y. Gupte, Practising Company Secretary, to undertake the Secretarial Audit of the Company.

The Secretarial Audit Report is annexed as **Annexure-6** to this report and does not contain any qualifications.

### 27.3 Internal Auditors

The company has appointed firms of chartered accountants as its internal auditors at the locations of the factories situated at Chittor, 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.

## 28. 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.





## **29. 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.

There is no unclaimed dividend in respect of F.Y 2011-12 to be claimed by the shareholders of the Company. Hence, no amount will be transferred to the IEPF for the financial year March 31, 2020.

## **30. 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 2009-10.

## **31. GREEN INITIATIVES**

In the line with the 'Green initiative', the Company has affected electronic delivery of the Annual Report 2019-20 are sent to all members whose email addresses are registered with the Company/ Depository Participant(s). For members who have not registered their email addresses, physical copies are sent.

## **32. 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)

Mumbai, August 20, 2020

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. Moloy Saha During the year under review, the committee met, on:- 1. June 20, 2019 2. August 3, 2019 3. August 30, 2019 4. January 6, 2020 5. March 9, 2020
3. <b>Average net profit of the Company for the last three financial years</b>	₹ 792.02 lakhs
4. <b>Prescribed CSR Expenditure (two percent of the amount mentioned in item 3 above)</b>	₹ 15.84 lakhs
5. <b>Details of CSR spent during the financial year:</b>	
a. <b>Total amount to be spent for the financial year</b>	₹ 15.84 lakhs
b. <b>Amount unspent, if any</b>	Nil
c. <b>Manner in which the amount spent during the financial year</b>	Given in CSR spent table

Details of Amount Spent on CSR Activities during the Financial Year 2019-20

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 making availability of safe drinking water in Daman Ganga Canal Research Division, Valsad	safe drinking water	Valsad	1,49,380	1,49,380	1,49,380	Foods and Inns Limited
Payment towards ensuring environmental sustainability for planting trees to grow Tree	environmental sustainability	Maharashtra	46,704	46,704	46,704	Foods and Inns Limited
Payment towards promoting education to govt. of A.P. Zilla Grandhalaya Samstha	promoting education	Chittoor	12,500	12,500	12,500	Foods and Inns Limited
Payment towards providing food in the summer camp organised by Zilla Grandhalaya Samstha	eradicating hunger	Chittoor	25,000	25,000	25,000	Foods and Inns Limited
Payment towards St. Lawrence High School, Navi Mumbai	promoting education	Mumbai	49,734	49,734	49,734	Foods and Inns Limited
Contribution towards promoting education and Art to Saturday Art Class	promoting education	Mumbai	2,50,000	2,50,000	2,50,000	Foods and Inns Limited
Contribution to Gramodaya Trust to impart education to rural children and special children	promoting health care and education	Mumbai	7,00,000	7,00,000	7,00,000	Foods and Inns Limited
Payment towards promoting health care and education to Shree Odhavram Arogya Nidhi Trust.	promoting health care and education	Mumbai	15,00,000	15,00,000	15,00,000	Foods and Inns Limited



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 promoting education to Janta Vidyalay for contribution towards purchasing materials for their school computer laboratory	promoting education	Gonde	42,000	42,000	42,000	Foods and Inns Limited
Payment towards promoting education to Asha Foundation for purchasing of stationery and amenities for under privileged school students.	promoting education	Mumbai	8,929	8,929	8,929	Foods and Inns Limited
Payment towards promoting sports to ZP High School, Naraharipet, to conduct state level Tennis Volly ball tournament competition at the school premises	promoting sports	Chittoor	50,000	50,000	50,000	Foods and Inns Limited
Payment eradicating hunger due to COVID-19 to Safa Society by contributing red mirchi powder and haldi powder in view of the lockdown due to COVID-19 pandemic	eradicating hunger	Mumbai	2,96,000	2,96,000	2,96,000	Foods and Inns Limited
Payment eradicating hunger due to COVID-19 by contributing food items to the workers in Chittoor in view of the lockdown due to COVID-19 pandemic	eradicating hunger	Chittoor	52,920	52,920	52,920	Foods and Inns Limited
Payment towards promoting education to Navajeevan High School, Shingri, Khed by constructing the school for under privilege rural poor students	promoting education	Maharashtra	6,88,694	6,88,694	6,88,694	Foods and Inns Limited
<b>TOTAL</b>			<b>38,71,861</b>	<b>38,71,861</b>	<b>38,71,861</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.

N.A.

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 20, 2020

## Annexure to Directors' Report- 2

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

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

**Major energy conservation initiatives taken during the F.Y 2019-20**

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

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

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

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

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

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

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

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

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

(iii) The Company is using state of the art technology in its new plant in Vankal, Gujarat and Nashik, Maharashtra

**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 ₹ 196,20,54,041<br>(Previous year ₹ 198,84,78,840) |
| b. Total Foreign Exchange outgo    | : | ₹ 21,32,56,629<br>(Previous year ₹ 9,91,86,859)                         |

**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 Lacs ₹

1. Name of the Subsidiary	FNI Asia PTE Ltd
2. Reporting period for the subsidiary concerned , if different from the holding company reporting period	March 31, 2020
3. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	S \$ 1S\$ = Rs. 52.99
4. Share Capital	0.49
5. Other Equity	-33.39
6. Total Assets	11.75
7. Total Liabilities	44.65
8. Investments	0
9. Turnover	0
10. Profit/ (Loss) before taxation	-6.79
11. Provision for taxation	0
12. Profit/ (Loss) after taxation	-6.79
13. Other Comprehensive Income	0
14. Total Comprehensive Income	-6.79
15. Proposed Dividend	0
16. % of shareholding	100

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

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

Name of Associates/Joint Ventures	Kusum Spices
1. Latest audited Balance Sheet Date	March 31, 2020
2. Shares of Associate/Joint Ventures held by the company on the year end	March 31, 2020
Number*	N.A
Amount of Investment in Associates/Joint Venture	Rs. 13,99,86,000/-
Extend of Holding %	99.99 %
3. Description of how there is significant influence	Share of profits/losses in the partnership firm is 99.99%
4. Reason why the associate/joint venture is not consolidated	N.A
5. Net worth attributable to Shareholding as per latest audited Balance Sheet	N.A
6. Profit / (Loss) for the year	81.84
i. Considered in Consolidation	81.84
ii. Not Considered in Consolidation	0.00#

# this amount is less than ₹ 1,000/-

\*since it is a partnership firm there is no shareholding

For and on behalf of the Board of Directors

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

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

Place: Mumbai

Date: August 20, 2020

**FORM NO MGT-9**  
**EXTRACT OF ANNUAL RETURN**

as on the financial year ended March 31, 2020

[Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS**

CIN	L55200MH1967PLC013837
Registration Date	October 11, 1967
Name of the Company	FOODS AND INNS LIMITED
Category/ Sub- Category of the Company	Company Having Share Capital
Address of the Registered Office and contact details	Udyog Bhavan, 2 <sup>nd</sup> Floor, 29 Walchand Hirachand Marg, Ballard Estate, Mumbai 400038 Tel 022-23533103/104
Whether Listed Company	Yes
Name, address and contact details of Registrar and Transfer Agent, if any	Link In-Time India Private Limited C101, 247 Park, LBS Marg, Vikhroli (W), Mumbai 400 083 Tel: +91 22 4918600

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated		
Name and Description of main Products / services	NIC Code of the Product/ Service	% to total turnover of the Company
Fruit Pulp and Concentrate (Mango)	99611215	100

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Name and Address of the Company	CIN/ Registration No	Holding/ Subsidiary/ Associate	% of shares Held	Applicable Section
<b>FNI Asia PTE Ltd</b> 17 Phillips Street, #05-01, Grand Building, Singapore 048695	201327110M	Subsidiary	100	2(87)

**IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)****i) Category –wise Shareholding**

Category of Shareholders	No of Shares held at the beginning of the year 01-04-2019				No of Shares held at the end of the year 31-03-2020				% Change during the year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual / HUF	6057570	--	6057570	36.10	18215710	--	18215710	36.19	0.09
b) Central Govt.	--	--	--	--	--	--	--	--	--
c) State Govt.(s)	--	--	--	--	--	--	--	--	--
d) Bodies Corporate	1534217	--	1534217	9.14	4634910	--	4634910	9.21	0.7
e) Banks /FI	--	--	--	--	--	--	--	--	--
f) Any Other	--	--	--	--	--	--	--	--	--
<b>Sub-Total (A) (1)</b>	<b>7591787</b>	<b>--</b>	<b>7591787</b>	<b>45.24</b>	<b>22850620</b>	<b>--</b>	<b>22850620</b>	<b>45.40</b>	<b>0.16</b>
<b>(2) Foreign</b>									
a) NRI- Individuals	--	--	--	--	--	--	--	--	--
b) Other- Individuals	--	--	--	--	--	--	--	--	--
c) Bodies Corporate	--	--	--	--	--	--	--	--	--
d) Banks/ FI	--	--	--	--	--	--	--	--	--
e) Any Other	--	--	--	--	--	--	--	--	--
<b>Sub-Total (A) (2)</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>



Category of Shareholders	No of Shares held at the beginning of the year 01-04-2019				No of Shares held at the end of the year 31-03-2020				% Change during the year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	
<b>Total Shareholding of Promoters (A)=(A)(1)+(A)(2)</b>	<b>7591787</b>	<b>--</b>	<b>7591787</b>	<b>45.24</b>	<b>22850620</b>	<b>--</b>	<b>22850620</b>	<b>45.40</b>	<b>0.16</b>
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
a) Mutual Funds/ UTI	--	--	--	--	--	--	--	--	--
b) Banks/ FI	--	--	--	--	10	--	10	0.00	0.00
c) Central Govt.	--	--	--	--	--	--	--	--	--
d) State Govt.(s)	--	--	--	--	--	--	--	--	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
f) Insurance company	--	--	--	--	--	--	--	--	--
g) FIs	--	--	--	--	--	--	--	--	--
h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
i) Other (specify)	--	--	--	--	--	--	--	--	--
<b>Sub-Total (B) (1)</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>10</b>	<b>--</b>	<b>10</b>	<b>0.00</b>	<b>0.00</b>
<b>(2) Non- Institutions</b>									
<b>a) Bodies Corporate</b>									
i) Indian	1131821	4450	1136271	6.79	3232380	24000	3256380	6.47	(0.32)
ii) Overseas									
<b>b) Individuals</b>									
i) Individual shareholders holding nominal share capital upto ₹ 2 Lakh	3212335	467480	3679815	21.93	8264601	1185110	9449711	18.77	(3.16)
ii) Individual shareholders holding nominal share capital in excess of ₹ 2 Lakh	870770	--	870770	5.19	5338973	--	5338973	10.61	5.42
<b>(c) Others (specify)</b>									
i) Shares held by Pakistani citizens vested with the Custodian of Enemy Property	--	--	--	--	--	--	--	--	--
ii) Other Foreign Nationals	2142220	--	2142220	12.77	6426660	--	6426660	12.77	--
iii) Foreign Bodies	--	--	--	--	--	--	--	--	--
iv) NRI/ OCBs	520190	2000	522190	3.12	1643339	7500	1650839	3.28	0.16
v) Clearing Members/ Clearing House	14370	--	14370	0.09	33985	--	33985	0.07	(0.02)
vi) Trusts	11000	--	11000	0.07	33000	--	33000	0.07	0.00
vii) Limited Liability Partnership	--	--	--	--	--	--	--	--	--
viii) Foreign Portfolio Investor (Corporate)	--	--	--	--	--	--	--	--	--
ix) Qualified Foreign Investor	--	--	--	--	--	--	--	--	--
x) Directors/ Relatives	500	--	500	0.00	9000	--	9000	0.02	0.02
xi) HUF	551787	--	551787	3.29	421452	--	421452	0.84	(2.45)
xii) IEPF	213310	--	213310	1.27	639930	--	639930	1.27	0.00
<b>(d) NBFC registered with RBI</b>	<b>45400</b>	<b>--</b>	<b>45400</b>	<b>0.27</b>	<b>136200</b>	<b>--</b>	<b>136200</b>	<b>0.27</b>	<b>0.00</b>
<b>Trust Employees</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>91500</b>	<b>--</b>	<b>91500</b>	<b>0.18</b>	<b>0.18</b>
<b>Sub- Total (B) (2)</b>	<b>8713703</b>	<b>473930</b>	<b>9187633</b>	<b>54.76</b>	<b>26271020</b>	<b>1216610</b>	<b>27487630</b>	<b>54.60</b>	<b>(0.16)</b>
<b>Total Public Shareholding (B)= (B)(1) + (B)(2)</b>	<b>8713703</b>	<b>473930</b>	<b>9187633</b>	<b>54.76</b>	<b>26271030</b>	<b>1216610</b>	<b>27487640</b>	<b>54.60</b>	<b>(0.16)</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>
<b>Grand Total (A+B+C)</b>	<b>16305490</b>	<b>473930</b>	<b>16779420</b>	<b>100</b>	<b>49121650</b>	<b>1216610</b>	<b>50338260</b>	<b>100</b>	<b>--</b>

ii) Shareholding of Promoters

Shareholders Name	Shareholding at the beginning of the year 01-04-2019			Shareholding at the end of the year 31-03-2020			% change in shareholding during the year
	No of Shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	No of Shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	
Pallavi Dhupelia	3319150	19.78	--	10000450	19.87	--	0.09
Western Press Pvt. Ltd	1150000	6.85	1.77	3450000	6.85	0.02	--
Rekha Dalal	750000	4.47	--	2250000	4.47	--	--
Veena Dalal	350750	2.09	--	1052250	2.09	--	--
Satyen Dalal	600930	3.58	--	1802790	3.58	3.58	--
Cifco Limited	216850	1.29	1.25	650550	1.29	0.003	--
Asim Dalal	263500	1.57	--	790500	1.57	0.36	--
Aditi Dalal	159500	0.95	--	478500	0.95	--	--
Milan Dalal	565750	3.37	--	1697250	3.37	--	--
Satyajyoti Holdings Pvt Ltd	96000	0.57	0.54	288000	0.57	--	--
Devdut Dalal	42000	0.25	--	126000	0.25	--	--
Avanti Dalal	3000	0.02	--	9000	0.02	--	--
Gaurika Dalal	1500	0.01	--	4500	0.01	--	--
Ameya Dhupelia	1490	0.01	--	4470	0.01	--	--
MPIL Corporation Limited	71367	0.43	--	246360	0.48	--	0.05
<b>Total</b>	<b>716042</b>	<b>43.61</b>	<b>9.35</b>	<b>22850620</b>	<b>45.39</b>	<b>3.96</b>	<b>0.1</b>

iii) Change in Promoters Shareholding

Shareholding at the beginning of the year	Cumulative Shareholding during the year	
	No of Shares	% of total shares of the Company
<b>Mrs. Pallavi Dhupelia</b>		
At the beginning of the year	3319150	19.78
Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease	66,38,300 Allotment of Bonus shares on May 3, 2019	--
Acquired shares on 28.06.2019	43000	0.09
At the end of the year	10000450	19.87

Note: Due to the bonus issue in the ratio 2:1 there has been change in the promoter's shareholding

iv) Shareholding Pattern of Top Ten Shareholders (Other Than Directors, Promoters and Holders of GDRs and ADRs)

For Each of the Top 10 Shareholders	Shareholding at the beginning of the year 01-04-2019		Shareholding at the end of the year 31-03-2020	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
Radhakishan S Damani Gopikishan S Damani	--	--	2376000	4.72
Pilot Consultant Private Limited	60418	3.68	1812540	3.60
Salim Mohamedhusein Punjani	46223	2.81	1404930	2.79
Karan G Mehta	27551	1.68	826530	1.64
Vijaya Devi Nahar	216560	1.29	649680	1.29
Investor Education And Protection Fund Authority Ministry Of Corporate Affairs	213310	1.27	639930	1.27
Adikaran Fincom Private Limited	160200	0.95	480600	0.95
Sheetal Praatul Dalal Pratul N. Dalal	150590	0.89	466770	0.92
Emjay Overseas Private Limited	110000	0.66	330000	0.66
Shrihari Sirdeshpande	106402	0.63	328000	0.65





v) **Shareholding of Directors and Key Managerial Personnel**

For Each of the Directors and Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No of Shares	%of total share of the company	No of Shares	% of total shares of the Company
<b>Mr. Milan Dalal, Director</b>				
At the beginning of the year	565750	3.37	565750	3.37
Date wise Increase/ Decrease in shareholding during the year specifying the reasons for increase / decrease	11,31,500 Allotment of Bonus shares on May 3, 2019	--	11,31,500	--
At the end of the year	16,97,250	3.37	16,97,250	3.37
<b>Mr. Raymond Simkins, Director</b>				
At the beginning of the year	2142220	12.77	2142220	12.77
Date wise Increase/ Decrease in shareholding during the year specifying the reasons for increase / decrease	42,84,440 Allotment of Bonus shares on May 3, 2019	--	42,84,440	--
At the end of the year	6426660	12.77	6426660	12.77
<b>Mrs. Kamlini Maniar, Director</b>				
At the beginning of the year	3000	0.02	3000	0.02
Date wise Increase/ Decrease in shareholding during the year specifying the reasons for increase / decrease	6,000 Allotment of Bonus shares on May 3, 2019	---	6,000	--
At the end of the year	9000	0.02	9000	0.02
<b>Mrs. Pallavi Dhupelia, Additional Director</b>				
At the beginning of the year	3319150	19.78	3319150	19.78
Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease	66,38,300 Allotment of Bonus shares on May 3, 2019	--	66,38,300	--
Acquired shares on 28.06.2019	43000	0.09	43000	0.09
At the end of the year	10000450	19.87	10000450	19.78
<b>Mr. Moley Saha, Chief Executive Officer</b>				
At the beginning of the year	57300	0.34	57300	0.34
Date wise Increase/ Decrease in shareholding during the year specifying the reasons for increase / decrease	114600 Allotment of Bonus shares on May 3, 2019	--	114600	--
Sold shares on 28-02-2020	69	0.00	69	0.00
At the end of the year	171831	0.34	171831	0.34
<b>Mr. Ameya Dhupelia, Chief Financial Officer</b>				
At the beginning of the year	1490	0.01	1490	0.01
Date wise Increase/ Decrease in shareholding during the year specifying the reasons for increase / decrease	2980 Allotment of Bonus shares on May 3, 2019	--	2980	--
At the end of the year	4470	0.01	4470	0.01

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/ accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposit	Total Indebtedness (₹ crore)
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	9,762.80	0.00	131.19	9,893.99
ii) Interest due but no paid	0.00	0.00	0.02	0.02
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
<b>Total (i+ii+iii)</b>	<b>9,762.80</b>	<b>0.00</b>	<b>131.21</b>	<b>9,894.01</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	22,870.11	925.00	21.31	23,816.42
Reduction	19,370.85	821.08	1.21	20,193.14
<b>Net Change</b>	<b>3,499.26</b>	<b>103.92</b>	<b>20.10</b>	<b>3,623.28</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	13,053.21	103.92	151.31	13,308.44
ii) Interest due but no paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	208.85	0.00	0.00	208.85
<b>Total (i+ii+iii)</b>	<b>13,262.06</b>	<b>103.92</b>	<b>151.31</b>	<b>13,517.29</b>

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole Time Director and / or Manager

Sr. No	Particulars of Remuneration	
1	Gross Salary	<b>NOT APPLICABLE</b>
	(a) Salary as per the provisions contained in Section 17 (1) of the Income tax Act, 1961	
	(b) Value of perquisites under Section 17(2) Income tax Act, 1961	
	(c) Profits in lieu of Salary under Section 17(3) Income Tax Act, 1961	
2	Stock Options	
3	Sweat Equity	
4	Commission	
	- as % of profit	
	- others, specify	
5	Others, please specify	
	ii) Retrials	
	iii) Contribution to Statutory Provident Fund	
	<b>Total (A)</b>	

B. Remuneration to other Directors:

1. Independent Directors

Sr. No	Particulars of Remuneration	Name of Directors					Total Amount (₹ Lakh)
		Mr. Deepak Mohla	Mr. Dinkarray Trivedi	Mr. V K Beswal	Mrs. Kamlini Maniar	Mr. H S Vakil	
	Fees for attending Board/ Committee Meetings	0.10	0.40	2.05	0.75	2.30	<b>5.60</b>
	Commission	--	--	0.50	0.50	0.45	<b>1.45</b>
	Others, please specify	--	--	--	--	--	<b>--</b>
	<b>Total (B) (1)</b>	<b>0.10</b>	<b>0.40</b>	<b>2.55</b>	<b>1.25</b>	<b>2.75</b>	<b>7.05</b>



**2 Other Non- Executive Directors**

Sr. No	Particulars of Remuneration	Name of Directors			Total Amount (₹ Lakh)
		Mr. Bhupendra Dalal	Mr. Milan Dalal	Mr. Raymond Simkins	
	Fees for attending Board/ Committee Meetings	2.00	2.15	0.25	4.40
	Commission	0.55	0.55	0.45	1.55
	Others, please specify	--	--	--	--
	<b>Total (B) (2)</b>	<b>2.55</b>	<b>2.75</b>	<b>0.70</b>	<b>5.95</b>

**3 Other Additional Non-Executive Directors**

Particulars of Remuneration	Name of Directors		Total Amount (₹ Lakh)
	Mrs. Pallavi Dhupelia	Mr. Maneck Davar	
Fees for attending Board/ Committee Meetings	0.75	0.90	<b>1.65</b>
Commission	--	--	--
Others, please specify	--	--	--
<b>Total (B) (3)</b>	<b>0.75</b>	<b>0.90</b>	<b>1.65</b>
<b>Total (B)= (B)(1)+(B)(2)+(B)(3)</b>			<b>14.65</b>

**C. Remuneration to Key Managerial Personnel other than MD/ Manager/ WTD**

Sr. No	Particulars of Remuneration	Key Managerial Personnel			Total Amount (₹ Lakh)
		Mr. Moley Saha CEO	Mr. Ameya Dhupelia CFO	Mrs. Randeep Kaur CS	
1	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	59.51	25.50	4.82	89.83
	(b) Value of perquisites under section 17(2) Income tax Act, 1961	12.03	0.40	---	12.43
	(c) Profit in lieu of salary under section 17(3) Income tax act, 1961	---	---	---	---
2	Stock Options	---	---	---	---
3	Sweat Equity	---	---	---	---
4	Commission				
	- as % of profit	---	---	---	---
	- others specify	---	---	---	---
5	Others , please specify- Retrials				
	i) Contribution to Statutory Provident Fund	2.66	1.25	0.21	4.12
	ii) Contribution to Superannuation Fund	3.33	---	---	3.33
	<b>Total (C)</b>	<b>77.53</b>	<b>27.15</b>	<b>5.03</b>	<b>109.71</b>

**VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:**

There were no penalties/ punishment/ compounding of offence for the breach of any section of Companies Act against the Company or its Directors or other officers in default, if any, during the year

**On behalf of the Board**

**Bhupendra Dalal**  
Chairman  
(DIN: 00061492)

Mumbai, August 20, 2020

**FORM NO MR-3**  
**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

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

To,  
The Members,  
Foods and Inns Limited  
Udyog Bhavan, 2<sup>nd</sup> Floor,  
9 Walchand Hirachand Marg,  
Ballard Estate, Mumbai 400038

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not applicable to the Company during the audit period)
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the audit period).
  - f. 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;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the audit period); and
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the audit period).
- (vi) I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliance under other applicable Acts, Laws, and Regulation to the Company. The list of major head/groups of Acts, Laws and Regulation as applicable to the Company are as under:
  1. Factories Act, 1948;
  2. Industries Development Regulation Act, 1951;
  3. Labour Laws and their incidental laws related to labour and employees appointed by the Company either on its pay rolls or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation etc.;
  4. Acts prescribed under prevention and control of pollution;
  5. Acts prescribed under environmental protection;
  6. Acts as prescribed under Direct Tax and Indirect Tax;



7. Land Revenue Laws of respective States;
8. Labour Welfare Act of respective States;
9. Trade Marks Act 1999 & Copy Right Act 1957;
10. Acts as prescribed under Shop and Establishment Act of various local authorities
11. Laws related to manufacturing activity, viz. Energy Conservation, Customs Act, Central Excise, Boiler Act and Gas Cylinders Rules, etc.
12. Laws related to purchasing activity. viz. The Contract Act. The Sale of Goods Act, The Transfer of Property Act, Negotiable Instrument Act, etc.

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India
- ii. The Listing Agreements entered into by the Company with Bombay Stock Exchange.
- iii. The Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015

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

I further report that

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

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

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

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

I further report that during the audit period, there were no instances of:

- I. Public/Right/ Preference issue of shares / debentures/sweat equity, etc.
- II. Redemption / buy-back of securities.
- III. Foreign technical collaborations.

I further report that during the audit period, the Board of Directors of the Company, has issued bonus shares in the proportion of 2 (Two) Bonus Shares of Re. 1/- (Rupee One Only) each for every 1 (One) existing fully paid-up Equity Share of- Re. 1/- each held by the members of the Company.

I further report that, in view of Lockdown imposed in the context of spread of severe epidemic corona virus throughout the country, it was not possible for me to physically check and verify the secretarial record and therefore the audit was carried out based on the online data available with Stock Exchange, Company's website, data provided by the Company Secretary and reliance on the telephonic conversation with the Company Secretary of the Company.

Place: Mumbai  
Date: August 20, 2020  
UDIN: A004539B000597296

**J.Y. GUPTA**  
Practicing Company Secretary  
ACS No. 4539  
CP No. 3589

To  
The Members  
Foods and Inns Limited  
Udyog Bhavan, 2<sup>nd</sup> Floor,  
29 Walchand Hirachand Marg,  
Ballard Estate, Mumbai 400038

My 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. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I 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. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of Laws, Rules and Regulations and happenings of events etc.
5. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, standards is the responsibility of the management. My 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  
Date: August 20, 2020

**J.Y. GUPTA**  
Practicing Company Secretary  
ACS No. 4539  
CP No. 3589

## CORPORATE GOVERNANCE REPORT

### 1. CORPORATE GOVERNANCE:

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

#### COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

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

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

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

### 2. BOARD OF DIRECTORS:

#### Composition of the Board as on March 31, 2020

Category	No of Directors
Non Executive & Independent Directors including Woman Director	5
Other Non Executive Directors	3
<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 30, 2019	8	5
August 14, 2019	8	7
September 30, 2019	8	8
November 13, 2019	8	7
February 12, 2020	8	7

**Attendance of Directors at Board Meetings, Annual General Meeting and Extra Ordinary General Meeting**

Name of Director	Attendance at the Board Meetings held on					Attendance at AGM held on September 27, 2019
	30.05.19	14.08.19	30.09.19	13.11.19	12.02.20	
Mr. Bhupendra Dalal	√	√	√	√	√	√
Mr. D.D. Trivedi	Leave of Absence	√	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Mr. V.K. Beswal	√	√	√	√	√	√
Mrs. Kamlini Maniar	Leave of Absence	Leave of Absence	√	√	Leave of Absence	√
Mr. Milan Dalal	√	√	√	√	√	√
Mr. Raymond Simkins	√	√	√	Leave of Absence	√	√
Mr. Deepak Mohla	√	√	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Mr. Hormazdiyar Vakil	Leave of Absence	√	√	√	√	√
Mr. Maneck Davar	Not Applicable	Not Applicable	√	√	√	Not Applicable
Mrs. Pallavi Dhupelia	Not Applicable	Not Applicable	√	√	√	Not Applicable

**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	6	1	2
Mr. Vinod Kumar Beswal	29/09/2015	6	1	2
Mr. Raymond Simkins	09/08/1995	3	--	--
Mr. Milan Dalal	29/04/2006	16	1	7
Mrs. Kamlini Maniar	29/09/2015	3	1	3
Mr. Hormazdiyar Vakil	14/08/2018	6	1	2
Mr. Maneck Davar	30/09/2020	9	--	1
Mrs. Pallavi Dhupelia	30/09/2020	2	--	--

**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 additions 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.

**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 30<sup>th</sup> January 2010.





**Composition:**

The Audit Committee consists as at March 31, 2020 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 28, 2019	August 14, 2019	November 13, 2019	February 12, 2020
Mr. V. K. Beswal (Chairman)	Independent, Non Executive	Leave of absence	√	√	√
Mr. Bhupendra Dalal	Non Independent, Non Executive	Leave of absence	√	√	√
Mr. D. D Trivedi	Independent, Non Executive	Leave of absence	√	Not Applicable	Not Applicable
Mrs. Kamlini Maniar	Independent, Non Executive	√	Leave of absence	√	Leave of absence
Mr. Hormazdiyar Vakil	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:**

**Terms of Reference**

The role and functions of the Stakeholders Relationship Committee are the effective redressal of the Complaints of the Shareholders regarding dematerialization, transfer, non-receipt of balance sheet/ dividend/interest etc. The Committee overviews the steps to be taken for further value addition in the quality of service to the investors.

**Composition**

The Board of Directors formed a Stakeholders Relationship Committee, on 30<sup>th</sup> January 2010 and the composition of the Stakeholders Relationship Committee as at March 31, 2020 and details of the member's participation at the Meetings of the Committee are as under:

Name	Category	February 12, 2020
Mr. Milan Dalal (Chairman)	Independent, Non Executive	√
Mr. Maneck Davar	Additional Director	√
Mr. V. K. Beswal	Independent, Non Executive	√

Number of requests received from the shareholders during the period April 2019 to March 2020.	157
Number of requests resolved during the April 2019 to March 2020.	155
Number of pending requests as on March 31, 2020	2

**Note: There were no complaints received during the period April 2019 to March 2020.**

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

**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, 2020 and the details of the member's participation at the meetings of the Committee are as under

Name	Category	Attendance at the Nomination & Remuneration Committee meeting held on			
		May 30, 2019	August 14, 2019	September 21, 2019	November 13, 2019
Mr. D. D Trivedi (Chairman upto 27.09.2019)	Independent, Non Executive	Leave of absence	√	√	Not Applicable
Mr. Hormazdiyar Vakil (w.e.f. 30.09.2019)	Independent, Non Executive	Not Applicable	Not Applicable	Not Applicable	√
Mr. Milan Dalal	Non Independent, Non Executive	√	√	√	√
Mr. V.K. Beswal	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, 2020 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				
		June 20, 2019	August 3, 2019	August 30, 2019	January 6, 2020	March 9, 2020
Mrs. Kamlini Maniar (Chairperson)	Independent, Non Executive	Leave of Absence	Leave of Absence	Leave of Absence	√	√
Mr. Milan Dalal	Non Independent, Non Executive	√	√	√	√	√
Mr. Moloy Saha	Chief Executive Officer	√	√	√	√	√

3 (e). **RISK MANAGEMENT COMMITTEE:**

**Terms of Reference:**

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

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

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

**Composition:**

The Risk Management Committee was constituted on August 14, 2014 and consists of the following Directors as at March 31, 2020 and during the year the committee did not have any meeting.

Name	Category	No meetings held during the year
Mr. Bhupendra Dalal	Non Independent, Non Executive	---
Mr. Milan Dalal	Non Independent, Non Executive	---

4. **INDEPENDENT DIRECTORS MEETING:**

During the year under review, the Independent Directors met on February 12, 2020, 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 12, 2020
Mr. V. K. Beswal	Independent, Non Executive	√
Mrs. Kamlini Maniar	Independent, Non Executive	Leave of Absence
Mr. Hormazdiyar Vakil	Independent, Non Executive	√



## 5. GENERAL BODY MEETINGS:

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
2018-2019	47 <sup>th</sup> AGM	M. C Ghia Hall, Indian Textile Accessories & Machinery Manufacturers' Association, Bhogilal Hargovindas Building, 4th Floor, 18/20, K. Dubash Marg, Kala Ghoda, Mumbai-400 001	27/09/2019	10:15 A.M
2017-18	46 <sup>th</sup> AGM	Kilachand Conference Room, Indian Merchant Chambers, 2 <sup>nd</sup> Floor, Churchgate, Mumbai 400020	24/09/2018	5.00P.M
2016-17	45 <sup>th</sup> AGM	Kilachand Conference Room, Indian Merchant Chambers, 2 <sup>nd</sup> Floor, Churchgate, Mumbai 400020	13/09/2017	4.30 P.M

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

### 47<sup>th</sup> Annual General Meeting held on 27-09-2019

- Alteration of Objects Clause in the Memorandum of Association of the Company

### 46<sup>th</sup> Annual General Meeting held on 24-09-2018

- Re-appointment of Mr. Vinod Kumar Beswal (din: 00120095) as an Independent Director of the company
- Re-Appointment of Mrs. Kamlini Maniar (DIN: 06926167) as Woman Independent Director
- Approval for continuation of holding office of Non- Executive Director of the Company, by Mr. Bhupendra Dalal (DIN: 00061492) who will be above the age of 75 (Seventy Five) years as on 1st April, 2019
- Approval for continuation of holding office of Non- Executive Director of the Company, by Mr. Raymond Simkins (DIN: 01573312) who will be above the age of 75 (Seventy Five) years as on 1st April, 2019.
- Approval for continuation of holding office of Women Non- Executive - Independent Director of the Company, by Mrs. Kamlini Maniar (DIN: 06926167) who will be above the age of 75 (Seventy Five) years as on 1st April, 2019
- Approval for continuation of holding office of Non- Executive - Independent Director of the Company, by Mr. Dinkarray Trivedi (DIN: 00380306) who will be above the age of 75 (Seventy Five) years as on 1st April, 2019.

### 45<sup>th</sup> Annual General Meeting held on 13-09-2017

- Increase the limits under section 186 of the Companies Act, 2013
- To Adopt new Set of Articles of Association

## 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 except the acquisition of additional holdings in Finns Frozen Foods (India) Limited which was not on arms' length basis for which requisite approvals from the Audit Committee and the Board of Directors were obtained. 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 PCS'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: Wednesday, September 30, 2020

Time: 3:30 P.M through video conferencing facility

**1. Book Closure:**

Thursday September 24, 2020 to Wednesday September 30, 2020 (Both days inclusive).

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

Financial Reporting for the Financial Year 2020-21	Tentative month of reporting
Un-audited Financial Results for the quarter ending 30 <sup>th</sup> June, 2020.	August, 2020
Un-audited Financial Results for the half year ending 30 <sup>th</sup> September, 2020.	November, 2020
Un-audited Financial Results for the quarter ending 31 <sup>st</sup> December 2020.	February, 2021
Audited Financial Results for the year ending 31 <sup>st</sup> March 2021.	May, 2021

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

Equity Shares of the Company are listed on Bombay Stock Exchange Limited, Mumbai (BSE). An annual listing fee for the year 2020-21 has been paid to the Bombay Stock Exchange Limited, Mumbai.

**4. Stock Code:**

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

**5. Stock Price Data:**

Month wise high and low price of the Company’s Shares at Bombay Stock Exchange Limited (BSE) from April, 2019 to March, 2020

Month	Bombay Stock Exchange Limited (BSE)	
	High (₹)	Low (₹)
April 2019	*267.7	69.5
May 2019	82.9	59.5
June 2019	63.9	46.2
July 2019	57.8	41.05
August 2019	49.85	38
September 2019	53.3	41.3
October 2019	59.45	44.2
November 2019	56.35	45.35
December 2019	49.8	40.05
January 2020	49.4	42.05
February 2020	65.3	38.1
March 2020	59.4	30.4

\*Note: This price is before the issue of bonus equity shares.

**6. Compliance Officer:**

Mrs. Randeep Kaur –Company Secretary & Compliance Officer  
 224, Dulwich Mansion, 3rd Floor, Tardeo Road, Tardeo, Mumbai – 400 007.  
 Ph: 022- 23533103, email:[writetous@foodsandinns.com](mailto:writetous@foodsandinns.com)

**7. Address For Correspondence:**

Shareholders can correspond to: Secretarial Department, 224, Dulwich Mansion, 3<sup>rd</sup> Floor, Tardeo Road, Tardeo, Mumbai – 400 007.

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](mailto: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: writetous@foodsandinns.com or randeep@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 dematerialization of shares are processed by R&T Agent within 15 days.

#### 9. Dematerialization of Shares

Trading in Equity Shares of the Company is permitted only in dematerialized form with effect from 29<sup>th</sup> January 2001 as per notification issued by the Securities & Exchange Board of India (SEBI). As on March 31, 2020, out of total Equity Share Capital 5,03,38,260 Equity Shares 4,91,21,650 Equity Shares representing 97.58 % of the total Equity Shares are held in dematerialized form with NSDL and CDSL. Transfer cum demat facility is available to all Shareholders of the Company, who request for such facility.

#### 10. Distribution of Shareholding as on March 31, 2020

Range in	Number of Shareholders	% of Total Holders
1 to 500	4553	65.8424
501 to 1000	684	9.8915
1001 to 2000	646	9.3420
2001 to 3000	404	5.8424
3001 to 4000	78	1.1280
4001 to 5000	139	2.0101
5001 to 10000	211	3.0513
10001 and above	200	2.8923
<b>TOTAL</b>	<b>6915</b>	<b>100</b>

#### 11. Shareholding Pattern as on March 31, 2020

Cat. Code	Category of Shareholder	Total No. of Shares held	% Share Holding
A.	Shareholding of Promoter and Promoter Group		
1	Indian		
(a)	Individuals / Hindu Undivided Family	18215710	36.19
(b)	Central Govt. / State Govt.	-	-
(c)	Bodies Corporate	4634910	9.21
(d)	Financial Institutions / Banks	-	-
(e)	Any other	-	-
	<b>Sub Total – A(1)</b>	<b>22850620</b>	<b>45.39</b>
2	Foreign		
(a)	Non Resident Individuals / Foreign Individuals	-	-
(b)	Bodies Corporate	-	-
(c)	Institutions	-	-
(d)	Any other	-	-
	<b>Sub Total A(1) + A(2)</b>	<b>22850620</b>	<b>45.39</b>
	<b>Total Shareholding of Promoter Group</b>		
(B)	Public Shareholding		
1	Institutions		
(a)	Mutual Funds / UTI	-	-
(b)	Financial Institutions / Banks	-	-
(c)	Central Govt. / State Govt.	-	-
(d)	Venture Capital Funds	-	-
(e)	Insurance Companies	-	-
(f)	Foreign Institutional Investors	-	-
(g)	Foreign Venture Capital Investors	-	-
(h)	Any other	-	-
(h1)	NRI Banks	-	-
	<b>Sub Total B(1)</b>	<b>-</b>	<b>-</b>

**FOODS AND INNS LIMITED**

<b>Cat. Code</b>	<b>Category of Shareholder</b>	<b>Total No. of Shares held</b>	<b>% Share Holding</b>
2	Non Institutions		
(a)	Individuals		
(a1)	Individuals-shareholders holding normal Share Capital up to Rs. 2 Lac	9449711	18.77
(a2)	Individuals-shareholders holding normal Share Capital in excess of Rs. 2 Lac	5338973	10.61
(b)	NBFCs Registered with RBI	136200	0.27
(c )	Employee Trusts	91500	0.18
(d)	Overseas Depositories (holding DRs)		
(c)	Any other (specify)		
(c1)	Other Foreign Nationals	6426660	12.77
(c2)	NRI (Non Repat)	156622	0.31
(c3)	NRI (Repat)	1494217	2.98
(c4)	Clearing Member	33985	0.07
(c5)	Directors/ Relatives	9000	0.02
(c6)	Trust	33000	0.06
(c7)	Hindu Undivided Family	421452	0.84
(c8)	Bodies Corporate	3256380	6.46
(c9)	IEPF	639930	1.27
	<b>Sub Total B(2)</b>	<b>27487640</b>	<b>54.61</b>
	<b>Total Public Shareholding B(1) + B(2)</b>	<b>27487640</b>	<b>54.61</b>
C	Shares held by Custodians and against which Depository receipts have been issued-	-	-
	<b>Grand Total</b>	<b>50338260</b>	<b>100</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, 2020

On behalf of the Board

Mumbai, August 20, 2020

**Bhupendra Dalal**  
Chairman  
**(DIN: 00061492)**



### 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, 2020 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, 2020 which are fraudulent, illegal or in violation of the Company's Code of Conduct.
- (c) We accept the responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit committee:
  - (i) there has not been any significant changes in internal control over financial reporting during the year;
  - (ii) there has not been any significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) there has not been any instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Mumbai, August 20, 2020

**Moloy Saha**  
Chief Executive Officer

**Ameya Dhupelia**  
Chief Financial Officer

**PRACTISING COMPANY SECRETARY'S CERTIFICATE ON CORPORATE GOVERNANCE**

**To**  
**The Members**  
**Foods and Inns Limited**

I have examined the compliance of conditions of Corporate Governance by FOODS AND INNS LIMITED ("the company") for the year ended March 31, 2020 as stipulated in Clause 49 of the Listing Agreement of the said Company with Bombay Stock Exchange Limited and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the said company with the Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the management. My examination 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 statement of the company.

In my opinion and to the best of my information and according to the explanations given to me, I verify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

I have examined that no investor grievances are pending for a period exceeding one month, as at March 31, 2020, against the Company as per the records maintained by the Company.

I 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.  
Date: August 20, 2020  
UDIN:A004539B000597331

**J.Y. Gupte**  
Practicing Company Secretary  
ACS No 4539, C.P. No.3589

**CERTIFICATE**

**(Pursuant to clause 10 of part C of schedule V of LODR)**

**To**  
**The Members**  
**Foods and Inns Limited**

As required by item 10(i) of Part C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 I hereby certify that none of the directors on the board of Foods and Inns Limited have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority.

Place: Mumbai.  
Date: August 20, 2020  
UDIN: A004539B000597428

**J.Y. Gupte**  
Practicing Company Secretary  
ACS No 4539, C.P. No.3589



**FINANCIAL HIGHLIGHTS**

(₹ In Lacs)

Particulars	2019-2020	2018-2019	2017-2018	2016-2017	2015-2016	2014-2015	2013-2014	2012-2013	2010-2012 (18 Months)	2009-2010
Sales	37084.63	32379.78	30096.55	32527.50	32285.10	34516.75	29301.49	24734.01	38114.94	20857.41
Stocks and Other Income	4234.59	1110.33	2514.74	3234.72	4754.33	1830.32	1794.20	1341.52	2201.95	8779.14
Manufacturing & Other Expenses	37846.62	30858.18	28936.84	31283.57	33720.59	31499.31	28088.99	23583.05	37705.43	27429.57
Gross Profit/(Loss)	3472.60	2631.93	3674.45	4478.65	3318.84	4847.76	3006.70	2492.48	2611.46	2206.98
Interest	1140.69	1320.43	1784.17	2270.01	1970.36	2219.11	1936.96	1766.86	2856.57	1540.20
Depreciation	1240.39	1150.76	958.63	916.63	800.58	1058.85	493.47	472.93	587.27	415.69
Profit/(Loss) Before Foreign Exchange Reinstatement	1239.62	11795.86	832.41	822.09	664.85	1758.39	1270.19	956.54	177.49	20.68
Profit/(Loss) Before Tax	1091.52	11841.91	749.44	1292.01	547.90	1569.80	576.26	252.69	(832.38)	251.09
Taxation	310.46	2800.00	270.00	258.85	156.42	343.65	8.99	(4.52)	(162.19)	41.71
Deferred Tax	(322.41)	(1895.04)	(149.14)	283.71	330.00	(44.20)	52.11	5.48	(39.20)	106.60
Profit/(Loss) After Tax	1103.47	10936.95	628.58	749.44	61.48	1270.35	515.16	251.74	(631.00)	164.84
Balance in P & L	1103.47	10936.95	628.58	749.44	61.48	1270.35	515.16	251.74	(631.00)	310.55
Profit for Appropriation	1103.47	10936.95	628.58	749.44	61.48	1270.35	515.16	251.74	(631.00)	475.39
<b>What the Company Owned</b>										
<b>Fixed Assets *</b>										
Net Fixed Assets	13587.36	12039.76	10815.57	9809.97	10749.29	10461.57	10554.46	9537.72	9136.89	7961.97
Investments	266.91	7.70	2212.97	2053.15	203.32	211.37	211.64	213.89	213.89	213.89
Current Assets, Loans & Advances	27086.48	23232.42	22373.18	21771.25	19809.22	17463.02	19286.16	16545.01	14446.69	26103.48
Deferred Tax	919.51	814.17	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
* includes Capital work in progress										
<b>Total</b>	41860.26	36094.05	35401.72	33634.38	30761.83	28135.96	30052.26	26296.61	23797.47	34279.34
<b>What the Company Owed</b>										
Long Term Funds	1198.54	853.07	548.90	384.88	706.79	964.91	1715.77	1310.30	1939.55	2579.69
Short Term Funds	11806.95	8941.63	24923.79	23495.96	21467.01	18010.69	19305.23	17975.13	14508.76	14916.39
Current Liabilities & Provision	10900.00	9289.33	1048.65	2036.28	2461.52	3380.56	4435.05	2942.79	3512.10	12652.86
Deferred Tax	0.00	0.00	1082.14	1105.79	822.07	492.07	536.27	484.16	478.69	517.89
<b>Total</b>	23905.49	19084.03	27603.48	27022.90	25457.39	22848.23	25992.32	22712.38	20439.10	30666.83
<b>Net Worth of the Company</b>										
Equity Share Capital	503.38	167.79	164.19	160.59	145.10	145.10	145.10	145.10	145.10	132.88
Amount for Preferential Con. Warrants	0.00	0.00	78.30	143.10	0.00	0.00	0.00	0.00	0.00	47.05
Reserves And Surplus	17451.39	16842.24	7555.75	6307.79	5159.34	5142.63	3914.83	3439.13	3213.27	3432.57
<b>Total</b>	17954.77	17010.03	7798.24	6611.48	5304.44	5287.73	4059.93	3584.23	3358.38	3612.51
<b>Total</b>	41860.26	36094.06	35401.72	33634.38	30761.83	28135.96	30052.26	26296.61	23797.47	34279.34

## 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, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Cash Flow Statement for the year then 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, 2020, its profit (including 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 Standards 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 management and Board of Directors is responsible for the other information. The other information comprises the information included in Annual report but does not include the standalone 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 in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to Those Charged With Governance and take appropriate actions in accordance with Standards on Auditing

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 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.

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

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, 2016 ("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.
2. As required by Section 143 (3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c) 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;
  - d) 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;
  - e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164(2) of the Act;

- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B";
- g) 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;
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations as at March 31, 2020 on its financial position in its standalone financial statements - Refer Note 40 to the standalone financial statements;
  - ii. 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; and
  - iii. There has been no delay in transferring amounts which were required to be transferred to the Investor Education and Protection Fund.

**For G.M. Kapadia & Co.**  
Chartered Accountants  
Firm Registration No. 104767W

**Atul Shah**

Partner

Membership No. 039569

UDIN: 20039569AAAAEF5481

Place: Mumbai

Dated this 11<sup>th</sup> day of June, 2020

### **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, 2020:**

- (i) (a) The Company has maintained proper records of Property, Plant and Equipment showing particulars of assets including quantitative details and situation of its property, plant and equipment;
- (b) The Company has a regular programme of physical verification of property, plant and equipment by which all property, plant and equipment of the Company are being verified in a phased manner over a period of three years, which in our opinion, is reasonable having regard to the size of the Company and nature of its business. Pursuant to the program, a portion of property, plant and equipment has been physically verified by the management during the year and no material discrepancies were noticed on verification conducted during the year as compared with the book records; and
- (c) Based on audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management and further based on certificate received, the title deeds of immovable properties included in property, plant and equipment are held in the name of the Company.
- (ii) (a) Inventories other than stock-in-transit and stock lying in overseas godown, have been physically verified during the year by the management during the year or at the year end. For stock in transit at the year end, the necessary documentary evidence have been obtained. In case of stock lying in the overseas godown at the year end, the certificate confirming such stock has been received. In our opinion, the frequency of verification is reasonable; and
- (b) The discrepancies noticed on physical verification as compared to the book records were not material having regards to size and nature of operations and have been properly dealt with in the books of account;
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly, paragraph 3(iii)(a), (b) and (c) of the Order are not applicable;
- (iv) There are no overdue amounts in respect of such loan. In our opinion and according to the information and explanation given to us, the Company has complied with the provisions of section 185 and 186 of the Act, in respect of investments made and loans, guarantees and securities granted;
- (v) The Company has complied with the directives issued by Reserve Bank of India and the, provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under, to the extent applicable. 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, 2020, for a period of more than six months from the date they became payable.

- (b) The details of dues of income tax, sales tax, service tax, duty of customs, duty of excise or value added tax or cess which have not been deposited with the concerned authorities 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	170.03	AY 2017-18	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) The Company has not defaulted in repayment of dues to the financial institutions, banks, and government. The Company has not issued any debentures;
- (ix) In our opinion and according to the information and explanations given to us and based on overall examination of records, the term loans have been applied for the purpose for which the loans were obtained. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments);
- (x) 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 by its officers or employees has been noticed or reported during the year;
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197, read with Schedule V to the Act;
- (xii) In our opinion and according to information and explanation given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3 (xii) of the Order is not applicable to the Company;
- (xiii) According to the information and explanations given to us and based on our examination of records of the Company, the Company is in compliance with the provisions of section 177 and 188 of the Act, where applicable, for transactions with the related parties and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) Based on our audit procedures performed for the purpose of reporting the true and fair view of the standalone financial statements and according to the information and explanations given by the management, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable to the Company.
- (xv) Based on our audit procedures performed for the purpose of reporting the true and fair view of the standalone financial statements, the Company has not entered into any non-cash transactions with directors or persons connected with them covered under section 192 of the Act. We have been informed that no such transactions have been entered into with person connected with directors. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company; and
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For G.M. Kapadia & Co.**  
Chartered Accountants  
Firm Registration No. 104767W

**Atul Shah**  
Partner

Membership No. 039569  
UDIN: 20039569AAAAEF5481

Place: Mumbai  
Dated this 11<sup>th</sup> day of June, 2020

## Annexure B to the Independent Auditor's Report

Referred to in paragraph 2(f) 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, 2020

### Opinion

We have audited the internal financial controls with reference to financial statements of the Company as of March 31, 2020 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 financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2020 based on the internal controls with reference to 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 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 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 financial statements was established and maintained and if such controls operated effectively in all material respects.

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

The procedures selected depend on the auditor's 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 financial statements.

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

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of 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.

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

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

For G.M. Kapadia & Co.  
Chartered Accountants  
Firm Registration No. 104767W

Atul Shah  
Partner

Membership No. 039569  
UDIN: 20039569AAAAEF5481

Place: Mumbai  
Dated this 11<sup>th</sup> day of June, 2020

## Standalone Balance Sheet as at March 31, 2020

₹ in Lakhs

Particulars	Note No.	As at March 31, 2020	As at March 31, 2019
<b>ASSETS</b>			
<b>Non-current Assets</b>			
(a) Property, Plant and Equipment	3	11,880.37	11,750.38
(b) Right of Use Asset	3	73.67	-
(c) Capital work-in-progress	3	304.65	157.94
(d) Intangible Assets	4	1,328.67	131.44
(e) Financial Assets			
(i) Investments	5	266.91	7.70
(ii) Loans	6	467.44	424.75
(iii) Others	7	-	20.50
(f) Deferred Tax Assets (Net)	8	919.51	814.17
(g) Other Non-current assets	9	256.86	117.10
<b>Total Non-Current Assets</b>		<b>15,498.08</b>	<b>13,423.98</b>
<b>Current Assets</b>			
(a) Inventories	10	13,777.85	10,905.76
(b) Financial Assets			
(i) Investments	11	81.84	-
(ii) Trade Receivables	12	8,112.84	6,403.53
(iii) Cash and Cash Equivalents	13	193.41	76.39
(iv) Bank balance other than (iii) above	14	404.46	1,221.18
(v) Loans	15	759.70	755.51
(vi) Other Financial Assets	16	230.64	298.07
(c) Current Tax Assets (Net)	17	395.05	337.81
(d) Other Current Assets	18	2,406.39	2,671.83
<b>Total Current Assets</b>		<b>26,362.18</b>	<b>22,670.08</b>
<b>Total Assets</b>		<b>41,860.26</b>	<b>36,094.06</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity	19	503.38	167.79
(b) Other Equity	20	17,451.39	16,842.24
<b>Total Equity</b>		<b>17,954.77</b>	<b>17,010.03</b>
<b>Liabilities</b>			
<b>Non-current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	21	1,198.54	853.07
(ii) Lease Liability		53.08	-
(b) Provisions	22	48.59	63.93
<b>Total Non-Current Liabilities</b>		<b>1,300.21</b>	<b>917.00</b>
<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	23	11,806.95	8,941.63
(ii) Lease Liability		26.16	-
(iii) Trade Payables			
Outstanding of Micro and Small Enterprises		92.78	11.80
Other than Micro and Small Enterprises		7,664.37	3,478.95
(iv) Other Financial Liabilities	24	1,381.69	830.97
(b) Other Current liabilities	25	1,526.26	4,510.80
(c) Provisions	26	99.23	122.13
(d) Current Tax Liabilities (Net)	27	7.84	270.75
<b>Total Current Liabilities</b>		<b>22,605.28</b>	<b>18,167.03</b>
<b>Total Liabilities</b>		<b>23,905.49</b>	<b>19,084.03</b>
<b>Total Equity and Liabilities</b>		<b>41,860.26</b>	<b>36,094.06</b>

Significant Accounting Policies

2

See accompanying notes forming part of the financial statements

As per our report of even date attached  
For **G. M. KAPADIA & CO.**  
Chartered Accountants  
Firm Registration No.104767W

For and on behalf of the Board of Directors

**ATUL SHAH**  
Partner  
Membership No.039569

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

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

**MOLOY SAHA**  
Chief Executive Officer

**AMEYA DHUPELIA**  
Chief Financial Officer

**RANDEEP KAUR**  
Company Secretary

Place : Mumbai  
Date : June 11, 2020

Place : Mumbai  
Date : June 11, 2020

## Standalone Statement of Profit and Loss for the year ended March 31, 2020

₹ in Lakhs

Particulars		Note No.	Year ended March 31, 2020	Year ended March 31, 2019
<b>INCOME</b>				
I	Revenue from Operations	28	38,429.62	33,738.43
II	Other Income	29	462.66	285.18
III	<b>Total Income (I+II)</b>		<b>38,892.28</b>	<b>34,023.61</b>
<b>EXPENSES</b>				
IV	Cost of materials consumed		23,516.12	18,027.30
	Purchases of Stock-in-Trade		3,328.09	1,907.28
	Changes in inventories of Finished Goods	30	(2,426.94)	533.50
	Employee Benefits Expense	31	2,246.85	2,275.65
	Finance Costs	32	1,140.69	1,320.43
	Depreciation and Amortisation Expense	33	1,240.39	1,150.76
	Other Expenses	34	8,755.56	8,647.95
	<b>Total Expenses</b>		<b>37,800.76</b>	<b>33,862.87</b>
V	<b>Profit before Exceptional items and Tax (III-IV)</b>		<b>1,091.52</b>	<b>160.74</b>
VI	Exceptional Items	35	-	11,681.17
VII	<b>Profit Before Tax (V-VI)</b>		<b>1,091.52</b>	<b>11,841.91</b>
VIII	<b>Tax Expense</b>			
	Current Tax	36	500.00	2,800.00
	Excess provision for tax of earlier years written back		(189.54)	-
	Deferred Tax	36	(322.41)	(1,895.04)
	<b>Total Tax Expenses</b>		<b>(11.95)</b>	<b>904.96</b>
IX	<b>Profit for the year (VII-VIII)</b>		<b>1,103.47</b>	<b>10,936.95</b>
X	<b>Other Comprehensive Income</b>			
	<b>Items that will not be reclassified subsequently to profit or loss:</b>			
	Remeasurement of the defined benefit plans		(52.08)	5.67
	Equity instruments through Other Comprehensive Income		(0.45)	(2.25)
	Income tax on above		15.17	(1.22)
	<b>Total Other Comprehensive Income</b>		<b>(37.36)</b>	<b>2.20</b>
	<b>Total Comprehensive Income for the year</b>		<b>1,066.11</b>	<b>10,939.15</b>
	Earnings per share (Face Value ₹ 1 Per Share)	37		
	Basic (in ₹ )		2.33	23.07
	Diluted (in ₹ )		2.33	23.07

## Significant Accounting Policies

2

See accompanying notes forming part of the financial statements

As per our report of even date attached  
For **G. M. KAPADIA & CO.**  
Chartered Accountants  
Firm Registration No.104767W

For and on behalf of the Board of Directors

**ATUL SHAH**  
Partner  
Membership No.039569

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

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

**MOLOY SAHA**  
Chief Executive Officer

**AMEYA DHUPELIA**  
Chief Financial Officer

**RANDEEP KAUR**  
Company Secretary

Place : Mumbai  
Date : June 11, 2020

Place : Mumbai  
Date : June 11, 2020





## Standalone Statement of Changes in Equity for the year ended March 31, 2020

### A. Equity Share Capital

₹ in Lakhs

Particulars	Note No.	Amount
<b>Balance as at April 1, 2018</b>		<b>164.19</b>
Add: Conversion of share warrants into Equity Share Capital		3.60
<b>Balance as at April 1, 2019</b>	<b>19</b>	<b>167.79</b>
Add: Issue of Bonus Shares		335.59
<b>Balance as at March 31, 2020</b>		<b>503.38</b>

### B. Other Equity

₹ in Lakhs

Particulars	Note No.	Reserves and Surplus				Other Comprehensive Income	Money received against share warrants	Total
		General Reserve	Securities Premium Reserve	Capital Reserve	Retained Earnings	Equity Instruments through OCI		
<b>Balance as at April 1, 2018</b>	<b>20</b>	2,567.85	1,849.98	308.37	925.54	2.44	78.30	<b>5,732.48</b>
Profit for the year		-	-	-	10,936.96	-	-	<b>10,936.96</b>
Other Comprehensive Income for the year		-	-	-	5.67	(2.25)	-	<b>3.42</b>
Income tax on above		-	-	-	(1.22)	-	-	<b>(1.22)</b>
Dividends (includes Dividend Distribution Tax)		-	-	-	(60.71)	-	-	<b>(60.71)</b>
Issue of Equity Shares at Premium		-	309.60	-	-	-	-	<b>309.60</b>
Conversion of Share Warrants into Equity Shares during the year		-	-	-	-	-	(78.30)	<b>(78.30)</b>
<b>Balance as at April 1, 2019</b>	<b>20</b>	2,567.85	2,159.58	308.37	11,806.24	0.19	-	<b>16,842.24</b>
Profit for the year		-	-	-	1,103.47	-	-	<b>1,103.47</b>
Other Comprehensive Income for the year		-	-	-	(52.08)	(0.45)	-	<b>(52.53)</b>
Income tax on above		-	-	-	15.17	-	-	<b>15.17</b>
Dividends (includes Dividend Distribution Tax)		-	-	-	(121.37)	-	-	<b>(121.37)</b>
Issue of Bonus Shares		(335.59)	-	-	-	-	-	<b>(335.59)</b>
<b>Balance as at March 31, 2020</b>		<b>2,232.26</b>	<b>2,159.58</b>	<b>308.37</b>	<b>12,751.43</b>	<b>(0.26)</b>	-	<b>17,451.39</b>

Significant Accounting Policies

2

See accompanying notes forming part of the financial statements

As per our report of even date attached  
For **G. M. KAPADIA & CO.**  
Chartered Accountants  
Firm Registration No.104767W

For and on behalf of the Board of Directors

**ATUL SHAH**  
Partner  
Membership No.039569

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

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

**MOLOY SAHA**  
Chief Executive Officer

**AMEYA DHUPELIA**  
Chief Financial Officer

**RANDEEP KAUR**  
Company Secretary

Place : Mumbai  
Date : June 11, 2020

Place : Mumbai  
Date : June 11, 2020

## STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2020

₹ in Lakhs

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net Profit Before Tax	1,091.52	11,841.92
<b>Adjustments for :</b>		
Depreciation/ Amortisation	1,240.39	1,150.76
Finance Costs	1,130.68	1,320.43
Unrealised Loss/(Gain) on Foreign Exchange	(59.02)	48.06
(Profit)/Loss on Sale of Property, Plant and Equipment	-	44.02
Loss on Sale of Long Term Investments	-	1,599.21
Impairment of financial assets	99.98	133.86
Bad Debts Written off	0.18	1.56
Dividend Income	(0.03)	(0.01)
Interest Received on Deposits and Others	(122.15)	(222.82)
Mark to Market Loss/(Gain) on Financial Assets	276.27	-
Mark to Market Loss/(Gain) on Investments	-	(0.19)
Balance / Provision Write Back-(Net)	(0.70)	(6.76)
Gratuity	40.86	(34.04)
Provision for Sales Return	(11.74)	(22.17)
Provision for Bonus	7.32	2.83
Leave Encashment	(33.82)	0.86
Profit on Sale of Property, Plant and Equipment	(5.26)	(13,280.38)
Share of profit from partnership firm	(81.84)	-
<b>Operating Profit Before Working Capital Changes</b>	<b>3,572.64</b>	<b>2,577.14</b>
<b>Adjustments for :</b>		
(Increase)/Decrease in Trade Receivables	(1,659.92)	(57.54)
(Increase)/Decrease in Inventories	(2,872.09)	610.91
(Increase)/Decrease in Financial Assets	119.63	(747.84)
Increase/(Decrease) in Trade payables	4,229.33	(4,010.73)
Increase/(Decrease) in Other Financial Liabilities	(135.28)	(59.76)
Increase/(Decrease) in Other Liabilities and Provisions	(3,147.25)	3,300.69
(Increase)/Decrease in Other Assets	272.53	(923.34)
<b>Cash Generated From Operations</b>	<b>379.59</b>	<b>689.54</b>
Income Tax paid	(385.52)	(2,538.69)
<b>Net Cash From Operating Activities (A)</b>	<b>(5.93)</b>	<b>(1,849.16)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Interest Received	43.57	222.82
Dividend Received	0.03	0.01
Acquisition of Tangible and Intangible assets	(2,792.37)	(2,390.13)
Sale of Property, Plant and Equipment	6.47	14,041.62
Increase/(Decrease) in due to business combination	-	253.07
Investment in Partnership Firm	(259.86)	-
Purchase of Long-term Investments	(0.30)	-
Sale of Current Investments	-	1.83
Deposits held as Margin Money/FD	(139.12)	(401.13)
Proceeds from Fixed Deposits	956.84	-
<b>Net Cash From Investing Activities (B)</b>	<b>(2,184.74)</b>	<b>11,728.09</b>



Particulars	Year ended March 31, 2020	Year ended March 31, 2019
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Issue of Share Capital	-	3.60
Increase/Decrease in Security Premium Account	-	309.60
Finance Costs Paid	(915.42)	(1,320.43)
Dividend Paid (Including Dividend Distribution Tax)	(122.37)	(60.61)
Money received against share warrants	-	(78.30)
Mark to Market Loss/(Gain) on Investments	0.01	(0.13)
Payments for Lease	(28.17)	-
Receipt from Non-current Borrowings	599.65	651.68
Repayment of Non-current Borrowings	(91.33)	(347.51)
Increase/(Decrease) in Current Borrowings	2,196.99	(8,823.43)
<b>Net Cash From Financing Activities (C)</b>	<b>1,639.36</b>	<b>(9,665.53)</b>
<b>Net Increase in Cash and Cash Equivalents (A+B+C)</b>	<b>(551.31)</b>	<b>213.41</b>
Cash and Cash Equivalents at the beginning of the year	(2,376.67)	(2,590.08)
Cash and Cash Equivalents at the end of the Period	(2,927.98)	(2,376.67)
Cash and Cash Equivalents comprises of		
Balances with Banks	189.54	59.87
Cheques in hand	-	2.20
Cash on hand	3.87	14.32
Bank Overdraft	(3,121.39)	(2,453.06)
<b>Closing Balance of Cash and Cash Equivalents</b>	<b>(2,927.98)</b>	<b>(2,376.67)</b>

**Notes:**

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

₹ in Lakhs

Particulars	As at March 31, 2019	Cash Flows	Non-cash changes	As at March 31, 2020
Non-current Borrowings (Refer Note 21)	952.36	508.32	41.01	1,501.69
Current Borrowings (Refer Note 23)	6,488.57	2,196.99	-	8,685.56
<b>Total</b>	<b>7,440.93</b>	<b>2,705.31</b>	<b>41.01</b>	<b>10,187.25</b>

Particulars	As at March 31, 2018	Cash Flows	Non-cash changes	As at March 31, 2019
Non-current Borrowings (Refer Note 21)	648.19	304.17	-	952.36
Current Borrowings (Refer Note 23)	15,312.00	(8,823.43)	-	6,488.57
<b>Total</b>	<b>15,960.19</b>	<b>(8,519.26)</b>	<b>-</b>	<b>7,440.93</b>

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

As per our report of even date attached  
For **G. M. KAPADIA & CO.**  
Chartered Accountants  
Firm Registration No.104767W

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

**ATUL SHAH**  
Partner  
Membership No.039569

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

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

**MOLOY SAHA**  
Chief Executive Officer

**AMEYA DHUPELIA**  
Chief Financial Officer

**RANDEEP KAUR**  
Company Secretary

Place : Mumbai  
Date : June 11, 2020

Place : Mumbai  
Date : June 11, 2020

Notes forming Part of the Standalone Financial Statements

## 1. Corporate Information

**Foods and Inns Limited** (hereinafter referred as "FNI" or "the Company") is domiciled and incorporated in India and its shares are publically traded on the BSE 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.

### Authorization of standalone financial statements

The authorization of standalone financial statements (hereinafter referred as "Financial Statements") of the Company for the year ended March 31, 2020 were authorised for issue by the Board of Directors at their meeting held on June 11, 2020.

## 2. Significant Accounting Policies

### 2.1 Basis of Preparation

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.

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

- i. Certain financial assets and liabilities (including derivative instruments) that are measured at fair value.
- ii. Defined benefits plans-plan assets measured at fair value, and
- iii. Assets held for sale measured at fair value less cost to sell.

### 2.2 Rounding of Financial Statements

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

### 2.3 Current versus non-current classification

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

An asset is treated as current if it is :

- 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 twelvemonths 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.

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

The Company has identified twelve months as its normal operating cycle.

### 2.4 Property, Plant and Equipment

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

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

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



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

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.

## 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 therein except for Land on finance lease which is amortised over the period of lease.

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

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

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

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; (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. The Company's investments in its Subsidiary is accounted at cost.

## 2.8 Intangible Assets and Amortisation

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. 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. Gain or loss arising from de-recognition of an intangible are recognized in Statement of Profit or Loss when asset is derecognized.

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

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

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

## 2.10 Inventories

Inventories comprise all costs of purchase, conversion and other costs incurred in bringing the inventories to their present location and condition.

Raw materials, fuels, stores and spares and components which are not considered as Property, Plant and Equipment, are valued at lower of cost and net realisable value. Cost is determined on the basis of the first-in-first out 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.

Cost of Finished Goods consists of direct materials, labour and other direct cost and a proportion of manufacturing overheads based on normal operating capacity. Excise duty is accounted for at the point of manufacture of goods, accordingly, is considered for valuation of finished goods stock lying in the factories and depots as on balance Sheet date.

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.

Stock of materials sold by one unit to other is works/ factory costs of the transferor unit/ division, plus transport and other charges.

## 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.

### 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 shall be classified and measured at FVTOCI, if both of the following conditions are met:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, 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.

#### 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.

### 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.

## 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 recognized from initial recognition of receivables.

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

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

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

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

#### **2.15 Financial liabilities and equity instruments:**

- Classification as debt or equity:  
Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.
- Equity instruments:  
An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.  
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 Segment Reporting**

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit / loss amounts are evaluated regularly by the Chief Operating Decision Maker (CODM) in deciding how to allocate resources and in assessing performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company.

The identification of geographical information is based on the geographical location of its customers.

#### **2.20 Non-current Assets held for Sale**

Non-current assets are classified as 'held for sale' when all of the following criteria's are met: a) decision has been made to sell. b) the assets are available for immediate sale in its present condition. c) the assets are being actively marketed and d) sale has been agreed or is expected to be concluded within 12 months of the Balance Sheet date. Subsequently, such non-current assets classified as held for sale are measured at the lower of its carrying value and fair value less costs to sell. Non-current assets held for sale are not depreciated or amortised. Any decrease in fair value of asset (less cost of sale) is recognized through profit and loss as impairment loss. Any subsequent increase in fair value of asset to the extent of previously recognized impairment loss is recognized as gain and any gain exceeding this impairment loss is recognized on the date of de-recognition.

**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.

**2.22 Provisions, Contingent Liabilities and Contingent Assets**

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.

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 Assets are not recognised but where an inflow of economic benefits is probable, contingent assets are disclosed in the financial statements.

**2.23 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 is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expect to receive in exchange for those products or services.

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

**ii. Interest income**

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

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of that financial asset.

**iii. 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 recognized in the period in which they occur, directly in Other Comprehensive Income. They are included in retained earnings in the Statement of Changes in Equity and in the Balance Sheet.

## 2.26 Compensated Absences

The liabilities for leave are not expected to be settled wholly within twelve months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The Company provides for the encashment of absence or absence with pay based on policy of the Company in this regard. The employees are entitled to accumulate such absences subject to certain limits, for the future encashment or absence. The Company records an obligation for compensated absences in the period in which the employee renders the services that increases this entitlement. The Company measures the expected cost of compensated absences as the additional amount that the Company expects to pay as a result of the unused entitlement that has accumulated at the Balance Sheet date on the basis of an independent actuarial valuation.

## 2.27 Taxes on Income

### Current Tax

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

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

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

### Deferred Tax

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

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

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

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

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

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

Effective April 1, 2019, the Company has adopted Ind AS 116 "Leases" using the modified retrospective approach, under which the cumulative effect of initial application is recognised in retained earnings as on April 1, 2019. Accordingly, the comparative information has not been restated and continues to be reported under Ind AS 17 "Lease". Additionally, the disclosure requirements in Ind AS 116 have not generally been applied to comparative information. The following is the summary of the new and/or revised significant accounting policies related to Leases. Refer Note 2.20 "Significant Accounting policies", in the Company's 2019 Annual Report for the policies in effect for Leases prior to April 1, 2019. The effect of transition on Ind AS 116 was insignificant.

### As a lessee

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

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

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

### Short-term leases and leases of low-value assets

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

### As a lessor

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

## 2.29 Earnings Per Share

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

## 2.30 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 recognised in the Statement of Profit or Loss on a systematic basis over the periods in which the Company recognizes the related costs for which the grants are intended to compensate.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets and presented within other income.

Government grants that are receivable towards capital investments under State Investment Promotion Scheme are recognised in the Statement of Profit or Loss in the period in which they become receivable.

Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

## 2.32 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 36.

#### **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.

#### **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.

3. Property, Plant & Equipment and Right of use assets

₹ in Lakhs

Particulars	Land	Factory Buildings	Administrative Building	Plant and Machinery	Generators	Forklift Accessories	Furniture and Fixtures	Office Equipments	Vehicles	Computers	Total	Right of Use		Capital Work-in-Progress
												Plant and Machinery	Vehicles	
<b>Gross Block</b>														
As at April 1, 2018	479.21	4,411.18	281.89	6,982.22	50.46	73.15	53.35	42.63	262.46	26.26	12,662.81	-	-	183.26
Additions	7.00	624.81	88.46	1,482.20	-	17.66	15.31	14.37	63.95	14.50	2,328.26	-	-	1,607.94
Disposals/Adjustments	-	71.52	49.56	-	-	-	-	-	23.85	-	144.93	-	-	1,633.26
<b>As at April 1, 2019</b>	<b>486.21</b>	<b>4,964.47</b>	<b>320.79</b>	<b>8,464.42</b>	<b>50.46</b>	<b>90.81</b>	<b>68.66</b>	<b>57.00</b>	<b>302.56</b>	<b>40.76</b>	<b>14,846.14</b>	-	-	<b>157.94</b>
Additions	-	805.95	42.67	352.22	-	32.15	9.97	17.46	69.16	7.41	1,336.99	66.57	31.45	302.46
Disposals/Adjustments	-	-	-	4.43	-	-	-	-	4.56	-	8.99	-	-	155.75
<b>As at March 31, 2020</b>	<b>486.21</b>	<b>5,770.42</b>	<b>363.46</b>	<b>8,812.21</b>	<b>50.46</b>	<b>122.96</b>	<b>78.63</b>	<b>74.46</b>	<b>367.16</b>	<b>48.17</b>	<b>16,174.14</b>	<b>66.57</b>	<b>31.45</b>	<b>304.65</b>
<b>Accumulated Depreciation</b>														
Up to March 31, 2018	-	362.62	54.19	1,499.29	12.98	19.14	14.45	17.42	51.19	14.40	2,045.67	-	-	-
Charge for the year	-	297.14	12.91	755.08	6.50	11.92	7.76	9.59	35.33	7.99	1,144.22	-	-	-
Withdrawal for Disposal/Adjustments	-	(47.29)	(35.55)	-	-	-	-	-	(11.31)	-	(94.15)	-	-	-
<b>Up to March 31, 2019</b>	<b>-</b>	<b>612.47</b>	<b>31.55</b>	<b>2,254.37</b>	<b>19.48</b>	<b>31.06</b>	<b>22.21</b>	<b>27.01</b>	<b>75.21</b>	<b>22.39</b>	<b>3,095.74</b>	-	-	-
Charge for the year	-	186.96	14.03	912.32	6.48	13.33	7.98	10.15	42.70	8.87	1,202.83	13.87	10.48	24.35
Withdrawal for Disposal/Adjustments	-	-	-	0.68	-	-	-	-	4.11	-	4.79	-	-	-
<b>Up to March 31, 2020</b>	<b>-</b>	<b>799.43</b>	<b>45.56</b>	<b>3,166.01</b>	<b>25.96</b>	<b>44.39</b>	<b>30.19</b>	<b>37.15</b>	<b>113.81</b>	<b>31.26</b>	<b>4,293.78</b>	<b>13.87</b>	<b>10.48</b>	<b>24.35</b>
<b>Net Block</b>														
Balance as at March 31, 2019	486.21	4,352.00	289.24	6,210.05	30.99	59.75	46.46	30.00	227.35	18.37	11,750.38	-	-	157.94
Balance as at March 31, 2020	486.21	4,970.99	317.88	5,646.19	24.50	78.57	48.44	37.31	253.35	16.91	11,880.37	52.70	20.97	304.65

Refer note 21 for information on Property, Plant and Equipment pledged as security of the group.

Refer note 40 for disclosure of contractual commitments for acquisition of Property, Plant and Equipment.

4. Other Intangible Assets

₹ in Lakhs

Particulars	SAP Software		Trademark & Copyrights		Goodwill	
<b>Gross Block</b>						
As at April 1, 2018	-	-	-	-	-	-
Additions	137.97	-	-	-	-	-
Disposals	-	-	-	-	-	-
<b>As at April 1, 2019</b>	<b>137.97</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Additions	0.35	-	0.10	-	-	-
Acquisition through business combination	-	-	-	-	-	1,210.00
<b>As at March 31, 2020</b>	<b>138.32</b>	<b>-</b>	<b>0.10</b>	<b>-</b>	<b>-</b>	<b>1,210.00</b>
<b>Accumulated Depreciation</b>						
Up to March 31, 2019	6.54	-	-	-	-	-
Charge for the year	13.20	-	0.01	-	-	-
<b>Up to March 31, 2020</b>	<b>19.74</b>	<b>-</b>	<b>0.01</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Net Block</b>						
Balance as at March 31, 2019	131.44	-	-	-	-	-
Balance as at March 31, 2020	118.58	-	0.09	-	-	1,210.00



**5. Investments : Non-current**

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Unquoted</b>		
<b>Investments In Equity Instruments (Fully Paid up) (Measured at Cost)</b>		
Subsidiaries		
1,000 (As at March 31, 2019, 1,000 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)	-
<b>Investment in Equity Instruments (Fully Paid up) (Measured at FVTOCI)</b>		
1,00,000 (As at March 31, 2019, 1,00,000 shares) Equity Shares of CIFCO Finance Limited of face value of ₹10 each	-	-
2,000 (As at March 31, 2019, 2,000 shares) Equity Shares of Western Foods Limited of face value of ₹10 each	-	-
6 (As at March 31, 2019, 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	0.00
Indira Vikas Patra #	0.00	0.00
<b>Investments in Partnership Firm (measured at cost)</b>		
<b>Investment in the nature of Subsidiary</b>		
Kusum Spices Capital Account	259.86	-
<b>Quoted</b>		
<b>Investments In Equity Shares (Fully Paid up) (measured at FVTOCI)</b>		
66 (As at March 31, 2019, 66 shares) Equity Shares of Hindustan Unilever Limited of face value of ₹1 each	1.51	1.13
2,000 (As at March 31, 2019, 2,000 shares) Equity Shares of FDC Limited of face value of ₹1 each	3.92	3.35
9,400 (As at March 31, 2019, 9,400 shares) Equity Shares of Bank of Maharashtra Limited of face value of ₹10 each	0.84	1.29
5,098 (As at March 31, 2019, 5,098 shares) Equity Shares of Andhra Bank Limited of face value of ₹90 each	0.48	1.44
<b>Total</b>	<b>266.91</b>	<b>7.70</b>
<b>Aggregate Amount Of Quoted Investments and Market Value thereof</b>	<b>6.75</b>	<b>7.21</b>
<b>Aggregate Amount Of Unquoted Investments</b>	<b>260.65</b>	<b>0.49</b>
<b>Aggregate value of Investments measured at FVTOCI</b>	<b>6.75</b>	<b>7.21</b>
<b>Aggregate amount of impairment in value of Investments</b>	<b>0.49</b>	<b>-</b>

Details of investments in partnership firm

M/s Kusum Spices Capital Account

Name of partner and share in profits (%)	As at March 31, 2020	As at March 31, 2019
Foods and Inns Limited	99.99%	-
Moloy Saha	0.01%	-
Total capital of the partnership firm M/s Kusum Spices Capital Account		
Foods and Inns Limited	244.86	-
Moloy Saha	0.14	-

# This amount is less than ₹ 1,000

6. Loans : Non-current

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Security Deposits		
Unsecured, considered good	451.52	402.38
Loan to staff		
Unsecured, considered good	15.92	22.37
<b>Total</b>	<b>467.44</b>	<b>424.75</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 ₹ 9.21 Lakhs (As at March 31, 2019, ₹ 18.18 Lakhs) which is loan to Chief Executive Officer.

7. Other Non-current Financial Assets

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Term Deposits (Originally Maturity for more than Twelve months) (restricted use) (refer Note 7.1)	-	20.50
<b>Total</b>	<b>-</b>	<b>20.50</b>

7.1 The above, Fixed deposits pledged as collateral in respect of secured loan taken from banks (Refer Note 23.4)

8. Deferred Tax Assets (Net)

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Deferred tax Assets</b>		
Other temporary difference / unutilised tax assets	206.63	188.65
Unabsorbed Depreciation and Business Loss	-	202.57
MAT Credit Entitlement	1,838.62	2,070.86
Total Deferred tax Assets (A)	2,045.25	2,462.08
<b>Deferred tax Liabilities</b>		
Property, Plant and Equipment	1,125.74	1,647.91
Total Deferred tax Liabilities (B)	1,125.74	1,647.91
Deferred tax Assets (A-B)	919.51	814.17
<b>Total</b>	<b>919.51</b>	<b>814.17</b>

Components and Reconciliation of Deferred Tax (Assets)/Liabilities

₹ in Lakhs

Particulars	As At March 31, 2020	Others	Recognised in Profit or Loss / OCI	As At April 01, 2019
Other temporary difference/unutilised tax assets	206.63	-	17.98	188.65
Unabsorbed Depreciation/ Business Loss	-	-	(202.57)	202.57
MAT Credit Entitlement utilisation	1,838.62	(232.24)	-	2,070.86
Property, plant & Equipments	(1,125.74)	-	522.17	(1,647.91)
<b>Total</b>	<b>919.51</b>	<b>(232.24)</b>	<b>337.58</b>	<b>814.17</b>

Components and Reconciliation of Deferred Tax (Assets)/Liabilities

Particulars	As At March 31, 2019	Recognised in Profit or Loss / OCI	As At April 01, 2018
Other temporary difference/unutilised tax assets	188.65	(77.83)	266.48
Unabsorbed depreciation/ Business loss as per Income tax	202.57	202.57	-
Property, plant & Equipments	(1,647.91)	(299.35)	(1,348.56)
MAT Credit Entitlement utilisation	2,070.86	2,070.86	-
<b>Total</b>	<b>814.17</b>	<b>1,896.26</b>	<b>(1,082.08)</b>



## 9. Other Non-current Assets

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Capital Advances	253.37	106.53
Advances other than capital advances		
Advances to creditors		
Unsecured, Considered Doubtful	0.59	0.59
Less: Provision for Doubtful Advances	(0.59)	(0.59)
Prepaid Expenses	3.49	10.57
<b>Total</b>	<b>256.86</b>	<b>117.10</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.

## 10. Inventories

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Raw Materials	159.55	194.37
Finished goods	8,480.79	7,480.02
Add: Goods-in-transit	29.07	140.99
	<b>8,509.86</b>	<b>7,621.01</b>
Stock-in-trade (Trading)	1,347.64	375.97
Work-in-progress	1,034.59	468.17
Packing materials	2,726.21	2,246.24
<b>Total</b>	<b>13,777.85</b>	<b>10,905.76</b>

Charge to Statement of Profit and Loss on account of write-down of inventories to net realisable value for the year is ₹ Nil (As at March 31, 2019, ₹ Nil)

## 11. Investments : Current

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Current Portion of Investment in Partnership Firm	81.84	-
<b>Total</b>	<b>81.84</b>	<b>-</b>
<b>Aggregate value of Quoted Investments</b>	<b>-</b>	<b>-</b>
<b>Aggregate value of Investments measured at FVTPL</b>	<b>-</b>	<b>-</b>
<b>Aggregate Amount Of Unquoted Investments</b>	<b>81.84</b>	<b>-</b>

## 12. Trade Receivables

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Unsecured, Considered Good	8,316.47	6,507.18
Less: Provision for impairment	(203.63)	(103.65)
<b>Total</b>	<b>8,112.84</b>	<b>6,403.53</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.

**13. Cash and Cash Equivalents**

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Balances with Banks		
Current Accounts	189.54	59.87
Cheques in hand	-	2.20
Cash on hand	3.87	14.32
<b>Total</b>	<b>193.41</b>	<b>76.39</b>

**14. Bank Balances other than Cash and Cash Equivalents**

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Unclaimed Dividend Accounts	5.81	4.81
Margin money with banks (original maturity for more than three months but less than twelve months)	251.13	122.12
Term Deposit (original maturity for more than three months but less than twelve months) (restricted use)	147.52	1,094.25
<b>Total</b>	<b>404.46</b>	<b>1,221.18</b>

**15. Loans : Current**

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Security Deposits		
Unsecured, Considered good	-	13.30
Inter-Corporate Deposit		
Unsecured, Considered good	727.36	700.01
Loans to Staff		
Unsecured, Considered good	32.34	42.20
<b>Total</b>	<b>759.70</b>	<b>755.51</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 ₹ 4.20 Lakhs (As at March 31, 2019 ₹ 0.60 Lakhs) which is Loan to Chief Executive Officer.

**16. Other Financial Assets**

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Derivative Assets (A)	-	126.66
Interest Receivable on Fixed Deposits/ICD	319.03	240.45
Less: Provision for Impairment	133.86	133.86
(B)	185.17	106.59
Advance to Related Parties	72.28	64.82
Less: Provision for Impairment	26.81	-
(C)	45.47	64.82
<b>Total (A+B+C)</b>	<b>230.64</b>	<b>298.07</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.

**17. Current Tax Assets (Net)**

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Current Tax Assets		
Taxes paid (net of provision)	395.05	337.81
<b>Total</b>	<b>395.05</b>	<b>337.81</b>





## 18. Other Current Assets

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Advances other than capital advances		
Unsecured and considered good		
Advances to Suppliers	951.99	1,104.07
Advances to Employees	56.65	63.98
Advances to Other Parties	9.37	19.83
Others		
Export Benefits Receivable	733.24	881.79
CENVAT / VAT/ GST Receivable	450.31	304.21
GST Refund Receivable	93.37	236.77
Prepaid Expenses	111.46	61.19
<b>Total</b>	<b>2,406.39</b>	<b>2,671.83</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.

## 19. Equity Share Capital

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Authorised Share Capital</b>		
16,00,00,000 (As at March 31, 2019 16,00,00,000) Equity shares of ₹ 1/- par value	1,600.00	1,600.00
3,00,000 (As at March 31, 2019 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>
5,03,38,260 (As at March 31, 2019 1,67,79,420) Equity shares of ₹ 1/- par value	503.38	167.79
<b>Total Issued, Subscribed and Paid up Share Capital</b>	<b>503.38</b>	<b>167.79</b>

### 19.1 Reconciliation of the number of shares outstanding :

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs
Equity Shares at the beginning	1,67,79,420	167.79	16,41,942	164.19
Add : Share warrants issued during the year (refer note 19.2(ii))	-	-	360,000	3.60
Add : Shares Split during the year to ₹ 1 each (refer note 19.4)	-	-	1,47,77,478	-
Add : Bonus shares issued during the year to ₹ 1 each (refer note 19.5)	3,35,58,840	335.59	-	-
<b>Equity Shares at the end</b>	<b>5,03,38,260</b>	<b>503.38</b>	<b>1,67,79,420</b>	<b>167.79</b>

### 19.2 Rights, preferences and restrictions :

- The Company has only one class of shares referred to as Equity Shares having par value of ₹ 1 Each holder of Equity Shares is entitled to one vote per share.(Refer Note 19.4)
- During the previous year ended on March 31, 2019, the Company allotted on preferential basis 3,60,000 Equity Shares of ₹ 1 each at a premium of ₹ 86 on conversion to Mrs. Pallavi Dhupelia, belonging to the promoter group. The Conversion of convertible warrants of ₹ 3.60 represents 19.78% of post allotment equity share capital of the Company.
- 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 June 11, 2020, have proposed a final dividend of ₹ 0.20 per equity share (Previous year ₹ 0.20 per Equity Share) for the financial year ended March 31, 2020. The proposal is subject to the approval of the shareholders at the Annual General meeting to be held on September, 2020 and if approved will result in a cash outflow of approximately ₹ 100.68 Lakhs (Previous year ₹ 45.29 lakhs) including corporate dividend tax.

**19.4** During the previous year, pursuant to sub-division of the Equity shares of the Company, each Equity share of the face value of ₹ 10 each was sub-divided into 10 Equity shares of ₹ 1 each.

**19.5** During the year, Company has allotted bonus equity shares in the ratio of 2 equity shares for every one equity share held.

**19.6 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, 2020		As at March 31, 2019	
	No. of Shares held	% held	No. of Shares held	% held
1. Mrs. Pallavi Dhupelia	10,000,450	19.87	3,319,150	19.78
2. Mr. Raymond Simkins	6,426,660	12.77	2,142,220	12.77
3. Western Press Private Limited	3,450,000	6.85	1,150,000	6.85

**20. Other Equity**

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Capital Reserve	308.37	308.37
Securities Premium Reserve	2,159.58	2,159.58
General Reserve	2,232.26	2,567.85
Retained Earnings	12,751.44	11,806.24
Equity Instruments through Other Comprehensive Income	(0.26)	0.19
<b>Total</b>	<b>17,451.39</b>	<b>16,842.24</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 reserve is utilised in accordance with the provisions of the Companies Act, 2013.

**General Reserve:** The General Reserve comprises of transfer of profits from retained earnings for appropriation purposes. The reserve can be distributed/utilised by the Company in accordance with the Companies Act, 2013. During the year Company has issued bonus shares in the ratio of 2:1 and utilised ₹ 335.59 lakhs towards issue of bonus shares.

**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.

**21. Borrowings : Non-Current**

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Secured</b>		
Term Loans		
From Banks	-	-
From Others	1,224.31	685.55
Vehicle Loans		
From Banks	15.49	-
From Others	110.38	135.62
<b>Unsecured</b>		
Loans from related parties		
From Directors	151.51	-
From Others	-	131.19
	<b>1,501.69</b>	<b>952.36</b>
Less : Disclosed under other financial liabilities (Refer Note 24)		
Current maturities of non-current borrowings	303.15	99.29
<b>Total</b>	<b>1,198.54</b>	<b>853.07</b>

**Nature of Security and Terms of Repayment of Long-term Borrowings (including of those Current maturities shown in Note 24) :**

₹ in Lakhs

Nature of Security	As at March 31, 2020	As at March 31, 2019
<b>TERM LOANS</b>		
<b>From Others:</b>		
a. Term Loan availed from Export Import Bank of India for USD \$ 8.10 Lakhs (Sanctioned USD \$ 10.79 lakhs) @ 6 months LIBOR + 4.50% p.a. repayable in 22 equated quarterly instalments commencing from April, 2020. Primary Security: Exclusive First Charge on movable and immovable assets of the Company both present and future procured/to be procured out of this term loan Collateral Security: Exclusive First Charge on movable and immovable assets of the Company alongwith Land at FPP - II situated at Chittoor both present and future procured/to be procured out of this term loan	<b>615.73</b>	600.00
b. Term Loan availed from Export Import Bank of India for USD \$ 5.98 Lakhs (Sanctioned USD \$ 8.07 lakhs) @ 6 months LIBOR + 4.50% p.a. repayable in 22 equated quarterly instalments commencing from July, 2020. Primary Security: Exclusive First Charge on movable and immovable assets of the Company both present and future procured/to be procured out of this term loan Collateral Security: Exclusive First Charge on movable and immovable assets of the Company alongwith Land at FPP - II situated at Chittoor both present and future procured/to be procured out of this term loan	<b>455.20</b>	-
c. Term Loan availed from Siemens Financial Services Private Limited of ₹ 167.45 Lakhs @ 11.75 % p.a. repayable in 36 equated monthly instalments commencing from October, 2017 against specified machinery. Primary Security: Exclusive First Charge on the machinery of the Company procured out of this Term Loan	<b>33.60</b>	92.92
d. Term Loan availed from Siemens Financial Services Private Limited of ₹ 163.63 Lakhs @ 12.25% p.a. repayable in 36 equated monthly instalments commencing from July, 2019 against specified machinery. Primary Security: Exclusive First Charge on the machinery of the Company procured out of this Term Loan	<b>128.16</b>	-
<b>Unsecured Loan</b> Unsecured Loan @ 12.50% p.a.	<b>151.51</b>	131.19

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
<b>VEHICLE LOANS</b>		
<b>From Banks:</b>		
Vehicle Loan availed from Andhra Bank Limited of ₹ 20.00 Lakhs, repayable in 36 equated monthly instalments commencing from August 22, 2019 is secured against the specified car	<b>15.48</b>	-
<b>From Others:</b>		
Vehicle Loan availed from Volkswagen Finance Private Limited of ₹ 36.00 Lakhs, repayable in 60 equated monthly instalments commencing from May 20, 2016 is secured against the specified car	<b>9.07</b>	17.00
Vehicle Loan availed from Kotak Mahindra Prime Limited of ₹ 24.29 Lakhs, repayable in 59 equated monthly instalments commencing from June 5, 2016 is secured against the specified car	<b>6.38</b>	11.69

Particulars	₹ in Lakhs	
	As at March 31, 2020	As at March 31, 2019
Vehicle Loan availed from Kotak Mahindra Prime Limited of ₹ 7.64 Lakhs, repayable in 59 equated monthly instalments commencing from September 1, 2016 is secured against the specified car	2.46	4.10
Vehicle Loan availed from Kotak Mahindra Prime Limited of ₹ 67.43 Lakhs, repayable in 59 equated monthly instalments commencing from December 1, 2017 is secured against the specified car	38.83	51.68
Vehicle Loan availed from Kotak Mahindra Prime Limited of ₹ 50.72 Lakhs, repayable in 59 equated monthly instalments commencing from March 1, 2019 is secured against the specified car	41.31	49.82
Vehicle Loan availed from Kotak Mahindra Prime Limited of ₹ 13.71 Lakhs, repayable in 59 equated monthly instalments commencing from September 5, 2019 is secured against the specified car	12.34	-
<b>Total</b>	<b>1,510.06</b>	<b>958.40</b>
Add: Loans fully repaid prior to the Balance Sheet date	-	3.95
Less: Loans Processing Fees	8.37	9.99
<b>Total</b>	<b>1,501.69</b>	<b>952.36</b>

**Assets pledged as security**

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Current</b>		
Receivables	8,112.84	6,403.53
Inventories	13,777.85	10,905.76
Fixed Deposits with Bank	23.56	22.23
<b>Total A</b>	<b>21,914.25</b>	<b>17,331.52</b>
<b>Non-current</b>		
Land	486.21	486.21
Factory Buildings	4,970.99	4,352.00
Administrative Building	317.88	289.24
Plant and Machinery	5,646.19	6,210.05
Generators	24.50	30.99
Forklift Accessories	78.57	59.75
Furniture and Fixtures	48.44	46.46
Office Equipments	37.31	30.00
Vehicles	253.35	227.35
Computers	16.91	18.37
<b>Total B</b>	<b>11,880.35</b>	<b>11,750.38</b>
<b>Total (A+B)</b>	<b>33,794.60</b>	<b>29,081.90</b>

Details of long-term borrowings guaranteed by some of the directors or others:

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Term loans from Others</b>		
Principal	1,232.68	695.54
Interest	66.98	27.50

**22. Provisions : Non-current**

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Provision for employee benefits		
Leave Encashment	48.59	63.93
<b>Total</b>	<b>48.59</b>	<b>63.93</b>



**23. Borrowings : Current** ₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Secured		
Loans Repayable on demand		
From Banks		
Open Cash Credit (Refer Notes 23.1 and 23.4)	990.96	131.53
Packing Credit / Foreign Bills purchased (Refer Notes 23.2 and 23.4)	7,590.68	6,357.04
Overdraft Facilities (Refer Notes 23.3)	3,121.39	2,453.06
Unsecured		
Deposit - Inter Corporate	103.92	-
<b>Total</b>	<b>11,806.95</b>	<b>8,941.63</b>

23.1 Secured by way of hypothecation of inventory and book debts and charge on all the Property, Plant and Equipments excluding the assets financed out of the Term Loan.

23.2 Secured by way of hypothecation of inventory and book debts, lodgement of confirmed contracts and irrevocable letters of credit and ECGC Packing Credit Guarantee cover, charge on Property, Plant and Equipments excluding the assets financed out of the Term Loan

23.3 For Supplies to customers Secured by way of hypothecation of stocks of Finished Goods for customers and its receivables.

23.4 Secured by way of collateral against pledge of Fixed Deposit of ₹ 23.56 Lakhs (As at March 31, 2019, ₹ 22.23 Lakhs) which includes Interest Receivable of ₹ 3.05 Lakhs (As at March 31, 2019, ₹ 1.72 Lakhs) (Refer Note 7.1).

23.5 Details of short-term borrowings guaranteed by directors or others:

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Loans Repayable on demand</b>		
From Banks		
Principal	8,581.64	6,488.57
Interest	893.71	1,029.86

**24. Other Financial Liabilities : Current**

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Current maturities of Long-term debt (Refer Note 21)	303.15	99.29
Deposit from related party		
Interest accrued	208.85	0.02
Payable for acquisition of Property, Plant and Equipment	195.47	149.82
Unclaimed dividends *	5.81	4.81
Derivative Liabilities	274.54	-
Liabilities for expenses	393.87	577.03
<b>Total</b>	<b>1,381.69</b>	<b>830.97</b>

There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund as at March 31, 2020

Details of Current maturities of non-current borrowings

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Term Loans (Refer Notes 21)		
Secured		
From Banks	-	-
From Others	257.02	63.04
Other Loans (Refer Notes 21)		
Secured		
From Banks	3.98	-
From Others	41.95	36.05
Deposits (Refer Notes 21)		
Unsecured		
Fixed deposits	0.20	0.20
<b>Total</b>	<b>303.15</b>	<b>99.29</b>

25. Other Current Liabilities

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Advance from customers	1,262.90	4,191.17
Statutory liabilities	87.08	184.21
Gratuity Payable	176.28	135.42
<b>Total</b>	<b>1,526.26</b>	<b>4,510.80</b>

26. Provisions : Current

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Provision for employee benefits		
Leave Encashment	7.34	25.82
Provision for Bonus	57.11	49.79
Others		
Provision for Sales Return		
Opening Balance	46.52	68.99
Add: Provided during the year	-	-
Less: Provision written back during the year	11.74	22.47
Closing Balance	34.78	46.52
<b>Total</b>	<b>99.23</b>	<b>122.13</b>

27. Current Tax Liabilities

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Provision for taxation (net of taxes paid/adjusted)	7.84	270.75
<b>Total</b>	<b>7.84</b>	<b>270.75</b>

28. Revenue from Operations ₹ in Lakhs

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Sale of products	37,084.63	32,379.78
Other Operating Revenue		
Export Benefits	1,228.88	1,268.47
Processing Charges	13.77	4.60
Sale of Scrap / Wastages	102.34	85.58
<b>Total Revenue From Operations</b>	<b>38,429.62</b>	<b>33,738.43</b>

Revenue from contracts with customers

I. Revenue from contracts with customers disaggregated based on geography :

₹ in Lakhs

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Domestic	18,122.75	13,073.51
Export	20,306.87	20,664.91
<b>Total</b>	<b>38,429.62</b>	<b>33,738.43</b>

II. Reconciliation of gross revenue with the revenue from contracts with customers

₹ in Lakhs

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Gross Revenue	38,429.62	33,738.43
Less : Discounts and incentives	-	-
<b>Net Revenue recognised from Contracts with Customers</b>	<b>38,429.62</b>	<b>33,738.43</b>



**III. Revenue recognised from Contract liability (Advances from Customers)**

₹ in Lakhs

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Closing Contract liability	1,262.90	4,191.17

**29. Other Income**

₹ in Lakhs

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Export Benefits	15.36	40.55
Interest Income earned on financial assets : On Financial Assets measured (at Amortised Cost)		
Interest on employee loan	2.95	3.50
Interest on Fixed and Other Deposits	122.15	219.31
Dividend Income	0.03	0.01
Other Non-Operating Income :		
Insurance Claims	9.70	-
Share of Profit from investment in Partnership firm	81.84	-
Reversal of Impairment of Trade Receivables	-	8.61
Rent Received	0.36	-
Miscellaneous Income	10.20	6.25
Balances / Provisions written back (Net)	0.70	6.76
Other Gains and Losses :		
Net gain on foreign exchange fluctuation	214.11	-
Net Gain on fair valuation of Mutual Fund	-	0.19
Net Gain on disposal of Property Plant and Equipments	5.26	-
<b>Total</b>	<b>462.66</b>	<b>285.18</b>

**30. Changes in inventories of Finished Goods**

₹ in Lakhs

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Finished Goods		
Closing Stock	8,509.86	7,621.01
Less: Opening Stock	7,621.01	8,998.65
	(888.85)	1,377.64
Stock-in-trade (Trading)		
Closing Stock	1,347.64	375.97
Less: Opening Stock	375.97	-
	(971.67)	(375.97)
Work-in-progress		
Closing Stock	1,034.59	468.17
Less: Opening Stock	468.17	-
	(566.42)	(468.17)
<b>Total</b>	<b>(2,426.94)</b>	<b>533.50</b>

**31. Employee Benefits Expense**

₹ in Lakhs

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Salaries, Wages and Bonus	1,967.77	1,980.00
Contribution to Provident and Other Funds	127.81	118.30
Gratuity	28.79	34.07
Staff Welfare Expenses	122.48	143.28
<b>Total</b>	<b>2,246.85</b>	<b>2,275.65</b>

32. Finance Costs

₹ in Lakhs

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Interest and finance charges on financial liabilities		
On Cash Credit Facilities /Buyers Credit	963.59	1,238.46
On borrowings	67.08	27.89
Exchange difference to the extent considered as an adjustment to borrowing cost	10.01	-
On Others	89.98	49.60
Other Borrowing Costs		
Interest on Lease Liability	6.39	-
Brokerage on Fund Arrangements	3.64	4.48
<b>Total</b>	<b>1,140.69</b>	<b>1,320.43</b>

32.1 Interest on Cash Credit Facilities / Buyers Credit is net of subsidy F.Y. 2019-2020 ₹ 107.52 Lakhs (F.Y. 2018-2019 ₹ 278.30 Lakhs) received under Interest Equalisation Scheme on pre-shipment and post-shipment credit.

33. Depreciation and Amortisation Expense

₹ in Lakhs

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Depreciation of Property, Plant and Equipment	1,202.83	1,144.22
Depreciation on Right of Use Assets	24.35	-
Amortisation of Intangible Assets	13.21	6.54
<b>Total</b>	<b>1,240.39</b>	<b>1,150.76</b>

34. Other Expenses

₹ in Lakhs

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Fruit Ripening Charges (Refer Note 34.1)	2,130.29	1,756.39
Water Charges	67.71	46.48
Testing Fees	50.36	48.74
Consumption of stores and spare parts	504.81	283.40
Power and Fuel	806.57	1,087.98
Rent	192.65	143.60
Repair and Maintenance		
Repairs to Buildings	73.35	53.31
Repairs to Machinery	249.06	242.37
Repairs Others	91.58	111.50
Insurance	96.32	137.48
Rates and Taxes	145.29	148.36
Freight and Forwarding (Net)	2,351.83	2,344.38
Warehousing Charges	356.35	469.34
Bank Charges	178.26	234.01
Legal and Professional Charges / Fees	448.30	445.96
Other Gains and Losses :		
Net gain on foreign exchange fluctuation	-	48.06
Advertisement and Sales Promotion	179.86	140.55
Membership and Subscription	25.54	50.49
Travelling and Motor Car Expenses	386.39	379.16
Loss on disposal of Property, Plant and Equipments	-	44.02
Security Charges	74.80	74.18
Impairment of financial assets	99.98	133.86
Bad Debts Written off	0.18	1.56
Impairment of Investment	0.49	-
Impairment of Advance to Subsidiary	26.81	-
Miscellaneous Expenses	218.78	222.77
<b>Total</b>	<b>8,755.56</b>	<b>8,647.95</b>





34.1 Expenses incurred on Fruit Ripening Charges during the year are included in the Statement of Profit and Loss as under:

Nature of expenses	Year ended March 31, 2020	Year ended March 31, 2019
Hiring Charges	36.86	51.16
Labour Charges	937.09	818.42
Miscellaneous Expenses	19.98	19.18
Fruit Ripening Charges	551.67	598.74
Processing Charges	547.75	212.18
Travelling Expenses	36.15	33.91
Rent	0.79	22.80
<b>Total</b>	<b>2,130.29</b>	<b>1,756.39</b>

35. Exceptional Items

₹ in Lakhs

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Profit on Sale of Chembur Property	-	13,280.38
Loss on Sale of Long Term Investments	-	(1,599.21)
	-	11,681.17

36. Disclosure pursuant to Ind AS 12 on "Income Taxes"

A. Components of Tax Expenses/(Income)

₹ in Lakhs

a. Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Current Tax	500.00	2,800.00
Excess provision for tax of earlier years written back	(189.54)	-
Deferred Tax movement	(337.58)	(1,893.82)
<b>Income Tax Expense reported in the statement of Profit or Loss</b>	<b>(27.12)</b>	<b>906.18</b>

B. A Reconciliation between the statutory Income Tax rate applicable to the Company and the effective Income tax rate is as Follows.

₹ in Lakhs

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Profit Before Tax	1,091.52	11,841.91
Corporate Tax rate as per Income Tax Act, 1961	29.12%	34.94%
Tax on Accounting Profit	317.85	4,137.56
<b>Add:</b>		
Expenses disallowed	556.08	1,162.36
Minimum Alternative Tax	-	2,800.00
Incremental Deferred Tax liabilities on account of other temporary differences	(337.58)	290.00
Previous year taxation	(189.54)	-
Expenses allowed	(373.93)	(5,239.59)
Incremental Deferred Tax Assets on account of unused tax losses and unused tax credits	-	(2,185.09)
Carried forward losses	-	(59.05)
<b>Tax expenses recognised during the year</b>	<b>(27.12)</b>	<b>906.18</b>

37. Earnings Per Share (EPS)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹ in Lakhs)	1,103.47	10,936.95
Weighted Average number of Equity Shares used as denominator for calculating Basic EPS	47,404,154	47,404,154
Add: Weighted Average Potential Equity Shares	-	-
Total Weighted Average number of Equity Shares used as denominator for calculating Diluted EPS	47,404,154	47,404,154
Face Value per Equity Share (Refer Note 19.4)	1	1
Basic Earnings per Share	2.33	* 23.07
Diluted Earnings per Share	2.33	* 23.07

\* During the financial year the Company has issued fully paid Bonus shares of Re.1 each in ratio of two equity shares for every one Equity shares held to eligible members of the Company. The Company has allotted 3,35,58,840 number of equity shares of Re. 1 each and it ranks pari-passu in all respect with existing fully paid up Equity Shares of Re. 1/- each. In view of the same, for the purpose of ease of comparison, earnings per share of the previous periods have been accordingly re-stated considering the revised weighted average number of equity shares.

38. Disclosure as per Ind AS 17 on "Leases":

As Lessee

- The Company's lease asset primarily consist of leases for Machinery & vehicles. Effective April 1, 2019, the Company has adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method. Consequently, the Company recorded the lease liability at the present value of the remaining lease payments discounted at the incremental borrowing rate as on the date of transition and has measured right of use asset an amount equal to lease liability adjusted for any related prepaid and accrued lease payments previously recognised.
- The effect of this adoption is insignificant on the profit before tax, profit for the period and earnings per share. Ind AS 116 has resulted in an increase in cash inflows from operating activities and an increase in cash outflows from financing activities on account of lease payments.
- On initial application as practical expedients, the Company has elected exemption not to recognise right of use assets and liabilities for leases with less than 12 months of lease term.
- Following is carrying value of right of use assets recognised on date of transition and the movements thereof during the year ended March 31, 2020

₹ in Lakhs

Particulars	Category of ROU		Total
	Machinery	Vehicle	
Transition impact on account of Ind AS 116 " Leases"	66.57	31.45	98.02
<b>Total Right of Use as on date of Transition</b>	<b>66.57</b>	<b>31.45</b>	<b>98.02</b>
Movement during the year			
Depreciation of Right of use assets	13.87	10.48	24.35
<b>Balance as at March 31, 2020</b>	<b>52.70</b>	<b>20.97</b>	<b>73.67</b>



- e) The following is the carrying value of lease liability on the date of transition and movement thereof during the year ended March 31, 2020:

Particulars	Year ended March 31, 2020
Transition impact on account of Ind AS 116 " Leases"	98.02
Finance cost accrued during the year	6.39
Movement during the year	
Payment of lease liabilities	25.17
Balance as at March 31, 2020	79.24
Current portion of Lease liability	26.16
Non Current portion of Lease liability	53.08

- f) **Amounts recognised in the statement of cash flows**

Particulars	Year ended March 31, 2020
Total cash outflow for leases	443.91

- g) Rental expense recorded for short-term leases was ₹ 436.20 Lakhs for the year ended March 31, 2020.

**As Lessor**

**Operating Lease**

Rental income on assets given on operating lease is ₹ 0.36 Lakhs for the year ended March 31, 2020.

**39. 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	
	31-Mar-20	31-Mar-19
i. Discount Rate (per annum)	6.84%	7.79%
ii. Rate of increase in Compensation levels (per annum)	5.00%	6.00%
iii. Expected Rate of Return on Assets	6.84%	7.79%
iv. Attrition Rate	2.00%	2.00%
v. Retirement Age	58 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.

₹ in Lakhs

Particulars	Year ended	Year ended
	March 31, 2020	March 31, 2019
	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	257.44	242.13
Current Service Cost	20.71	17.91
Interest Cost	20.05	16.27
Actuarial (Gains)/Loss		
Actuarial (gains)/ losses arising from changes in demographic assumption	-	-
Actuarial (gains)/ losses arising from changes in financial assumption	0.38	(0.20)
Actuarial (gains)/ losses arising from changes in experience adjustment	53.94	(4.60)
Past Service cost	-	-
Benefits Paid	(2.00)	(17.04)
Liability Transferred in	-	2.97
Present value of defined benefit obligation at the end of the year	350.53	257.44
<b>ii. Changes in Fair value of Plan Assets</b>		
Fair value of plan assets at the beginning of the year	122.02	72.67
Interest Income	9.51	5.65
Expected Return on Plan Assets	2.25	0.74
Employer's Contributions	40.00	60.00
Benefits Paid	(2.00)	(17.04)
Return on plan assets, excluding interest income	-	-
Assets Transferred in / Acquisitions	2.47	-
Fair value of plan assets at the end of the year	174.25	122.02
<b>iii. Net Benefit (Asset) /Liability</b>		
Defined benefit obligation	(350.53)	(257.44)
Fair value of plan assets	174.25	122.02
Funded Status (Surplus/ (Deficit))	(176.28)	(135.42)
Net Benefit (Asset) /Liability	(176.28)	(135.42)
The net liability disclosed above relates to funded plans are as follows:		
Projected benefit obligation at end of the year	350.53	257.44
Fair Value of plan assets at the end of the year	174.25	122.02
<b>iv. Net Interest Cost for Current Period</b>		
Present Value of Benefit Obligation at the Beginning of the Period	257.44	209.17
(Fair Value of Plan Assets at the Beginning of the Period)	(122.02)	(72.67)
Net Liability/(Asset) at the Beginning	135.42	136.50
Interest Cost	20.05	16.27
(Interest Income)	(9.51)	(5.65)
Net Interest Cost for Current Period	10.55	10.62
<b>v. Expenses recognised in the Statement of Profit and Loss</b>		
Current Service Cost	20.71	17.91
Interest cost on benefit obligation (net)	10.55	10.62
Past Service cost	-	-
Total Expenses recognised in the Statement of Profit and Loss	31.26	28.53



Particulars	Year ended March 31, 2020	Year ended March 31, 2019
	Gratuity Funded	Gratuity Funded
<b>vi. Remeasurement Effects Recognised in Other Comprehensive Income for the year</b>		
Actuarial (gains)/ losses arising from changes in demographic assumption	-	-
Actuarial (gains)/ losses arising from changes in financial assumption	54.32	(4.80)
Actuarial (gains)/ losses arising from changes in experience adjustment	-	-
Return on plan asset	(2.25)	(0.74)
Recognised in Other Comprehensive Income	52.08	(5.54)
<b>vii. Cash flow Projection: From the Fund</b>		
Within the next 12 months (next annual reporting period)	59.57	40.96
2nd following year	8.83	12.69
3rd following year	18.21	8.91
4th following year	18.85	15.22
5th following year	23.52	15.37
Sum of Years 6 To 10	175.25	147.56
Sum of Years 11 and above	371.39	331.50
The average duration of the defined benefit plan obligation at the end of the reporting period is 5 years (March 31, 2018: 5 years)		
<b>viii. Sensitivity Analysis</b>		
Projected Benefit Obligation on Current Assumptions	350.53	257.44
Delta Effect of +1% Change in Rate of Discounting	(24.81)	(18.70)
Delta Effect of -1% Change in Rate of Discounting	28.55	21.60
Delta Effect of +1% Change in Rate of Salary Increase	26.43	19.58
Delta Effect of -1% Change in Rate of Salary Increase	(23.30)	(17.20)
Delta Effect of +1% Change in Rate of Employee Turnover	4.18	3.18
Delta Effect of -1% Change in Rate of Employee Turnover	(4.69)	(3.59)
<b>ix. The major categories of plan assets as a percentage of total</b>		
Insurer managed funds		

**Changes in Fair value of Plan Assets**

₹ in Lakhs

Particulars	31-03-2020	31-03-2019
	Gratuity Funded	Gratuity Funded
Fair value of plan assets at the beginning of the year	122.02	72.67
Interest Income	9.51	5.65
Expected Return on Plan Assets	-	-
Employer's Contributions	40.00	60.00
Assets Transferred in / Acquisitions	2.47	-
Benefits Paid	(2.00)	(17.04)
Return on plan assets, excluding interest income	2.25	0.74
<b>Fair value of plan assets at the end of the year</b>	<b>174.25</b>	<b>122.02</b>

**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.

## 40. Contingent Liabilities, Financial Guarantees and Commitments

₹ in Lakhs

	Year ended March 31, 2020	Year ended March 31, 2019
<b>A. Contingent Liabilities not provided for</b>		
<b>Claims against the Company not acknowledged as debt</b>		
i Income-tax matters under appeal	170.03	794.91
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>195.00</b>	<b>819.88</b>
<b>B. Capital and other commitments</b>		
<b>a. Estimated amount of contracts remaining to be executed on capital account and not provided for</b>	<b>1,892.20</b>	<b>404.19</b>
<b>b. Others</b>		
i. Quantum of Export Obligation of Packing Materials with 20% value addition against Advance licences- Duty saved *	25.60	120.04
ii. Export obligations of ₹ 72.45 Lakhs (F.Y. 2018-19 - ₹ NIL Lakhs ) against EPCG Licenses utilised for purchase of Fixed Assets but not yet installed - Duty saved **	72.45	-
<b>Total</b>	<b>98.05</b>	<b>120.04</b>

\* Export obligations against the advance licence of ₹ 531.08 Lakhs (F.Y. 2018-2019 - ₹ 450.26 Lakhs) have already been fulfilled by the Company. However, procedural formalities for the closure of the Advance Licences are pending.

\*\* Export obligations against the purchase of machinery and packing materials under Export Promotion Capital Goods Scheme ("EPCG") of ₹ 494.47 Lakhs (F.Y. 2018-2019 - ₹ 401.91 Lakhs) have already been fulfilled by the Company, However, procedural formalities for the closure of the EPCG Licenses are pending.

## 41. Capital Management and Financial Risk Management Policy

## A. Capital Management

For the purpose of the Company's Capital Management, Capital includes issued Equity Capital and all Other Reserves attributable to the Equity shareholders of the Company. The Primary objective of the Company's Capital Management is to maximise the shareholders' value. The Company's Capital Management objectives are to maintain equity including all reserves to protect economic viability and to finance any growth opportunities that may be available in future so as to maximise shareholder's value.

The Company's capital requirement is mainly to fund its business expansion and repayment of borrowings. The principal source of funding of the Company has been, and is expected to continue to be, cash generated from its operations supplemented by funding from bank borrowings and the capital markets.

The Company has adhered to material externally imposed conditions relating to capital requirements and there has not been any delay or default during the period covered under these financial statements with respect to payment of principal and interest. No lender has raised any matter that may lead to breach of covenants stipulated in the underlying documents.

The Company is monitoring Capital using debt equity ratio as its base, which is debt to equity. The Company monitors capital using debt-equity ratio, which is total debt less investments divided by total equity.

Net debt (total borrowing net of cash and cash equivalents) divided by "Total equity" (as shown in the balance sheet).

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Total Debt	13,115.23	9,817.59
Total Equity	17,954.77	17,010.02
Debt Equity Ratio	0.73%	0.58%

## 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, Singapore Dollars 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.

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, 2020		As at March 31, 2019	
	Amount in Foreign currency (in Lakhs)	Amount (₹ in Lakhs)	Amount in Foreign currency (in Lakhs)	Amount (₹ in Lakhs)
Payable USD	17.72	1,347.90	11.04	769.30
Receivable USD	39.36	2,951.43	35.06	2,402.01
Payable EUR	1.56	131.31	1.08	85.10
Receivable EUR	9.06	745.99	3.21	241.73
Payable GBP	0.50	47.11	0.98	89.36
Receivable GBP	3.48	320.55	4.65	414.45
Payable SGD	2.84	152.45	0.57	29.16
Receivable SGD	0.51	26.81	0.38	20.01

Particulars of un-hedged foreign currency asset / liability as at the end of the reporting period is as follows :

Particulars	As at March 31, 2020		As at March 31, 2019	
	Amount in Foreign currency (in Lakhs)	Amount (₹ in Lakhs)	Amount in Foreign currency (in Lakhs)	Amount (₹ in Lakhs)
Payable USD	17.72	1,347.90	11.04	769.30
Payable EUR	1.56	131.31	1.08	85.10
Payable GBP	0.50	47.11	0.98	89.36
Receivable GBP	3.48	320.55	4.65	414.45
Payable SGD	2.84	152.45	0.57	29.16
Receivable SGD	0.51	26.81	0.38	20.01

**Foreign currency sensitivity:**

The following table demonstrates the sensitivity to a 5% increase/decrease in foreign currencies exchange rates, with all other variables held constant.

5% increase or decrease in foreign exchange rate will have the following impact on before profit before tax and impact on equity.

₹ in Lakhs

Particulars	As at March 31, 2020		As at March 31, 2019	
	5% increase	5% decrease	5% increase	5% decrease
<b>Impact on Profit and Loss</b>				
USD	(67.40)	67.40	(38.46)	38.46
EURO	(6.57)	6.57	(4.26)	4.26
GBP	13.67	(13.67)	16.25	(16.25)
SGD	(6.28)	6.28	1.00	(1.00)
Total	(66.58)	66.58	(25.46)	25.46



**ii. Forward foreign exchange contracts**

It is the policy of the Company to enter into forward foreign exchange contracts to cover foreign currency payments in USD and Euro. The Company enters in to contracts with terms up to 360 days. The Company's philosophy does not permit any speculative calls on the currency. It is driven by conservatism which guides that we follow conventional wisdom by use of Forward contracts in respect of Trade transactions.

Regulatory Requirements: The Company will alter its hedge strategy in relation to the prevailing regulatory framework and guidelines that may be issued by RBI, FEDAI or ISDA or other regulatory bodies from time to time. Forward cover is obtained from bank for each of the aggregated exposures and the Trade deal is booked. The forward cover deals are all backed by actual trade underlines and settlement of these contracts on maturity are by actual delivery of the hedged currency for settling the underline hedged trade transaction.

The following table details the forward foreign currency (FC) contracts outstanding at the end of the reporting period.

₹ in Lakhs

Outstanding contracts	Foreign currency (In Lakhs)		Fair Value Assets/(Liabilities)	
	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019
USD - Sell	\$120.57	\$92.96	7,561.79	6,496.26
EUR - Sell	€ 15.25	€ 9.16	1,013.10	746.49

**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:

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Variable rate borrowings *	49.15	18.39
Fixed rate borrowings *	1077.89	1,297.57

\* Include ₹ 8.37 (as at March 2019: ₹9.99) 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.

₹ in Lakhs

Particulars	Impact on Profit : Increase/(Decrease)		Impact on equity Increase/(Decrease)	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
Interest rates - increase by 100 basis points *	(0.49)	(0.18)	(0.49)	(0.18)
Interest rates - decrease by 100 basis points *	0.49	0.18	0.49	0.18

\* 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 recognised at FVTOCI. The fair value of a financial instrument will fluctuate due to changes in market traded price. As at 31st March, 2020, the carrying value of such equity instruments recognised at FVTOCI amounts to ₹ 6.75 Lakhs (As at march 31, 2019 ₹ 7.21 Lakhs).



**Price risk sensitivity:**

0.10% increase or decrease in prices will have the following impact on profit/(loss) before tax and on other components of equity.  
₹ in Lakhs

Particulars	Impact on Profit : Increase/(Decrease)		Impact on equity Increase/(Decrease)	
	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019
Price - increase by 0.10%*	0.68	0.72	0.68	0.72
Price - decrease by 0.10% *	(0.68)	(0.72)	(0.68)	(0.72)

**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 Ageing of Trade Receivables and Movement in Expected Credit Loss Allowance

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Age of receivables:		
Within the credit period	6,960.40	5,534.49
0- 3 Months	162.27	342.45
3- 6 Months	552.52	184.87
6- 9 Months	286.14	116.53
9- 12 Months	80.22	16.40
12- 15 Months	23.48	64.35
15- 18 Months	17.30	-
18- 21 Months	14.59	-
More than 21 Months	219.55	248.09
Total	8,316.47	6,507.18
<b>Movement in the credit loss allowance</b>		
Balance at the beginning of the year	103.65	112.26
Net Movement in expected credit loss allowance on trade receivables calculated at lifetime expected credit loss	99.98	(8.61)
Balance at the end of the year	203.63	103.65

**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, 2020</b>				
Non-derivative financial liabilities				
Borrowings	12,110.10	1,080.49	118.05	13,308.64
Trade Payables	7,757.15	-	-	7,757.15
Lease Liability	26.16	53.08	-	79.24
Other Financial Liabilities	804.00	-	-	804.00
	<b>20,697.41</b>	<b>1,133.57</b>	<b>118.05</b>	<b>21,949.03</b>
Derivative financial liabilities	-	-	-	-
Foreign Exchange Forward Contracts	274.54	-	-	274.54
	<b>274.54</b>	-	-	<b>274.54</b>
<b>As at March 31, 2019</b>				
Non-derivative financial liabilities				
Borrowings	9,040.91	689.43	163.64	9,893.99
Trade Payables	3,490.74	-	-	3,490.74
Other Financial Liabilities	731.68	-	-	731.68
	<b>13,263.34</b>	<b>689.43</b>	<b>163.64</b>	<b>14,116.41</b>
Derivative financial liabilities	-	-	-	-
Foreign Exchange Forward Contracts	-	-	-	-
	-	-	-	-

#### 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.

#### 42. 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

- 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.
- The fair value of Forward Foreign Exchange contracts is determined using forward exchange rates at the balance sheet date
- 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.
- 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.
- The fair values of long term security deposits taken and non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs.

##### Fair Value measurement hierarchy

The fair value of financial instruments as referred below have been classified into three categories depending on the inputs used in the valuation technique.

The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

The categories used are as follows:

Level 1: Unadjusted quoted prices for identical instruments in an active market;

Level 2: Directly or indirectly observable market inputs, other than Level 1 inputs; and

Level 3: Inputs which are not based on observable market data.



The carrying amounts and fair values of financial instruments by class are as follows:

₹ in Lakhs

Particulars	As at March 31, 2020		As at March 31, 2019	
	Carrying Amounts	Fair Value	Carrying Amounts	Fair Value
<b>Financial Assets</b>				
Measured at Fair Value Through Profit and Loss				
Derivatives				
Forward Contracts	-	-	126.66	126.66
	-	-	126.66	126.66
Measured at Amortised Cost				
Investment in Government Securities	0.30	0.30	0.00	0.00
Loans	1,227.14	1,227.14	1,180.26	1,180.26
Interest	185.17	185.17	106.59	106.59
Trade Receivable	8,112.84	8,112.84	6,403.53	6,403.53
Cash and Bank Balance	597.87	597.87	1,297.57	1,297.57
Advances	45.47	45.47	64.82	64.82
	10,168.79	10,168.79	9,052.77	9,052.77
Measured at FVTOCI				
Investment in equity instruments	6.75	6.75	7.21	7.21
	6.75	6.75	7.21	7.21
<b>Total Financial Assets</b>	<b>10,175.54</b>	<b>10,175.54</b>	<b>9,186.64</b>	<b>9,186.64</b>
<b>Financial Liabilities</b>				
Measured at Amortised Cost				
Borrowing	13,308.64	13,308.64	9,893.99	9,893.99
Trade Payables	7,757.15	7,757.15	3,490.74	3,490.74
Other Financial Liabilities	804.00	804.00	731.68	731.68
Derivative financial liabilities				
Foreign Exchange Forward Contracts	274.54	274.54	-	-
<b>Total Financial Liabilities</b>	<b>22,144.33</b>	<b>22,144.33</b>	<b>14,116.41</b>	<b>14,116.41</b>

Level wise disclosure of financial instruments

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019	Level	Valuation techniques and key inputs
Foreign currency forward contracts - Assets	-	126.66	2	Quotes from banks or dealers
Foreign Exchange Forward Contracts - Liabilities	274.54	-	2	Quotes from banks or dealers
Investment in equity instruments	6.75	7.21	1	Quoted prices of the instruments in an active market

The following table shows a reconciliation of significant unobservable inputs from the opening balance to the closing balance for Level 1 recurring fair value measurements :

₹ in Lakhs

Investment in Equity Instruments	Amount
Balance as on April 1, 2019	7.21
Add : adjustment due to Fair valuation	(0.46)
<b>Balance as on March 31, 2020</b>	<b>6.75</b>

**43. 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.

**Subsidiary**

I) Name of Company	Principal place of business	Proportionate ownership interest	
		As at March 31, 2020	As at March 31, 2019
FNI Asia PTE Limited	Singapore	100%	100%
Pharmpak Private Limited (upto March 30, 2019)	India	NIL	NIL
Kusum Spices (w.e.f. October 01, 2019)	India	99.99%	NIL

**II) Other related parties**

**a Companies in which Directors and / or their relatives have significant influence**

Muller & Phipps (India) Limited  
Western Press Private Limited  
MPIL Corporation Limited

**b Key Managerial Personnel (KMP) and their relatives**

**i. Key Managerial Personnel (KMP) (Chief Executive Officer)**

Mr.Moloy Saha

**ii. Non-executive Directors**

**Non-Independent Directors**

Mr. Bhupendra Dalal - Chairman  
Mr. Milan Dalal  
Mr. Raymond Simkins  
Mrs. Pallavi Dhupelia - Additional Director (w.e.f. September 30, 2019)

**iii. Independent Directors**

Mr. Dinkarray Trivedi (up to September 22, 2019)  
Mr. Vinod Kumar Beswal  
Mrs. Kamlini Maniar  
Mr. Deepak Mohla (up to September 22, 2019)  
Mr. Hormazdiyaar Vakil (w.e.f. August 14, 2018)  
Mr. Maneck Davar (w.e.f. September 30, 2019)

**iv. Relatives of Directors**

Mr. Devdut Dalal - Grandson of Chairman and Son of Non Executive Director  
Mr. Ameya Dhupelia - Son of Non Executive Director (w.e.f. September 30, 2019)

**Transaction with Related Parties**

₹ in Lakhs

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>Compensation to key management personnel</b>		
Salary and benefits	65.50	73.52
Payments to Directors		
Sitting fees	11.65	8.10
Commission	3.00	8.00
<b>Salary and benefits to Relatives of Directors</b>		
Salary and benefits	36.83	27.67
Membership Fees	3.25	1.48
<b>Impairment of Interest receivable on ICD</b>		
Muller & Phipps (India) Limited	-	133.86
<b>Impairment in Value of Investment</b>		
FNI Asia PTE Limited	0.49	-



Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>Impairment of Advances to Subsidiaries</b>		
FNI Asia PTE Limited	26.81	-
<b>Rent paid to Related parties</b>		
MPIL Corporation Limited	4.50	6.00
<b>Interest received from related parties</b>		
FNI Asia PTE Limited	-	1.73
Pharmpak Private Limited	-	4.97
Muller & Phipps (India) Limited	-	16.46
<b>Interest paid to Related Parties</b>		
Mr. Vinod Kumar Beswal	-	2.78
Mrs. Pallavi Dhupelia	7.95	-
<b>Purchase of Goods</b>		
Kusum Spices	2.96	-

**Transaction with Related Parties**

₹ in Lakhs

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>Transactions incurred by Company on behalf of Related Parties</b>		
<b>Expenses incurred</b>		
Muller & Phipps (India) Limited	-	0.07
<b>Loans Taken</b>		
Mrs. Pallavi Dhupelia	20.00	-
<b>Repayment of Loans</b>		
Mr. Vinod Kumar Beswal	-	445.00
<b>Repayment of Inter-Corporate Deposit given</b>		
Muller & Phipps (India) Limited	-	185.00
<b>Security Deposit Given</b>		
MPIL Corporation Limited	-	254.85
<b>Sale of Investment in Equity</b>		
Pharmpak Private Limited	-	253.20

**Outstanding Balances**

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Trade Receivables</b>		
Muller & Phipps (India) Limited	0.62	0.62
<b>Trade Payables</b>		
Muller & Phipps (India) Limited	10.00	15.00
Kusum Spices	3.11	-
Western Press Private Limited	0.06	-
<b>Advances recoverable in cash or in kind</b>		
Western Press Private Limited	3.19	3.19
FNI Asia PTE Limited	26.81	20.01
<b>Interest Receivable on ICD</b>		
Muller & Phipps (India) Limited	133.86	133.86
Western Press Private Limited	0.80	0.80
FNI Asia PTE Limited	3.67	3.67
<b>Loans Taken</b>		
Mrs. Pallavi Dhupelia	151.31	-

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Security Deposit Given</b>		
MPIL Corporation Limited	254.85	254.85
<b>Commission Payable</b>		
Mr. Raymond Simkins	1.86	1.04
<b>Director sitting fees payable</b>		
Mr. Milan Dalal	0.77	0.18
Mr. Bhupendra Dalal	0.86	0.18
<b>Non Current Investment</b>		
FNI Asia PTE Limited	0.49	0.49
Kusum Spices	259.86	-
<b>Impairment of interest receivable on ICD</b>		
Muller & Phipps (India) Limited	133.86	133.86
<b>Impairment in Value of Investment</b>		
FNI Asia PTE Limited	0.49	-
<b>Impairment of Advances to Subsidiaries</b>		
FNI Asia PTE Limited	26.81	-
<b>Salary Payable to key management personnel</b>	2.27	3.18
<b>Salary Payable to relatives of Directors</b>	3.01	1.61

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.

44. The Company is entitled to Export Benefits, under Merchandise Exports from India Scheme (MEIS) vide Public Notice No.2/2015-20 dated April 1, 2015, in respect of export of Fruit Pulp, paste, slice, Canned Vegetables and others. The Company recognises such Export Benefits on the basis of export of goods. Accordingly, the Company has recognised Export benefits of ₹ 1210.63 Lakhs (For the year ended March 31, 2019 ₹ 1,224.45 Lakhs) on export of goods.

**45. Expenditure towards Corporate Social Responsibility (CSR) activities**

₹ in Lakhs

	For the year ended March 31, 2020	For the year ended March 31, 2019
Gross amount required to be spent during the year	23.81	80.55

Amount spent during the year on	Year ended March 31,			Year ended March 31,		
	2020	Yet to be paid in cash	Total	2019	Yet to be paid in cash	Total
Construction / acquisition of any asset	6.22	-	6.22	-	-	-
On purposes other than above:						
Promoting Education	5.05	-	5.05	6.26	-	6.26
Disaster Management and relief	3.49	-	3.49	6.85	-	6.85
Medical Welfare	15.00	-	15.00	-	-	0.00
Promoting health care including preventive health care	7.00	-	7.00	58.34	-	58.34
Environmental sustainability including Animal Welfare	1.96	-	1.96	0.62	-	0.62
eradicating poverty and hunger	-	-	-	0.51	-	0.51

**46. Payments to statutory auditors**

₹ in Lakhs

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Audit Fees	7.50	7.50
Reimbursement of Out of Pocket Expenses	-	0.18
Certification Work	1.75	1.75
<b>Total</b>	<b>9.25</b>	<b>9.43</b>



47. Disclosure in accordance with Section 22 of Micro, Small and Medium Enterprises Development Act, 2006:

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Principal amount due	82.56	1.32
Interest due on above	5.41	5.67
Interest paid in terms of Section 16	-	-
Interest due and payable for the period of delay in payment	-	-
Interest accrued and remaining unpaid	10.22	10.48
Interest due and payable even in succeeding years	-	-

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.

48. As per the directives of both the Central and State Governments in the wake of COVID-19 pandemic, the Company had suspended operations across various locations. The Company has considered the possible effects that may result due to the lockdown announced consequent to outbreak of COVID-19 on the carrying amounts of property, plant and equipment, investments, inventories, receivables and other current assets. Based on internal and external sources of information and economic forecasts, the Company expects the carrying amount of these assets will be recovered and sufficient liquidity would be available as and when required to fund the business operations. A definitive assessment of the impact, at this stage, is not possible in view of the highly uncertain economic environment and the situation is still evolving. The Company is continuously monitoring material changes in such information and economic forecasts. The Company being in the business of food products which has been declared as essential services, started operating its manufacturing facilities and operations in a phased manner from the first week of April 2020.
49. The Hon'ble Supreme Court of India by their order dated February 28, 2019, has clarified the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. The same has been implemented w.e.f. April 1, 2019. However, pending directions or clarification from the EPFO, the quantification of impact, if any for the period upto March 31, 2019 is not ascertainable and consequently no effect has been given in the accounts.
50. Information on Loans given, Investments made and Guarantee given pursuant to Section 186 (4) of the Companies Act, 2013

₹ in Lakhs

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>Loan given by the Company during the year ended March 31, 2020, repayable based on mutual consent</b>		
Mount Estate Private Limited Inter-Corporate Lending @ 12.00% p.a.	5.00	918.25
Tri Global Foods Private Limited Inter-Corporate Lending @ 12.00% p.a.	62.05	-
Trivani Foods Inter-Corporate Lending @ 10.50% p.a.	115.00	-
<b>Investments made during the year ended March 31, 2020</b>		
<b>Name of the Partnership Firm Purpose</b>		
Kusum Spices Acquiring control over the Firm	259.86	-

**Disclosure under Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 :**

Name of Subsidiary	For the year ended March 31, 2020	For the year ended March 31, 2019
FNI Asia PTE Limited		
Amount Outstanding	26.81	20.01
Maximum balance outstanding during the year	26.81	20.01

51. Figures of the previous periods have been regrouped wherever necessary.

As per our report of even date attached  
For **G. M. KAPADIA & CO.**  
Chartered Accountants  
Firm Registration No.104767W

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

**ATUL SHAH**  
Partner  
Membership No.039569

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

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

**MOLOY SAHA**  
Chief Executive Officer

**AMEYA DHUPELIA**  
Chief Financial Officer

**RANDEEP KAUR**  
Company Secretary

Place : Mumbai  
Date : June 11, 2020

Place : Mumbai  
Date : June 11, 2020



## INDEPENDENT AUDITOR'S REPORT

To the Members of Foods and Inns Limited

Report on the audit of the Consolidated Financial Statements

### Opinion

We have audited the accompanying consolidated financial statements of **Foods and Inns Limited** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising of the Consolidated Balance Sheet as at March 31, 2020, the Consolidated Statement of Profit and Loss (including 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 subsidiaries, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at March 31, 2020, its consolidated profit (including 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 Standards 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 there under and we have fulfilled our other ethical responsibilities in accordance with these requirements and Code of Ethics issued by ICAI. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters section below is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgement and based on the consideration of the reports of the other auditors on standalone financial statements and on the other financial information of the subsidiaries, 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 our Report thereon

The Holding Company's Management and Board of Directors is responsible for the other information. The other information comprises the information included in Annual report but does not include the 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 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 in the audit or otherwise appears to be materially misstated.

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

When we read the balance part of Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to Those Charged With Governance and take appropriate actions in accordance with Standards on Auditing.

### 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 in accordance with Ind AS and other accounting principles generally accepted in India, including the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, read with the rules made thereunder and relevant provision of the Act. The respective Governing Bodies of the entities included in Group are responsible for maintenance adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Governing Bodies of the entities included in the Group are responsible for assessing the ability of the Group 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 Group or to cease operations, or has no realistic alternative but to do so.

The respective Governing Bodies of the entities included in the Group are responsible for overseeing the financial reporting process of the Group.

#### **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 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 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 to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in "Other Matters" paragraph below.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the 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 statements of two subsidiaries, whose standalone financial statements reflect total assets of ₹ 458.09 lakhs as at March 31, 2020, total revenues of ₹ 806.77 lakhs, Group's share of total net profit after tax of ₹ 75.06 lakhs and net cash inflows amounting to ₹ 35.08 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us by the Management of the Company and our opinion on the consolidated financial statements, to the extent they have been derived from such financial statements is based solely on the reports of such 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.

#### Report on Other Legal and Regulatory Requirements

As required by section 143(3) of the Act, we report, to the extent applicable, that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
- d. 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;
- e. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2020 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiaries incorporated in India, none of the directors of the Group incorporated in India is disqualified as on March 31, 2020 from being appointed as a director in terms of section 164 (2) of the Act;
- f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, its subsidiaries incorporated in India and the operating effectiveness of such controls, refer to our separate report in 'Annexure A';
- g. 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
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of other auditors of subsidiaries, associates and joint ventures, as noted in the Other matters paragraph:
  - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group. Refer Note 40 to the consolidated financial statements;
  - ii. The Group 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.- and
  - iii. There has been no delay in transferring amounts which were required to be transferred to the Investor Education and Protection Fund by the Group.

**For G.M. Kapadia & Co.**  
Chartered Accountants  
Firm Registration No. 104767W

**Atul Shah**  
Partner

Membership No. 039569  
UDIN: 20039569AAAAEG3180

Place: Mumbai

Dated this 11th day of June, 2020

#### Annexure A to the Independent Auditor's Report

**Referred to in paragraph (f) 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, 2020:**

##### Opinion

In conjunction with our audit of the consolidated financial statements of the Holding Company as of and for the year ended March 31, 2020, 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 the subsidiaries, this report is only in respect of the Holding Company.

In our opinion, the Holding Company have, 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, 2020 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 Board of Directors of the Holding company is 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. 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 financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of 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 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 to Financial Statements**

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

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

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

Place: Mumbai  
Dated this 11th day of June, 2020

**Atul Shah**  
Partner  
Membership No. 039569  
UDIN: 20039569AAAAEG3180

## Consolidated Balance Sheet as at March 31, 2020

₹ in Lakhs

Particulars	Note No.	As at March 31, 2020	As at March 31, 2019
<b>ASSETS</b>			
<b>Non-current Assets</b>			
(a) Property, Plant and Equipment	3	11,937.82	11,750.38
(b) Right of Use Asset	3	73.67	-
(c) Capital work-in-progress	3	304.65	157.93
(d) Intangible Assets	4	1,328.67	131.44
(e) Financial Assets			
(i) Investments	5	7.05	7.21
(ii) Loans	6	469.54	424.75
(iii) Others	7	-	20.50
(f) Deferred Tax Assets (Net)	8	919.51	814.17
(g) Other Non-current assets	9	256.86	117.10
<b>Total Non-Current Assets</b>		<b>15,297.77</b>	<b>13,423.48</b>
<b>Current Assets</b>			
(a) Inventories	10	14,003.78	10,905.76
(b) Financial Assets			
(i) Trade Receivables	11	8,198.02	6,403.53
(ii) Cash and Cash Equivalents	12	232.92	80.82
(iii) Bank balance other than (ii) above	13	404.46	1,221.18
(iv) Loans	14	764.20	757.04
(v) Other Financial Assets	15	228.64	274.41
(c) Current Tax Assets (Net)	16	395.05	337.81
(d) Other Current Assets	17	2,446.19	2,671.83
<b>Total Current Assets</b>		<b>26,673.26</b>	<b>22,652.38</b>
<b>Total Assets</b>		<b>41,971.03</b>	<b>36,075.86</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity	18	503.38	167.79
(b) Other Equity	19	17,430.33	16,816.69
(c) Non-Controlling Interest	19	0.14	-
<b>Total Equity</b>		<b>17,933.85</b>	<b>16,984.48</b>
<b>Liabilities</b>			
<b>Non-current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	20	1,198.54	853.07
(ii) Lease Liability		53.08	-
(b) Provisions	21	48.59	63.93
(c) Deferred Tax Liabilities (Net)	22	2.46	-
<b>Total Non-Current Liabilities</b>		<b>1,302.67</b>	<b>917.00</b>
<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	23	11,806.95	8,941.63
(ii) Lease Liability		26.16	-
(iii) Trade Payables			
Outstanding of Micro and Small Enterprises		92.78	11.80
Other than Micro and Small Enterprises		7,759.45	3,478.95
(iv) Other Financial Liabilities	24	1,401.59	838.32
(b) Other Current liabilities	25	1,528.97	4,510.80
(c) Provisions	26	99.23	122.13
(d) Current Tax Liabilities (Net)	27	19.38	270.75
<b>Total Current Liabilities</b>		<b>22,734.51</b>	<b>18,174.38</b>
<b>Total Liabilities</b>		<b>24,037.18</b>	<b>19,091.38</b>
<b>Total Equity and Liabilities</b>		<b>41,971.03</b>	<b>36,075.86</b>

### Significant Accounting Policies

2

See accompanying notes forming part of the financial statements

As per our report of even date attached  
For **G. M. KAPADIA & CO.**  
Chartered Accountants  
Firm Registration No.104767W

For and on behalf of the Board of Directors

**ATUL SHAH**  
Partner  
Membership No.039569

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

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

**MOLOY SAHA**  
Chief Executive Officer

**AMEYA DHUPELIA**  
Chief Financial Officer

**RANDEEP KAUR**  
Company Secretary

Place : Mumbai  
Date : June 11, 2020

Place : Mumbai  
Date : June 11, 2020

## Consolidated Statement of Profit and Loss for the Year ended March 31, 2020

₹ in Lakhs

Particulars	Note No.	Year ended March 31, 2020	Year ended March 31, 2019
<b>INCOME</b>			
I Revenue from Operations	28	39,225.46	33,863.82
II Other Income	29	388.79	283.03
III <b>Total Income (I+II)</b>		<b>39,614.25</b>	<b>34,146.85</b>
<b>IV EXPENSES</b>			
Cost of materials consumed		24,154.20	18,027.30
Purchases of Stock-in-Trade		3,328.09	2,028.13
Changes in inventories of Finished Goods	30	(2,501.14)	533.50
Employee Benefits Expense	31	2,286.73	2,275.65
Finance Costs	32	1,140.69	1,320.67
Depreciation and Amortisation Expense	33	1,242.69	1,152.34
Other Expenses	34	8,816.97	8,655.60
<b>Total Expenses</b>		<b>38,468.23</b>	<b>33,993.19</b>
V <b>Profit before Exceptional items and Tax (III-IV)</b>		<b>1,146.02</b>	<b>153.66</b>
VI Exceptional Items	35	-	11,672.95
VII <b>Profit Before Tax (V-VI)</b>		<b>1,146.02</b>	<b>11,826.61</b>
VIII <b>Tax Expense</b>			
Current Tax	36	546.54	2,800.00
Excess provision for tax of earlier years written back		(189.54)	-
Deferred Tax	36	(319.95)	(1,895.04)
<b>Total Tax Expenses</b>		<b>37.05</b>	<b>904.96</b>
IX <b>Profit for the year (VII-VIII)</b>		<b>1,108.97</b>	<b>10,921.65</b>
X <b>Other Comprehensive Income</b>			
<b>Items that will not be reclassified subsequently to profit or loss:</b>			
Remeasurement of the defined benefit plans		(52.08)	5.67
Equity instruments through Other Comprehensive Income		(0.45)	(2.25)
Income tax on above		15.17	(1.22)
		(37.36)	2.20
<b>Items that will be reclassified subsequently to Profit/(Loss)</b>			
Exchange difference on translation of foreign operation		(1.01)	(0.25)
<b>Total Other Comprehensive Income</b>		<b>(38.37)</b>	<b>1.95</b>
<b>Total Comprehensive Income for the year</b>		<b>1,070.60</b>	<b>10,923.60</b>
<b>Profit / (Loss) for the year attributable to:</b>			
Owners of the Parent		1,108.97	10,921.65
Non - Controlling interest		*	-
<b>Other comprehensive income/(loss) for the year attributable to:</b>			
Owners of the Parent		(38.37)	1.95
Non - Controlling interest		-	-
<b>Total comprehensive income/(loss) for the year attributable to:</b>			
Owners of the Parent		1,070.60	10,923.60
Non - Controlling interest		*	-
Earnings per share (Face Value ₹ 1Per Share)	37		
Basic (in ₹ )		2.34	23.04
Diluted (in ₹ )		2.34	23.04

\* Amount is less than ₹ 1,000/-

**Significant Accounting Policies**

2

See accompanying notes forming part of the financial statements

As per our report of even date attached  
For **G. M. KAPADIA & CO.**  
Chartered Accountants  
Firm Registration No.104767W

For and on behalf of the Board of Directors

**ATUL SHAH**  
Partner  
Membership No.039569

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

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

**MOLOY SAHA**  
Chief Executive Officer

**AMEYA DHUPELIA**  
Chief Financial Officer

**RANDEEP KAUR**  
Company Secretary

Place : Mumbai  
Date : June 11, 2020

Place : Mumbai  
Date : June 11, 2020



## Consolidated Statement of Changes in Equity for the year ended March 31, 2020

### A. Equity Share Capital

₹ in Lakhs

Particulars	Note No.	Amount
<b>Balance as at April 1, 2018</b>	<b>18</b>	164.19
Add: Conversion of share warrants into Equity Share Capital		3.60
<b>Balance as at April 1, 2019</b>	<b>18</b>	167.79
Add: Issue of Bonus Shares		335.59
<b>Balance as at March 31, 2020</b>		<b>503.38</b>

### B. Other Equity

₹ in Lakhs

Particulars	Note No.	Reserves and Surplus				Other Comprehensive Income		Money received against share warrants	Amount attributable to the owners of the parent	Non-Controlling Interest	Total
		General Reserve	Securities Premium Reserve	Capital Reserve	Retained Earnings	Equity Instruments through OCI	Foreign Currency translation reserve				
<b>Balance as at April 1, 2018</b>		2,637.43	1,849.98	568.98	846.77	2.44	(0.62)	78.30	5,983.28	-	5,983.28
Profit for the year		-	-	-	10,921.65	-	-	-	10,921.65	-	10,921.65
Other comprehensive income for the year		-	-	-	5.67	(2.25)	-	-	3.42	-	3.42
Income tax on above		-	-	-	(1.22)	-	-	-	(1.22)	-	(1.22)
Dividend paid (Includes dividend distribution tax)		-	-	-	(60.69)	-	-	-	(60.69)	-	(60.69)
Issue of equity shares at Premium		-	309.60	-	-	-	-	-	309.60	-	309.60
Addition / (Deduction)		-	-	-	-	-	(0.25)	-	(0.25)	-	(0.25)
Conversion of Share Warrants into Equity Shares during the year		-	-	-	-	-	-	(78.30)	(78.30)	-	(78.30)
Reversal of Cash Flow Hedge Reserve		-	-	(260.80)	-	-	-	-	(260.80)	-	(260.80)
<b>Balance as at April 1, 2019</b>		<b>2,637.43</b>	<b>2,159.58</b>	<b>308.18</b>	<b>11,712.18</b>	<b>0.19</b>	<b>(0.87)</b>	-	<b>16,816.69</b>	-	<b>16,816.69</b>
Profit for the year		-	-	-	1,108.97	-	-	-	1,108.97	*	1,108.97
Other Comprehensive Income for the year		-	-	-	(52.08)	(0.45)	(1.01)	-	(53.54)	-	(53.54)
Income tax on above		-	-	-	15.17	-	-	-	15.17	-	15.17
Dividends (includes Dividend Distribution Tax)		-	-	-	(121.37)	-	-	-	(121.37)	-	(121.37)
Issue of Bonus Shares during the year		(335.59)	-	-	-	-	-	-	(335.59)	-	(335.59)
Addition / (Deduction)		-	-	-	-	-	-	-	-	0.14	0.14
<b>Balance as at March 31, 2020</b>		<b>2,301.84</b>	<b>2,159.58</b>	<b>308.18</b>	<b>12,662.87</b>	<b>(0.26)</b>	<b>(1.88)</b>	-	<b>17,430.33</b>	<b>0.14</b>	<b>17,430.47</b>

\* Amount is less than ₹ 1,000/-

Significant Accounting Policies

2

See accompanying notes forming part of the financial statements

As per our report of even date attached  
For **G. M. KAPADIA & CO.**  
Chartered Accountants  
Firm Registration No.104767W

**ATUL SHAH**  
Partner  
Membership No.039569

For and on behalf of the Board of Directors

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

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

**MOLOY SAHA**  
Chief Executive Officer

**AMEYA DHUPELIA**  
Chief Financial Officer

**RANDEEP KAUR**  
Company Secretary

Place : Mumbai  
Date : June 11, 2020

Place : Mumbai  
Date : June 11, 2020

## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2020

₹ in Lakhs

Particulars	Year ended March 31, 2020 Audited	Year ended March 31, 2019 Audited
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net Profit Before Tax	1,146.02	11,826.61
<b>Adjustments for :</b>		
Depreciation/ Amortisation	1,242.69	1,152.34
Finance Costs	1,130.68	1,320.43
Unrealised Loss/(Gain) on Foreign Exchange	(59.02)	48.06
(Profit)/Loss on Sale of Property, Plant and Equipment	-	44.02
Loss/(Profit) on Sale of Investments	-	1,607.31
Impairment of financial assets	99.98	133.86
Bad Debts Written off	0.18	1.56
Dividend Income	(0.03)	(0.01)
Interest Received on Deposits and Others	(122.15)	(216.12)
Mark to Market Loss/(Gain) on Financial Assets	276.27	(0.25)
Mark to Market Loss/(Gain) on Invesments	-	(0.19)
Balance / Provision Write Back-(Net )	(0.70)	(6.76)
Gratuity	40.86	(34.04)
Provision for Sales Return	(11.74)	(22.17)
Provision for Bonus	7.32	2.83
Leave Encashment	(33.82)	0.86
Profit on Sale of Property, Plant and Equipment	(5.26)	(13,280.38)
<b>Operating Profit Before Working Capital Changes</b>	<b>3,711.28</b>	<b>2,577.97</b>
<b>Adjustments for :</b>		
(Increase)/Decrease in Trade Receivables	(1,745.09)	10.27
(Increase)/Decrease in Inventories	(3,098.01)	610.91
(Increase)/Decrease in Financial Assets	54.59	8.30
Increase/(Decrease) in Trade payables	4,336.65	(4,044.58)
Increase/(Decrease) in Other Financial Liabilities	(135.28)	(851.21)
Increase/(Decrease) in Other Liabilities and Provisions	(3,147.25)	3,300.96
(Increase)/Decrease in Other Assets	272.53	(922.10)
<b>Cash Generated From Operations</b>	<b>249.42</b>	<b>690.51</b>
Income Tax paid	(420.52)	(2,538.69)
<b>Net Cash From Operating Activities (A)</b>	<b>(171.10)</b>	<b>(1,848.18)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Interest Received	43.57	216.12
Dividend Received	0.03	0.01
Acquisition of tangible and intangible assets	(2,852.12)	(2,132.01)
Sale of Property, Plant and Equipment	6.47	14,041.62
Increase/ (Decrease) in due to business comination	-	259.69
Purchase of Long-term Investments	(0.30)	-
Sale of Current Investments	-	1.83
Deposits held as Margin Money/FD	(139.12)	(401.14)
Proceeds from Fixed Deposits	956.84	-
<b>Net Cash From Investing Activities (B)</b>	<b>(1,984.63)</b>	<b>11,986.13</b>





Particulars	Year ended March 31, 2020 Audited	Year ended March 31, 2019 Audited
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Issue of Share Capital	-	3.60
Capital introduced by partner	0.14	-
Increase/Decrease in Security Premium Account	-	309.60
Finance Costs Paid	(915.42)	(1,320.43)
Dividend Paid (Including Dividend Distribution Tax)	(122.37)	(60.59)
Money received against share warrants	-	(78.30)
Increase/(Decrease) in due to business combination	-	(260.80)
Mark to Market Loss/(Gain) on Investments	0.01	(0.13)
Payments for Lease	(28.17)	-
Receipt from Non-current Borrowings	599.65	651.68
Repayment of Non-current Borrowings	(91.33)	(347.51)
Increase/(Decrease) in Current Borrowings	2,196.99	(8,823.43)
<b>Net Cash From Financing Activities (C)</b>	<b>1,639.50</b>	<b>(9,926.31)</b>
<b>Net Increase in Cash and Cash Equivalents (A+B+C)</b>	<b>(516.23)</b>	<b>211.64</b>
Cash and Cash Equivalents at the beginning of the year	(2,372.24)	(2,583.88)
Cash and Cash Equivalents at the end of the Period	(2,888.47)	(2,372.24)
Cash and Cash Equivalents comprises of :		
Balances with Banks	221.00	63.79
Cheques in hand	7.07	2.20
Cash on hand	4.85	14.83
Bank Overdraft	(3,121.39)	(2,453.06)
<b>Closing Balance of Cash and Cash Equivalents</b>	<b>(2,888.47)</b>	<b>(2,372.24)</b>

**Notes:**

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

₹ in Lakhs

Particulars	As at March 31, 2019	Cash Flows	Non-cash changes	As at March 31, 2020
Non-current Borrowings (Refer Note 20)	952.36	508.32	41.01	1,501.69
Current Borrowings (Refer Note 23)	6,488.57	2,196.99	-	8,685.56
<b>Total</b>	<b>7,440.93</b>	<b>2,705.31</b>	<b>41.01</b>	<b>10,187.25</b>

  

Particulars	As at March 31, 2018	Cash Flows	Non-cash changes	As at March 31, 2019
Non-current Borrowings (Refer Note 20)	648.32	304.04	-	952.36
Current Borrowings (Refer Note 23)	15,312.00	(8,823.43)	-	6,488.57
<b>Total</b>	<b>15,960.32</b>	<b>(8,519.39)</b>	<b>-</b>	<b>7,440.93</b>

- 2 Cash Flow Statement has been prepared under the indirect method as set out in Ind AS 7 on Statement of Cash Flows  
 3 Figures in brackets represent outflows / deductions.

As per our report of even date attached  
 For **G. M. KAPADIA & CO.**  
 Chartered Accountants  
 Firm Registration No.104767W

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

**ATUL SHAH**  
 Partner  
 Membership No.039569

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

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

**MOLOY SAHA**  
 Chief Executive Officer

**AMEYA DHUPELIA**  
 Chief Financial Officer

**RANDEEP KAUR**  
 Company Secretary

Place : Mumbai  
 Date : June 11, 2020

Place : Mumbai  
 Date : June 11, 2020

## Notes forming Part of the Consolidated Financial Statements

### 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, 2020. 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 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.

#### Authorization of financial statements

The authorization of consolidated financial statements of the Group for the year ended March 31, 2020 were authorised for issue by the Board of Directors at their meeting held on June 11, 2020.

### 2. Significant Accounting Policies

#### 2.1 Basis of Preparation

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.

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

- i. Certain financial assets and liabilities (including derivative instruments) that are measured at fair value.
- ii. Defined benefits plans-plan assets measured at fair value, and
- iii. Assets held for sale measured at fair value less cost to sell

#### 2.2 Rounding of Financial Statements

These financial statements are presented in Indian Rupees (INR), which is also the Group's functional currency and all amounts are rounded off to the nearest Lakhs (INR '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 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 assets and liabilities.

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

The Group has identified twelve months as its normal operating cycle.

#### 2.4 Principles of consolidation and equity accounting

##### (i) Subsidiary

Subsidiary are the 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) Associates**

Associates are all entities 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. Investments in Associates are accounted for using the equity method of accounting (see (iii) below), after initially being recognised at cost.

**(iii) 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 Associates 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 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 Associates 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 2.7 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 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**

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

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

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.

### **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 therein except for Land on finance lease which is amortised over the period of lease.

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

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

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 and Amortisation**

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. 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. Gain or loss arising from de-recognition of an intangible are recognized in Statement of Profit or Loss when asset is derecognized.

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 and intangible assets to determine whether there is any indication that those assets may be impaired and also whether there is any indication of reversal of impairment loss recognized in previous periods. If any such indication exists, the recoverable amount is estimated, and impairment loss, if any, is recognised and the carrying amount is reduced to its recoverable amount. Recoverable amount is the higher of the value in use or fair value less cost to sell, of the asset or cash generating unit, as the case may be. Recoverable amount is determined for individual assets, unless asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When it is not possible to estimate the recoverable amount of an individual asset, the 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, but upto the amount that would have been determined, had no impairment loss been recognized for that asset or cash generating unit. A reversal of an impairment loss is recognised immediately in the Statement of Profit or Loss.

### **2.11 Investments in 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; (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. The Company's investments in its Subsidiary is accounted at cost.

### **2.12 Inventories**

Inventories comprise all costs of purchase, conversion and other costs incurred in bringing the inventories to their present location and condition.

Raw materials, fuels, stores and spares and components which are not considered as Property, Plant and Equipment, are valued at lower of cost and net realisable value. Cost is determined on the basis of the first-in-first out 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.

Cost of Finished Goods consists of direct materials, labour and other direct cost and a proportion of manufacturing overheads based on normal operating capacity. Excise duty is accounted for at the point of manufacture of goods, accordingly, is considered for valuation of finished goods stock lying in the factories and depots as on balance Sheet date.

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.

Stock of materials sold by one unit to other is works/ factory costs of the transferor unit/ division, plus transport and other charges.

## 2.15 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.

### 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 shall be classified and measured at FVTOCI, if both of the following conditions are met:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, 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.

#### 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.

### 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.

## 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 recognized 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 (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.

**2.28 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.

**2.29 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 Segment Reporting**

The Group identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit / loss amounts are evaluated regularly by the Chief Operating Decision Maker (CODM) in deciding how to allocate resources and in assessing performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Group.

The identification of geographical information is based on the geographical location of its customers.

**2.21 Non-current Assets held for Sale**

Non-current assets are classified as 'held for sale' when all of the following criteria's are met: a) decision has been made to sell. b) the assets are available for immediate sale in its present condition. c) the assets are being actively marketed and d) sale has been agreed

or is expected to be concluded within 12 months of the Balance Sheet date. Subsequently, such non-current assets classified as held for sale are measured at the lower of its carrying value and fair value less costs to sell. Non-current assets held for sale are not depreciated or amortised. Any decrease in fair value of asset (less cost of sale) is recognized through profit and loss as impairment loss. Any subsequent increase in fair value of asset to the extent of previously recognized impairment loss is recognized as gain and any gain exceeding this impairment loss is recognized on the date of de-recognition.

## 2.22 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.

## 2.23 Provisions, Contingent Liabilities and Contingent Assets

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.

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 Assets are not recognised but where an inflow of economic benefits is probable, contingent assets are disclosed in the financial statements.

## 2.24 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 is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expect to receive in exchange for those products or services.

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

### ii. 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.

### iii. Dividends

Dividend income from investments is recognised when the Group's right to receive dividend is established, it is probable that the economic benefits associated with the dividend will flow to the Company 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 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.

Non-monetary items that are measured in terms of historical cost foreign currency are translated using exchange rates at the dates of the initial transaction.

**2.26 Employee Benefits:****Short-term employee benefits:**

Employee benefits such as salaries, wages, short term compensated absences, expected cost of bonus and ex-gratia falling due wholly within twelve months of rendering the service are classified as short-term employee benefits and are 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 Group are entitled to receive post-employment benefits in respect of provident and family pension fund, in which both employees and the Group make monthly contributions at a specified percentage of the employees' eligible salary. The contributions are made to the Provident Fund Account under the Employees' Provident Fund and Misc. Provisions Act, 1952. Provident Fund and Family Pension Fund are classified as Defined Contribution Plans as the Group has no further obligations beyond making the contribution. The Group's contributions to Defined Contribution Plan are charged to the Statement of Profit or Loss as incurred.

- 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 Group's contribution to superannuation fund are charged to the Statement of Profit or Loss as paid.

- **Defined Benefit Plan:**

**Gratuity**

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

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

**2.27 Compensated Absences**

The liabilities for leave are not expected to be settled wholly within twelve months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The Group provides for the encashment of absence or absence with pay based on policy of the Group in this regard. The employees are entitled to accumulate such absences subject to certain limits, for the future encashment or absence. The Group records an obligation for compensated absences in the period in which the employee renders the services that increases this entitlement. The Group measures the expected cost of compensated absences as the additional amount that the Group expects to pay as a result of the unused entitlement that has accumulated at the Balance Sheet date on the basis of an independent actuarial valuation.

**2.28 Taxes on Income****Current Tax**

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

Current income tax relating to items 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 Group have a legally enforceable right to set-off assets against liabilities and where such assets and liabilities relate to taxes on income levied by the same governing taxation laws.

Deferred Tax Liabilities are recognised for all Taxable temporary difference, except in respect of taxable temporary differences associated with investment in subsidiaries and associates when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary difference will not reverse in foreseeable future.

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

## 2.29 Leases

Effective April 1, 2019, the Group has adopted Ind AS 116 “Leases” using the modified retrospective approach, under which the cumulative effect of initial application is recognised in retained earnings as on April 1, 2019. Accordingly, the comparative information has not been restated and continues to be reported under Ind AS 17 “Lease”. Additionally, the disclosure requirements in Ind AS 116 have not generally been applied to comparative information. The following is the summary of the new and/or revised significant accounting policies related to Leases. Refer Note 2.18 “Significant Accounting policies”, in the Company’s 2019 Annual Report for the policies in effect for Leases prior to April 1, 2019. The effect of transition on Ind AS 116 was insignificant.

### As a lessee

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

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

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

### Short-term leases and leases of low-value assets

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

### As a lessor

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

## 2.30 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 Research and Development

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

## 2.32 Government Grants and Subsidies:

Government grants are recognised in the Statement of Profit or Loss on a systematic basis over the periods in which the Group recognizes the related costs for which the grants are intended to compensate.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets and presented within other income.

Government grants that are receivable towards capital investments under State Investment Promotion Scheme are recognised in the Statement of Profit or Loss in the period in which they become receivable.

Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the

costs that they are intended to compensate and presented within other income.

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

### 2.33 Use of Judgments, Estimates and assumptions

The preparation of the financial statements requires the management to make judgments, 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 36.

#### 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 Group'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 Group uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

The Group reviews its carrying value of investments carried at 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 assess 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.



### Notes Forming Part of Consolidated Financial Statements

#### 3. Property, Plant and Equipment and Right of use assets

₹ in Lakhs

Particulars	Land	Factory Buildings	Administrative Building	Plant and Machinery	Generators	Forklift Accessories	Furniture and Fixtures	Office Equipments	Vehicles	Computers	Total	Right of Use		Capital Work-in-Progress	
												Plant And Machinery	Vehicles		Total
<b>Gross Block</b>															
As at April 1, 2018	479.21	4,411.16	518.89	6,987.21	50.46	73.15	70.98	43.43	264.68	26.35	12,925.52	-	-	183.26	
Additions	7.00	624.81	88.46	1,482.20	-	17.66	15.31	14.37	63.95	14.50	2,328.26	-	-	1,607.94	
Disposals/Adjustments	-	71.52	49.56	-	-	-	-	-	23.85	-	144.93	-	-	1,633.26	
Deletion on of sale of subsidiary	-	-	237.00	4.49	-	-	17.63	0.80	2.22	0.09	262.23	-	-	-	
<b>As at April 1, 2019</b>	<b>486.21</b>	<b>4,964.45</b>	<b>320.79</b>	<b>8,464.92</b>	<b>50.46</b>	<b>90.81</b>	<b>66.66</b>	<b>57.00</b>	<b>302.56</b>	<b>40.76</b>	<b>14,846.62</b>	<b>-</b>	<b>-</b>	<b>157.94</b>	
Additions	-	805.95	42.67	352.22	-	32.15	9.97	17.46	69.16	7.41	1,336.99	66.57	31.45	302.46	
Acquisition through business combination	-	-	-	51.24	-	-	-	0.82	5.29	2.40	59.75	-	-	-	
Disposals/Adjustments	-	-	-	4.43	-	-	-	-	4.56	-	8.99	-	-	155.75	
<b>As at March 31, 2020</b>	<b>486.21</b>	<b>5,770.40</b>	<b>363.46</b>	<b>8,863.95</b>	<b>50.46</b>	<b>122.96</b>	<b>78.63</b>	<b>75.28</b>	<b>372.45</b>	<b>50.57</b>	<b>16,234.37</b>	<b>66.57</b>	<b>31.45</b>	<b>98.02</b>	<b>304.65</b>
<b>Accumulated Depreciation</b>															
As at April 1, 2018	-	362.61	54.24	1,500.01	12.98	19.14	15.85	17.50	51.97	14.40	2,048.70	-	-	-	
Charge for the year	-	297.14	12.95	755.19	6.50	11.92	9.16	9.62	35.33	7.99	1,145.80	-	-	-	
Withdrawal for Disposals	-	47.29	35.55	-	-	-	-	-	11.32	-	94.16	-	-	-	
Disposal through business combination	-	-	0.13	0.28	-	-	2.80	0.11	0.78	-	4.10	-	-	-	
<b>Up to March 31, 2019</b>	<b>-</b>	<b>612.46</b>	<b>31.51</b>	<b>2,254.92</b>	<b>19.48</b>	<b>31.06</b>	<b>22.21</b>	<b>27.01</b>	<b>75.20</b>	<b>22.39</b>	<b>3,096.24</b>	<b>-</b>	<b>-</b>	<b>-</b>	
Charge for the year	-	186.96	14.03	912.32	6.48	13.33	7.98	10.16	42.70	8.87	1,202.83	13.87	10.48	24.35	
Acquisition through business combination	-	-	-	1.68	-	-	-	0.08	0.30	0.24	2.30	-	-	-	
Withdrawal for Disposal/Adjustments	-	-	-	0.71	-	-	-	-	4.11	-	4.82	-	-	-	
<b>Up to March 31, 2020</b>	<b>-</b>	<b>799.42</b>	<b>45.54</b>	<b>3,168.21</b>	<b>25.96</b>	<b>44.39</b>	<b>30.19</b>	<b>37.25</b>	<b>114.09</b>	<b>31.50</b>	<b>4,296.55</b>	<b>13.87</b>	<b>10.48</b>	<b>24.35</b>	<b>-</b>
<b>Net Block</b>															
Balance as at March 31, 2019	486.21	4,351.99	289.28	6,210.00	30.98	59.75	46.45	29.99	227.36	18.37	11,750.38	-	-	157.94	
Balance as at March 31, 2020	486.21	4,970.98	317.92	5,695.74	24.50	78.57	48.44	38.03	258.36	19.07	11,937.82	52.70	20.97	73.67	304.65

Refer note 20 for information on Property, Plant and Equipment pledged as security of the group.  
Refer note 40 for disclosure of contractual commitments for acquisition of Property, Plant and Equipment.

## 4. Other Intangible Assets

₹ in Lakhs

Particulars	Tenancy Rights	Computer Software	Trademark & Copyrights	Goodwill	Total
<b>Gross Block</b>					
<b>As at April 1, 2018</b>	<b>1,867.00</b>	-	-	-	<b>1,867.00</b>
Additions	-	137.98	-	-	137.98
Acquisition through business combination	-	-	-	-	-
Disposals/Adjustments	-	-	-	-	-
Other Adjustments	1,867.00	-	-	-	1,867.00
<b>As at April 1, 2019</b>	-	<b>137.98</b>	-	-	<b>137.98</b>
Additions	-	0.34	0.10	-	0.44
Acquisition through business combination	-	-	-	1,210.00	1,210.00
Disposals/Adjustments	-	-	-	-	-
Other Adjustments	-	-	-	-	-
<b>As at March 31, 2020</b>	-	<b>138.32</b>	<b>0.10</b>	<b>1,210.00</b>	<b>1,348.42</b>
<b>Accumulated Depreciation</b>					
<b>As at April 1, 2018</b>	-	-	-	-	-
Charge for the year	-	-	-	-	-
Withdrawal for Disposals	-	-	-	-	-
Disposal through business combination	-	-	-	-	-
<b>Up to March 31, 2019</b>	-	<b>6.54</b>	-	-	<b>6.54</b>
Charge for the year	-	13.20	0.01	-	13.21
Acquisition through business combination	-	-	-	-	-
Withdrawal for Disposal/Adjustments	-	-	-	-	-
<b>Up to March 31, 2020</b>	-	<b>19.74</b>	<b>0.01</b>	-	<b>19.75</b>
<b>Net Block</b>					
<b>Balance as at March 31, 2019</b>	-	<b>131.44</b>	-	-	<b>131.44</b>
<b>Balance as at March 31, 2020</b>	-	<b>118.58</b>	<b>0.09</b>	<b>1,210.00</b>	<b>1,328.67</b>

## 5. Investments : Non-current

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Quoted</b>		
<b>Investments In Equity Instruments (Fully Paid up) (measured at FVTOCI)</b>		
66 (As at March 31, 2019, 66 shares) Equity Shares of Hindustan Unilever Limited of face value of ₹ 1 each	<b>1.51</b>	1.13
2,000 (As at March 31, 2019, 2,000 shares) Equity Shares of FDC Limited of face value of ₹1 each	<b>3.92</b>	3.35
9,400 (As at March 31, 2019, 9,400 shares) Equity Shares of Bank of Maharashtra Limited of face value of ₹ 10 each	<b>0.84</b>	1.29
5,098 (As at March 31, 2019, 5,098 shares) Equity Shares of Andhra Bank Limited of face value of ₹ 10 each	<b>0.48</b>	1.44
<b>Unquoted</b>		
<b>Investment in Equity Instruments (Fully Paid up) (Measured at FVTOCI)</b>		
1,00,000 (As at March 31, 2019, 1,00,000 shares) Equity Shares of CIFCO Finance Limited of face value of ₹ 10 each	-	-
2,000 (As at March 31, 2019, 2,000 shares) Equity Shares of Western Foods Limited of face value of ₹ 10 each	-	-
6 (As at March 31, 2019, 6 shares) Equity Shares of Dravya Finance Limited of face value of ₹ 10 each	-	-



₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Other Investments (Measured at amortised cost)</b>		
Investments in Government or trust Securities		
National Savings Certificate (VIII Issue)	0.30	0.00
Indira Vikas Patra #	0.00	0.00
<b>Total</b>	<b>7.05</b>	<b>7.21</b>
Aggregate Amount Of Quoted Investments and Market Value thereof	6.75	7.21
Aggregate Amount Of Unquoted Investments #	0.30	0.00
Aggregate value of Investments measured at FVTOCI	6.75	7.21

This amount is less than ₹ 1,000/-

**6. Loans : Non-current**

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Security Deposits		
Unsecured, considered good	453.62	402.38
Loan to staff		
Unsecured, considered good	15.92	22.37
<b>Total</b>	<b>469.54</b>	<b>424.75</b>

**7. Other Non-current Financial Assets**

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Term Deposits (Originally Maturity for more than Twelve months) (restricted use) (refer Note 7.1)	-	20.50
<b>Total</b>	<b>-</b>	<b>20.50</b>

7.1 The above, Fixed deposits pledged as collateral in respect of secured loan taken from banks (Refer Note 23.4)

**8. Deferred Tax Assets (Net)**

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Deferred tax Assets		
i) Other temporary difference / unutilised tax assets	206.63	188.65
ii) Unabsorbed Depreciation and Business Loss	-	202.57
iii) MAT Credit Entitlement	1,838.62	2,070.86
<b>Total Deferred tax Assets (A)</b>	<b>2,045.25</b>	<b>2,462.08</b>
Deferred tax Liabilities		
i) Property, Plant and Equipment	1,125.74	1,647.91
<b>Total Deferred tax Liabilities (B)</b>	<b>1,125.74</b>	<b>1,647.91</b>
Deferred tax Liabilities (A-B)	919.51	814.17
<b>Total</b>	<b>919.51</b>	<b>814.17</b>

**Components and Reconciliation of Deferred Tax (Assets)/Liabilities**

₹ in Lakhs

Particulars	As At March 31, 2020	Others	Recognised in Profit or Loss / OCI	As At April 01, 2019
Other temporary difference/unutilised tax assets	206.63	-	17.98	188.65
Property, plant & Equipments	(1,125.74)	-	522.17	(1,647.91)
MAT Credit Entitlement utilisation	1,838.62	(232.24)	-	2,070.86
Unabsorbed depreciation/ Business loss as per Income tax	-	-	(202.57)	202.57
<b>Total</b>	<b>919.51</b>	<b>(232.24)</b>	<b>337.58</b>	<b>814.17</b>

Components and Reconciliation of Deferred Tax (Assets)/Liabilities

₹ in Lakhs

Particulars	As At March 31, 2019	Recognised in Profit or Loss / OCI	As At April 01, 2018
Other temporary difference/unutilised tax assets	188.65	(77.83)	266.48
Unabsorbed depreciation/ Business loss as per Income tax	202.57	202.57	-
Property, plant & Equipments	(1,647.91)	(299.35)	(1,348.56)
MAT Credit Entitlement utilisation	2,070.86	2,070.86	-
<b>Total</b>	<b>814.17</b>	<b>1,896.25</b>	<b>(1,082.08)</b>

9. Other Non-current Assets

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Capital Advances	253.37	106.53
Advances other than capital advances		
Advances to creditors		
Unsecured, Considered Doubtful	0.59	0.59
Less: Provision for Doubtful Advances	(0.59)	(0.59)
Prepaid Expenses	3.49	10.57
<b>Total</b>	<b>256.86</b>	<b>117.10</b>

10. Inventories

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Raw Materials	304.61	194.37
Finished goods	8,554.99	7,480.02
Add: Goods-in-transit	29.07	140.99
	<b>8,584.06</b>	7,621.01
Stock-in-trade (Trading)	1,347.64	375.97
Work-in-progress	1,034.59	468.17
Packing materials	2,732.88	2,246.24
<b>Total</b>	<b>14,003.78</b>	<b>10,905.76</b>

Charge to Statement of Profit and Loss on account of write-down of inventories to net realisable value for the year is ₹ Nil (As at March 31, 2019, ₹ Nil)

11. Trade Receivables

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Unsecured, Considered Good	8,401.65	6,507.18
Less: Provision for impairment	(203.63)	(103.65)
<b>Total</b>	<b>8,198.02</b>	<b>6,403.53</b>

12. Cash and Cash Equivalents

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Balances with Banks		
Current Accounts	221.00	63.79
Cheques in hand	7.07	2.20
Cash on hand	4.85	14.83
<b>Total</b>	<b>232.92</b>	<b>80.82</b>



**13. Bank Balances other than Cash and Cash Equivalents**

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Unclaimed Dividend Accounts	5.81	4.81
Margin money with banks (original maturity for more than three months but less than twelve months)	251.13	122.12
Term Deposit (original maturity for more than three months but less than twelve months) (restricted use)	147.52	1,094.25
<b>Total</b>	<b>404.46</b>	<b>1,221.18</b>

**14. Loans : Current**

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Security Deposits		
Unsecured, Considered good	4.50	14.83
Inter-Corporate Deposit		
Unsecured, Considered good	727.36	700.01
Loans to Staff		
Unsecured, Considered good	32.34	42.20
<b>Total</b>	<b>764.20</b>	<b>757.04</b>

**15. Other Financial Assets**

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Derivative Assets (A)	-	126.66
Interest Receivable on Fixed Deposits/ICD	319.03	236.80
Less : Provision for Impairment	133.86	133.86
(B)	185.17	102.94
Advance to Related Parties (C)	43.47	44.81
<b>Total (A+B+C)</b>	<b>228.64</b>	<b>274.41</b>

**16. Current Tax Assets (Net)**

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Current tax Asstes		
Taxes paid (net of provision)	395.05	337.81
<b>Total</b>	<b>395.05</b>	<b>337.81</b>

**17. Other Current Assets**

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Advances other than capital advances		
Unsecured and considered good		
Advances to Suppliers	951.99	1,104.07
Advances to Employees	56.65	63.98
Advances to Other Parties	9.37	19.83
Others		
Export Benefits Receivable	733.28	881.79
CENVAT / VAT/ GST Receivable	473.93	304.21
GST Refund Receivable	109.51	236.77
Prepaid Expenses	111.46	61.19
<b>Total</b>	<b>2,446.19</b>	<b>2,671.83</b>

## 18. Equity Share Capital

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Issued, Subscribed and Paid up Share Capital</b>		
5,03,38,260 (1,67,79,420 as at March 31, 2019) Equity shares of ₹ 1/- par value	503.38	167.79
<b>Total Issued, Subscribed and Paid up Share Capital</b>	<b>503.38</b>	<b>167.79</b>

## 18.1 Reconciliation of the number of shares outstanding :

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs
Equity Shares at the beginning	1,67,79,420	167.79	16,41,942	164.19
Add : Share warrants issued during the year (refer note 18.2(ii))	-	-	360,000	3.60
Add : Shares Split during the year of ₹ 1 each (refer note 18.4)	-	-	1,47,77,478	-
Add : Bonus shares issued during the year in ratio of 2:1 of ₹ 1 each (refer note 18.5)	3,35,58,840	335.59	-	-
<b>Equity Shares at the end</b>	<b>5,03,38,260</b>	<b>503.38</b>	<b>1,67,79,420</b>	<b>167.79</b>

## 18.2 Rights, preferences and restrictions :

- The Company has only one class of shares referred to as Equity Shares having par value of ₹ 1 Each holder of Equity Shares is entitled to one vote per share. (Refer Note 18.4)
- During the previous year ended on March 31, 2019, the Company allotted on preferential basis 3,60,000 Equity Shares of ₹ 1 each at a premium of ₹ 86 on conversion to Mrs. Pallavi Dhupelia, belonging to the promoter group. The Conversion of convertible warrants of Rs. 3.60 represents 19.78% of post allotment equity share capital of the Company.
- In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the shareholders.

## 18.3 Dividend

The Board of Directors in their meeting held on June 11, 2020, have proposed a final dividend of ₹ 0.20 per equity share (Previous year ₹ 0.20 per Equity Share) for the financial year ended March 31, 2020. The proposal is subject to the approval of the shareholders at the Annual General meeting to be held on September, 2020 and if approved will result in a cash outflow of approximately ₹100.68 Lakhs (Previous year ₹45.29 lakhs) including corporate dividend tax.

18.4 During the previous year, pursuant to sub-division of the Equity shares of the Company, each Equity share of the face value of ₹ 10 each was sub-divided into 10 Equity shares of ₹ 1 each.

18.5 During the year, Company has allotted bonus equity shares in the ratio of 2 equity shares for every one equity share held.

## 18.6 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, 2020		As at March 31, 2019	
	No. of Shares held	% held	No. of Shares held	% held
1. Mrs. Pallavi Dhupelia	10,000,450	19.87	3,319,150	19.78
2. Mr. Raymond Simkins	6,426,660	12.77	2,142,220	12.77
3. Western Press Private Limited	3,450,000	6.85	1,150,000	6.85

## 19. Other Equity

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Capital Reserve	308.18	308.18
Securities Premium Reserve	2,159.58	2,159.58
General Reserve	2,301.84	2,637.43
Retained Earnings	12,662.87	11,712.18
Equity Instruments through Other Comprehensive Income	(0.26)	0.19
Foreign Currency Translation Reserve	(1.88)	(0.87)
<b>Total</b>	<b>17,430.33</b>	<b>16,816.69</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 reserve is utilised in accordance with the provisions of the Companies Act, 2013.

**General Reserve:** The General Reserve comprises of transfer of profits from retained earnings for appropriation purposes. The reserve can be distributed/utilised by the Company in accordance with the Companies Act, 2013. During the year Company has issued bonus shares in the ratio of 2:1 and utilised ₹ 335.59 lakhs towards issue of bonus shares.

**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.

**20. Borrowings : Non-Current**

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Secured</b>		
Term Loans		
From Banks	-	-
From Others	1,224.31	685.55
Vehicle Loans		
From Banks	15.49	-
From Others	110.38	135.62
<b>Unsecured</b>		
Loans from related parties		
From Directors	151.51	-
From Others	-	131.19
	1,501.69	952.36
Less : Disclosed under other financial liabilities (refer note 24)		
Current maturities of non-current borrowings	303.15	99.29
<b>Total</b>	<b>1,198.54</b>	<b>853.07</b>

**Nature of Security and Terms of Repayment of Long-term Borrowings (including of those Current maturities shown in Note 24) :**

₹ in Lakhs

Nature of Security	As at March 31, 2020	As at March 31, 2019
<b>TERM LOANS</b>		
<b>From Others:</b>		
a. Term Loan availed from Export Import Bank of India for USD \$ 8.10 Lakhs (Sanctioned USD \$ 10.79 lakhs) @ 6 months LIBOR + 4.50% p.a. repayable in 22 equated quarterly instalments commencing from April, 2020. Primary Security: Exclusive First Charge on movable and immovable assets of the Company both present and future procured/to be procured out of this term loan Collateral Security: Exclusive First Charge on movable and immovable assets of the Company alongwith Land at FPP - II situated at Chittoor both present and future procured/to be procured out of this term loan	615.73	600.00
b. Term Loan availed from Export Import Bank of India for USD \$ 5.98 Lakhs (Sanctioned USD \$ 8.07 lakhs) @ 6 months LIBOR + 4.50% p.a. repayable in 22 equated quarterly instalments commencing from July, 2020. Primary Security: Exclusive First Charge on movable and immovable assets of the Company both present and future procured/to be procured out of this term loan	455.20	-

₹ in Lakhs

Nature of Security	As at March 31, 2020	As at March 31, 2019
Collateral Security: Exclusive First Charge on movable and immovable assets of the Company alongwith Land at FPP - II situated at Chittoor both present and future procured/to be procured out of this term loan		
c. Term Loan availed from Siemens Financial Services Private Limited of ₹ 167.45 Lakhs @ 11.75 % p.a. repayable in 36 equated monthly instalments commencing from October, 2017 against specified machinery.	33.60	92.92
Primary Security: Exclusive First Charge on the machinery of the Company procured out of this Term Loan		
d. Term Loan availed from Siemens Financial Services Private Limited of ₹ 163.63 Lakhs @ 12.25 % p.a. repayable in 36 equated monthly instalments commencing from July, 2019 against specified machinery.	128.16	-
Primary Security: Exclusive First Charge on the machinery of the Company procured out of this Term Loan		
<b>Unsecured Loan</b> Unsecured Loan @ 12.50% p.a.	151.51	131.19
<b>VEHICLE LOANS</b>		
<b>From Banks:</b>		
Vehicle Loan availed from Andhra Bank Limited of ₹ 20.00 Lakhs, repayable in 36 equated monthly instalments commencing from August 22, 2019 is secured against the specified Vehicle	15.48	-
<b>From Others:</b>		
Vehicle Loan availed from Volkswagen Finance Private Limited of ₹ 36.00 Lakhs, repayable in 60 equated monthly instalments commencing from May 20, 2016 is secured against the specified vehicle	9.07	17.00
Vehicle Loan availed from Kotak Mahindra Prime Limited of ₹ 24.29 Lakhs, repayable in 59 equated monthly instalments commencing from June 5, 2016 is secured against the specified vehicle	6.38	11.69
Vehicle Loan availed from Kotak Mahindra Prime Limited of ₹ 7.64 Lakhs, repayable in 59 equated monthly instalments commencing from September 1, 2016 is secured against the specified vehicle	2.46	4.10
Vehicle Loan availed from Kotak Mahindra Prime Limited of ₹ 67.43 Lakhs, repayable in 59 equated monthly instalments commencing from December 1, 2017 is secured against the specified vehicle	38.83	51.68
Vehicle Loan availed from Kotak Mahindra Prime Limited of ₹ 50.72 Lakhs, repayable in 59 equated monthly instalments commencing from March 1, 2019 is secured against the specified vehicle	41.31	49.82
Vehicle Loan availed from Kotak Mahindra Prime Limited of ₹ 13.71 Lakhs, repayable in 59 equated monthly instalments commencing from September 5, 2019 is secured against the specified vehicle	12.34	-
<b>Total</b>	<b>1,510.06</b>	958.40
Add: Loans fully repaid prior to the Balance Sheet date	-	3.95
Less: Loans Processing Fees	8.37	9.99
<b>Total</b>	<b>1,501.69</b>	952.36



**Assets pledged as security**

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Current</b>		
Receivables	8,112.84	6,403.53
Inventories	13,777.85	10,905.76
Fixed Deposits with Bank	23.56	22.23
<b>Total A</b>	<b>21,914.25</b>	<b>17,331.52</b>
<b>Non-current</b>		
Land	486.21	486.21
Factory Buildings	4,970.99	4,352.00
Administrative Building	317.88	289.24
Plant and Machinery	5,646.20	6,210.05
Generators	24.50	30.99
Forklift Accessories	78.57	59.75
Furniture and Fixtures	48.44	46.46
Office Equipments	37.31	30.00
Vehicles	253.35	227.35
Computers	16.91	18.37
<b>Total B</b>	<b>11,880.35</b>	<b>11,750.42</b>
<b>Total (A+B)</b>	<b>33,794.60</b>	<b>29,081.94</b>

Details of long-term borrowings guaranteed by some of the directors or others:

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Term loans from Others</b>		
Principal	1,232.68	695.54
Interest	66.98	27.50

**21. Provisions : Non-current**

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Provision for employee benefits		
Leave Encashment	48.59	63.93
<b>Total</b>	<b>48.59</b>	<b>63.93</b>

**22. Deferred Tax Liabilities (Net)**

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Deferred tax Liabilities		
Property, Plant and Equipment	2.46	-
Total Deferred tax Liabilities (A)	2.46	-
Deferred tax Assets	-	-
Total Deferred tax Assets (B)	-	-
Deferred tax Liabilities (A-B)	2.46	-
<b>Total</b>	<b>2.46</b>	<b>-</b>

**Components and Reconciliation of Deferred Tax Liabilities**

₹ in Lakhs

Particulars	As At March 31, 2020	Recognised in Profit or Loss / OCI	As At April 01, 2019
Property, plant & Equipments	2.46	2.46	-
<b>Total</b>	<b>2.46</b>	<b>2.46</b>	<b>-</b>

**Components and Reconciliation of Deferred Tax Liabilities**

₹ in Lakhs

Particulars	As At March 31, 2019	Recognised in Profit or Loss / OCI	As At April 01, 2018
Property, plant & Equipments	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

**23. Borrowings : Current**

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Secured		
Loans Repayable on demand		
From Banks		
Open Cash Credit (Refer Notes 23.1 and 23.4)	990.96	131.53
Packing Credit / Foreign Bills purchased (Refer Notes 23.2 and 23.4)	7,590.68	6,357.04
Overdraft Facilities (Refer Notes 23.3)	3,121.39	2,453.06
Unsecured		
Deposit - Inter Corporate	103.92	-
<b>Total</b>	<b>11,806.95</b>	<b>8,941.63</b>

23.1 Secured by way of hypothecation of inventory and book debts and charge on all the Property, Plant and Equipments excluding the assets financed out of the Term Loan.

23.2 Secured by way of hypothecation of inventory and book debts, lodgement of confirmed contracts and irrevocable letters of credit and ECGC Packing Credit Guarantee cover, charge on Property, Plant and Equipments excluding the assets financed out of the Term Loan.

23.3 For Supplies to customers Secured by way of hypothecation of stocks of Finished Goods for customers and its receivables.

23.4 Secured by way of collateral against pledge of Fixed Deposit of ₹ 23.56 Lakhs (As at March 31, 2019, ₹ 22.23 Lakhs) which includes Interest Receivable of ₹ 3.05 Lakhs (As at March 31, 2019, ₹ 1.72 Lakhs) (Refer Note 7.1).

23.5 Details of short-term borrowings guaranteed by directors or others:

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Loans Repayable on demand</b>		
From Banks		
Principal	8,581.64	6,488.57
Interest	893.71	1,029.86

**24. Other Financial Liabilities : Current**

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Current maturities of Long-term debt (Refer Note 20)	303.15	99.29
Deposit from related party	-	1.02
Interest accrued	208.85	0.02
Payable for acquisition of Property, Plant and Equipment	195.47	149.82
Unclaimed dividends *	5.81	4.81
Derivative Liabilities	274.54	-
Liabilities for expenses	413.77	583.36
<b>Total</b>	<b>1,401.59</b>	<b>838.32</b>

\* There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund as at March 31, 2020



Details of Current maturities of non-current borrowings

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Term Loans (Refer Notes 20)		
Secured		
From Banks	-	-
From Others	257.02	63.04
Other Loans (Refer Notes 20)		
Secured		
From Banks	3.98	-
From Others	41.95	36.05
Unsecured		
Fixed deposits	0.20	0.20
<b>Total</b>	<b>303.15</b>	<b>99.29</b>

25. Other Current Liabilities

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Advance from customers	1,263.22	4,191.17
Statutory liabilities	89.47	184.21
Gratuity Payable	176.28	135.42
<b>Total</b>	<b>1,528.97</b>	<b>4,510.80</b>

26. Provisions : Current

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Provision for employee benefits		
Leave Encashment	7.34	25.82
Provision for Bonus	57.11	49.78
Others		
Provision for Sales Return		
Opening Balance	46.53	68.99
Less: Provision written back during the year	11.75	22.46
Closing Balance	34.78	46.53
<b>Total</b>	<b>99.23</b>	<b>122.13</b>

27. Current Tax Liabilities

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Provision for taxation (net of taxes paid/adjusted)	19.38	270.75
<b>Total</b>	<b>19.38</b>	<b>270.75</b>

28. Revenue from Operations

₹ in Lakhs

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Sale of products	37,876.99	32,505.17
Other Operating Revenue		
Export Benefits	1,232.36	1,268.47
Processing Charges	13.77	4.60
Sale of Scrap / Wastages	102.34	85.58
<b>Total Revenue From Operations</b>	<b>39,225.46</b>	<b>33,863.82</b>

Revenue from contracts with customers

I. Revenue from contracts with customers disaggregated based on geography :

₹ in Lakhs

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Domestic	18,685.59	13,198.91
Export	20,539.87	20,664.91
<b>Total</b>	<b>39,225.46</b>	<b>33,863.82</b>

II. Reconciliation of gross revenue with the revenue from contracts with customers

₹ in Lakhs

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Gross Revenue	39,225.46	33,863.82
Less : Discounts and incentives	-	-
<b>Net Revenue recognised from Contracts with Customers</b>	<b>39,225.46</b>	<b>33,863.82</b>

III. Revenue recognised from Contract liability (Advances from Customers)

₹ in Lakhs

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
<b>Closing Contract liability</b>	<b>1,263.22</b>	<b>4,191.17</b>

29. Other Income

₹ in Lakhs

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Export Benefits	15.69	40.55
Interest Income earned on financial assets :		
On Financial Assets (at Amortised Cost)		
Interest on employee loan	2.95	3.50
Interest on Fixed and Other Deposits	122.15	212.62
Dividend Income	0.03	0.01
Other Non-Operating Income :		
Insurance Claims	9.70	-
Reversal of Impairment of Trade Receivables	-	8.61
Rent Received	0.36	4.40
Miscellaneous Income	10.20	6.39
Balances / Provisions written back (Net)	0.70	6.76
Other Gains and Losses :		
Net gain on foreign exchange fluctuation	221.75	-
Net Gain on fair valuation of Mutual Fund	-	0.19
Net Gain on disposal of Property Plant and Equipments	5.26	-
<b>Total</b>	<b>388.79</b>	<b>283.03</b>



### 30. Changes in inventories of Finished Goods

₹ in Lakhs

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Finished Goods		
Closing Stock	8,584.06	7,621.01
Less: Opening Stock	7,621.01	8,998.65
	(963.05)	1,377.64
Stock-in-trade (Trading)		
Closing Stock	1,347.64	375.97
Less: Opening Stock	375.97	-
	(971.67)	(375.97)
Work-in-progress		
Closing Stock	1,034.59	468.17
Less: Opening Stock	468.17	-
	(566.42)	(468.17)
<b>Total</b>	<b>(2,501.14)</b>	<b>533.50</b>

### 31. Employee Benefits Expense

₹ in Lakhs

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Salaries, Wages and Bonus	2,003.83	1,980.00
Contribution to Provident and Other Funds	130.67	118.30
Gratuity	28.79	34.07
Staff Welfare Expenses	123.44	143.28
<b>Total</b>	<b>2,286.73</b>	<b>2,275.65</b>

### 32. Finance Costs

₹ in Lakhs

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Interest and finance charges on financial liabilities		
On Cash Credit Facilities /Buyers Credit	963.59	1,236.74
On borrowings	67.08	29.82
Exchange difference to the extent considered as an adjustment to borrowing cost	10.01	-
On Others	89.98	49.64
Other Borrowing Costs		
Interest on Lease Liability	6.39	-
Brokerage on Fund Arrangements	3.64	4.47
	-	-
<b>Total</b>	<b>1,140.69</b>	<b>1,320.67</b>

32.1 Interest on Cash Credit Facilities / Buyers Credit is net of subsidy F.Y. 2019-2020 ₹ 107.52 Lakhs (F.Y. 2018-2019 ₹ 278.30 Lakhs) received under Interest Equalisation Scheme on pre-shipment and post-shipment credit.

### 33. Depreciation and Amortisation Expense

₹ in Lakhs

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Depreciation of Property, Plant and Equipment	1,205.13	1,145.80
Depreciation on Right of Use Assets	24.35	-
Amortisation of Intangible Assets	13.21	6.54
<b>Total</b>	<b>1,242.69</b>	<b>1,152.34</b>

## 34. Other Expenses

₹ in Lakhs

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Fruit Ripening Charges (Refer Note 34.1)	2,130.29	1,756.39
Water Charges	67.71	46.48
Testing Fees	51.84	48.74
Consumption of stores and spare parts	504.81	283.40
Power and Fuel	806.57	1,088.01
Rent	228.78	146.52
Repair and Maintenance		
Repairs to Buildings	73.35	44.54
Repairs to Machinery	249.89	253.47
Repairs Others	91.58	109.18
Insurance	96.38	137.48
Rates and Taxes	154.50	148.36
Freight and Forwarding (Net)	2,363.22	2,344.38
Warehousing Charges	356.35	469.34
Bank Charges	178.42	234.01
Legal and Professional Charges / Fees	462.57	439.44
Remuneration to Auditors	9.25	9.43
Net gain on foreign exchange fluctuation	-	48.06
Advertisement and Sales Promotion	181.48	140.55
Membership and Subscription	25.54	50.49
Travelling and communication expenses	388.22	379.27
Loss on disposal of Property, Plant and Equipments	-	44.02
Security Charges	76.48	74.18
Bad Debts Written off	0.18	1.56
Impairment of financial assets	99.98	133.86
Miscellaneous Expenses	219.58	224.44
<b>Total</b>	<b>8,816.97</b>	<b>8,655.60</b>

34.1 Expenses incurred on Fruit Ripening Charges during the year are included in the Statement of Profit and Loss as under:

₹ in Lakhs

Nature of expenses	Year ended March 31, 2020	Year ended March 31, 2019
Hiring Charges	36.86	51.16
Labour Charges	937.09	818.42
Fruit Ripening Charges	551.67	598.74
Travelling Expenses	36.15	33.91
Processing Charges	547.75	212.18
Rent	0.79	22.80
Miscellaneous Expenses	19.98	19.18
<b>Total</b>	<b>2,130.29</b>	<b>1,756.39</b>





### 35. Exceptional Items

₹ in Lakhs

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Profit on Sale of Chembur Property	-	13,280.38
Loss on Sale of Intangible assets (refer note 4)	-	(1,607.43)
	-	11,672.95

### 36. Disclosure pursuant to Ind AS 12 on "Income Taxes"

#### A. Components of Tax Expenses/(Income)

₹ in Lakhs

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Current Tax	546.54	2,800.00
Excess provision for tax of earlier years written back	(189.54)	-
Deferred Tax	(335.12)	(1,893.82)
<b>Total Income tax expense recognised in the year</b>	<b>21.88</b>	<b>906.18</b>

#### B. A Reconciliation between the statutory Income Tax rate applicable to the Company and the effective Income tax rate is as Follows.

₹ in Lakhs

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Profit Before Tax	1,146.02	11,826.61
Corporate Tax rate as per Income Tax Act, 1961	29.12%	34.94%
Tax rate Considered as per MAT	21.55%	21.55%
Tax on Accounting Profit	362.42	4,132.22
Adjustments in respect of current income tax of previous years		
<b>Add:</b>		
Tax on Expense not deductible	556.08	1,162.35
Minimum Alternative Tax	-	2,800.00
Entities with losses not liable to tax	1.98	5.34
Incremental Deferred Tax liabilities on account of other temporary differences	(335.12)	290.00
Excess Provision Made	(189.54)	-
Expenses allowed as deduction	(373.93)	(5,239.59)
Incremental Deferred Tax Assets on account of unused tax losses and unused tax credits	-	(2,185.09)
Carried forward losses	-	(59.05)
<b>Tax expenses recognised during the year</b>	<b>21.88</b>	<b>906.18</b>

### 37. Earnings Per Share (EPS)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹ in Lakhs)	1,108.97	10,921.65
Weighted Average number of Equity Shares used as denominator for calculating Basic EPS	47,404,154	47,404,154
Add: Weighted Average Potential Equity Shares	-	-
Total Weighted Average number of Equity Shares used as denominator for calculating Diluted EPS	47,404,154	47,404,154
Face Value per Equity Share (Refer Note 18.4)	1	1
Basic Earnings per Share	2.34	* 23.04
Diluted Earnings per Share	2.34	* 23.04

\* During the financial year the Holding Company has issued fully paid Bonus shares of Re.1 each in ratio of two equity shares for every one Equity shares held to eligible members of the Company. The Company has allotted 3,35,58,840 number of equity shares of Re. 1 each and it ranks pari-passu in all respect with existing fully paid up Equity Shares of Re. 1/- each. In view of the same, for the purpose of ease of comparison, earnings per share of the previous periods have been accordingly re-stated considering the revised weighted average number of equity shares.

**38. Disclosure as per Ind AS 17 on "Leases":**

**As Lessee**

- The Company's lease asset primarily consist of leases for Machinery & vehicles. Effective April 1, 2019, the Company has adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method. Consequently, the Company recorded the lease liability at the present value of the remaining lease payments discounted at the incremental borrowing rate as on the date of transition and has measured right of use asset an amount equal to lease liability adjusted for any related prepaid and accrued lease payments previously recognised.
- The effect of this adoption is insignificant on the profit before tax, profit for the period and earnings per share. Ind AS 116 has resulted in an increase in cash inflows from operating activities and an increase in cash outflows from financing activities on account of lease payments.
- On initial application as practical expedients, the Company has elected exemption not to recognise right of use assets and liabilities for leases with less than 12 months of lease term.
- Following is carrying value of right of use assets recognised on date of transition and the movements thereof during the year ended March 31, 2020

₹ in Lakhs

Particulars	Category of ROU		Total
	Machinery	Vehicle	
Transition impact on account of Ind AS 116 " Leases"	66.57	31.45	98.02
<b>Total Right of Use as on date of Transition</b>	<b>66.57</b>	<b>31.45</b>	<b>98.02</b>
Movement during the year			
Depreciation of Right of use assets	13.87	10.48	24.35
<b>Balance as at March 31, 2020</b>	<b>52.70</b>	<b>20.97</b>	<b>73.67</b>

- The following is the carrying value of lease liability on the date of transition and movement thereof during the year ended March 31, 2020:

₹ in Lakhs

Particulars	Year ended March 31, 2020
Transition impact on account of Ind AS 116 " Leases"	98.02
Finance cost accrued during the year	6.39
Movement during the year	
Payment of lease liabilities	25.17
Balance as at March 31, 2020	79.24
Current portion of Lease liability	26.16
Non Current portion of Lease liability	53.08

- Amounts recognised in the statement of cash flows**

₹ in Lakhs

Particulars	Year ended March 31, 2020
Total cash outflow for leases	480.04

- Rental expense recorded for short-term leases was ₹ 472.33 Lakhs for the year ended March 31, 2020.

**As Lessor**

**Operating Lease**

Rental income on assets given on operating lease is ₹ 0.36 Lakhs for the year ended March 31, 2020.

**39. 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	
	31-Mar-20	31-Mar-19
i. Discount Rate (per annum)	6.84%	7.79%
ii. Rate of increase in Compensation levels (per annum)	5.00%	6.00%
iii. Expected Rate of Return on Assets	6.84%	7.79%
iv. Attrition Rate	2.00%	2.00%
v. Retirement Age	58 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 58, longevity impact is very low at this age, hence this is a non-risk.

**Salary risk** - The liability is calculated taking into account the salary increases, basis past experience of the Company's actual salary increases with the assumptions used, they are in line, hence this risk is low risk.

₹ in Lakhs

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
	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	257.44	242.13
Current Service Cost	20.71	17.91
Interest Cost	20.05	16.27
Actuarial (Gains)/Loss		
Actuarial (gains)/ losses arising from changes in demographic assumption	-	-
Actuarial (gains)/ losses arising from changes in financial assumption	0.38	(0.20)
Actuarial (gains)/ losses arising from changes in experience adjustment	53.94	(4.60)
Past Service cost	-	-
Benefits Paid	(2.00)	(17.04)
Liability Transferred in	-	2.97
Present value of defined benefit obligation at the end of the year	350.53	257.44

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
	Gratuity Funded	Gratuity Funded
<b>ii. Changes in Fair value of Plan Assets</b>		
Fair value of plan assets at the beginning of the year	122.02	72.67
Interest Income	9.51	5.65
Expected Return on Plan Assets	2.25	0.74
Employer's Contributions	40.00	60.00
Benefits Paid	(2.00)	(17.04)
Return on plan assets, excluding interest income	-	-
Assets Transferred in / Acquisitions	2.47	-
Fair value of plan assets at the end of the year	174.25	122.02
<b>iii. Net Benefit (Asset) /Liability</b>		
Defined benefit obligation	(350.53)	(257.44)
Fair value of plan assets	174.25	122.02
Funded Status (Surplus/ (Deficit))	(176.28)	(135.42)
Net Benefit (Asset) /Liability	(176.28)	(135.42)
The net liability disclosed above relates to funded plans are as follows:		
Projected benefit obligation at end of the year	350.53	257.44
Fair Value of plan assets at the end of the year	174.25	122.02
<b>iv. Net Interest Cost for Current Period</b>		
Present Value of Benefit Obligation at the Beginning of the Period	257.44	209.17
(Fair Value of Plan Assets at the Beginning of the Period)	(122.02)	(72.67)
Net Liability/(Asset) at the Beginning	135.42	136.50
Interest Cost	20.05	16.27
(Interest Income)	(9.51)	(5.65)
Net Interest Cost for Current Period	10.55	10.62
<b>v. Expenses recognised in the Statement of Profit and Loss</b>		
Current Service Cost	20.71	17.91
Interest cost on benefit obligation (net)	10.55	10.62
Past Service cost	-	-
Total Expenses recognised in the Statement of Profit and Loss	31.26	28.53
<b>vi. Remeasurement Effects Recognised in Other Comprehensive Income for the year</b>		
Actuarial (gains)/ losses arising from changes in demographic assumption	-	-
Actuarial (gains)/ losses arising from changes in financial assumption	54.32	(4.80)
Actuarial (gains)/ losses arising from changes in experience adjustment	-	-
Return on plan asset	(2.25)	(0.74)
Recognised in Other Comprehensive Income	52.08	(5.54)
<b>vii. Cash flow Projection: From the Fund</b>		
Within the next 12 months (next annual reporting period)	59.57	40.96
2nd following year	8.83	12.69
3rd following year	18.21	8.91
4th following year	18.85	15.22
5th following year	23.52	15.37
Sum of Years 6 To 10	175.25	147.56
Sum of Years 11 and above	371.39	331.50
The average duration of the defined benefit plan obligation at the end of the reporting period is 5 years (March 31, 2018: 5 years)		

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
	Gratuity Funded	Gratuity Funded
<b>viii. Sensitivity Analysis</b>		
Projected Benefit Obligation on Current Assumptions	350.53	257.44
Delta Effect of +1% Change in Rate of Discounting	(24.81)	(18.70)
Delta Effect of -1% Change in Rate of Discounting	28.55	21.60
Delta Effect of +1% Change in Rate of Salary Increase	26.43	19.58
Delta Effect of -1% Change in Rate of Salary Increase	(23.30)	(17.20)
Delta Effect of +1% Change in Rate of Employee Turnover	4.18	3.18
Delta Effect of -1% Change in Rate of Employee Turnover	(4.69)	(3.59)
<b>ix. The major categories of plan assets as a percentage of total</b>		
Insurer managed funds		

#### Changes in Fair value of Plan Assets

₹ in Lakhs

Particulars	31-March-2020 Gratuity Funded	31-March-2019 Gratuity Funded
Fair value of plan assets at the beginning of the year	122.02	72.67
Interest Income	9.51	5.65
Expected Return on Plan Assets	-	-
Employer's Contributions	40.00	60.00
Assets Transferred in / Acquisitions	2.47	-
Benefits Paid	(2.00)	(17.04)
Return on plan assets, excluding interest income	2.25	0.74
<b>Fair value of plan assets at the end of the year</b>	<b>174.25</b>	<b>122.02</b>

#### 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.

#### 40. Contingent Liabilities, Financial Guarantees and Commitments

₹ in Lakhs

		Year ended March 31, 2020	Year ended March 31, 2019
<b>A.</b>	<b>Contingent Liabilities not provided for</b>		
	<b>Claims against the Company not acknowledged as debt</b>		
i	Income-tax matters under appeal	170.03	794.91
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>195.00</b>	<b>819.88</b>
<b>B.</b>	<b>Capital and other commitments</b>		
a.	<b>Estimated amount of contracts remaining to be executed on capital account and not provided for</b>	<b>1,892.20</b>	<b>404.19</b>
b.	<b>Others</b>		
i.	Quantum of Export Obligation of Packing Materials with 20% value addition against Advance licences- Duty saved *	25.60	120.04
ii.	Export obligations of ₹ 72.45 Lakhs (As at March 31, 2019, ₹ NIL Lakhs) against EPCG Licenses utilised for purchase of Fixed Assets but not yet installed - Duty saved **	72.45	-
	<b>Total</b>	<b>98.05</b>	<b>120.04</b>

\* Export obligations against the advance licence of ₹ 531.08 Lakhs (As at March 31, 2019, ₹ 450.26 Lakhs) have already been fulfilled by the Company. However, procedural formalities for the closure of the Advance Licences are pending.

\*\* Export obligations against the purchase of machinery and packing materials under Export Promotion Capital Goods Scheme (“EPCG”) of ₹ 494.47 Lakhs (As at March 31, 2019, - ₹ 401.91 Lakhs) have already been fulfilled by the Company, However, procedural formalities for the closure of the EPCG Licenses are pending.

#### 41. Capital Management and Financial Risk Management Policy

##### A. Capital Management

For the purpose of the Company's Capital Management, Capital includes issued Equity Capital and all Other Reserves attributable to the Equity shareholders of the Company. The Primary objective of the Company's Capital Management is to maximise the shareholders' value. The Company's Capital Management objectives are to maintain equity including all reserves to protect economic viability and to finance any growth opportunities that may be available in future so as to maximise shareholder's value.

The Company's capital requirement is mainly to fund its business expansion and repayment of borrowings. The principal source of funding of the Company has been, and is expected to continue to be, cash generated from its operations supplemented by funding from bank borrowings and the capital markets.

The Company has adhered to material externally imposed conditions relating to capital requirements and there has not been any delay or default during the period covered under these financial statements with respect to payment of principal and interest. No lender has raised any matter that may lead to breach of covenants stipulated in the underlying documents.

The Company is monitoring Capital using debt equity ratio as its base, which is debt to equity. The Company monitors capital using debt-equity ratio, which is total debt less investments divided by total equity.

Net debt (total borrowing net of cash and cash equivalents) divided by “Total equity” (as shown in the balance sheet).

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Total Debt	13,075.72	9,813.17
Total Equity	17,933.85	16,984.48
Debt Equity Ratio	0.73%	0.58%

##### 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, Singapore Dollars 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.



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, 2020		As at March 31, 2019	
	Amount in Foreign currency (in Lakhs)	Amount (₹ in Lakhs)	Amount in Foreign currency (in Lakhs)	Amount (₹ in Lakhs)
Payable USD	17.72	1,347.90	11.04	769.30
Receivable USD	39.60	2,969.24	35.06	2,402.01
Payable EUR	1.56	131.31	1.08	85.10
Receivable EUR	9.06	745.99	3.21	241.73
Payable GBP	0.50	47.11	0.98	89.36
Receivable GBP	3.48	320.55	4.65	414.45
Payable SGD	2.84	152.45	0.57	29.16

Particulars of un-hedged foreign currency asset / liability as at the end of the reporting period is as follows :

Particulars	As at March 31, 2020		As at March 31, 2019	
	Amount in Foreign currency (in Lakhs)	Amount (₹ in Lakhs)	Amount in Foreign currency (in Lakhs)	Amount (₹ in Lakhs)
Payable USD	17.72	1,347.90	11.04	769.30
Receivable USD	0.24	18.00	-	-
Payable EUR	1.56	131.31	1.08	85.10
Payable GBP	0.50	47.11	0.98	89.36
Receivable GBP	3.48	320.55	4.65	414.45
Payable SGD	2.84	152.45	0.57	29.16

**Foreign currency sensitivity:**

The following table demonstrates the sensitivity to a 5% increase/decrease in foreign currencies exchange rates, with all other variables held constant.

5% increase or decrease in foreign exchange rate will have the following impact on before profit before tax and impact on equity.

₹ in Lakhs

Particulars	As at March 31, 2020		As at March 31, 2019	
	5% increase	5% decrease	5% increase	5% decrease
<b>Impact on Profit and Loss</b>				
USD	(68.30)	68.30	(38.46)	38.46
EURO	(6.57)	6.57	(4.26)	4.26
GBP	13.67	(13.67)	16.25	(16.25)
SGD	(7.62)	7.62	(1.46)	1.46
Total	(68.82)	68.82	(27.93)	27.93

ii. **Forward foreign exchange contracts**

It is the policy of the Company to enter into forward foreign exchange contracts to cover foreign currency payments in USD and Euro. The Company enters into contracts with terms up to 360 days. The Company's philosophy does not permit any speculative calls on the currency. It is driven by conservatism which guides that we follow conventional wisdom by use of Forward contracts in respect of Trade transactions.

Regulatory Requirements: The Company will alter its hedge strategy in relation to the prevailing regulatory framework and guidelines that may be issued by RBI, FEDAI or ISDA or other regulatory bodies from time to time. Forward cover is obtained from bank for each of the aggregated exposures and the Trade deal is booked. The forward cover deals are all backed by actual trade underlines and settlement of these contracts on maturity are by actual delivery of the hedged currency for settling the underline hedged trade transaction.

The following table details the forward foreign currency (FC) contracts outstanding at the end of the reporting period.

₹ in Lakhs

Outstanding contracts	Foreign currency (In Lakhs)		Fair Value Assets/(Liabilities)	
	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019
USD - Sell	\$120.57	\$92.96	7,561.79	6,496.26
EUR - Sell	€ 15.25	€ 9.16	1,013.10	746.49

**iii. Interest Rate Risk**

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:

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Variable rate borrowings *	49.15	18.39
Fixed rate borrowings *	1,077.89	1,297.81

\* Include ₹ 8.37 (as at March 2019: ₹ 9.99) 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.

₹ in Lakhs

Particulars	Impact on Profit : Increase/ (Decrease)		Impact on equity Increase/(Decrease)	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
Interest rates - increase by 100 basis points *	(0.49)	(0.18)	(0.49)	(0.18)
Interest rates - decrease by 100 basis points *	0.49	0.18	0.49	0.18

\* 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 recognised at FVTOCI. The fair value of a financial instrument will fluctuate due to changes in market traded price. As at 31st March, 2020, the carrying value of such equity instruments recognised at FVTOCI amounts to ₹ 6.75 Lakhs (As at march 31, 2019 ₹ 7.21 Lakhs).

**Price risk sensitivity:**

0.10% increase or decrease in prices will have the following impact on profit/(loss) before tax and on other components of equity.

₹ in Lakhs

Particulars	Impact on Profit : Increase/ (Decrease)		Impact on equity Increase/(Decrease)	
	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019
Price - increase by 0.10%*	0.68	0.72	0.68	0.72
Price - decrease by 0.10% *	(0.68)	(0.72)	(0.68)	(0.72)

**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, investment in mutual funds, 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 investment in mutual funds, 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 Ageing of Trade Receivables and Movement in Expected Credit Loss Allowance

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Age of receivables:		
Within the credit period	7,019.08	5,534.49
0- 3 Months	188.04	342.45
3- 6 Months	553.23	184.87
6- 9 Months	286.14	116.53
9- 12 Months	80.22	16.40
12- 15 Months	23.48	64.35
15- 18 Months	17.30	-
18- 21 Months	14.59	-
More than 21 Months	219.57	248.09
<b>Total</b>	<b>8,401.65</b>	<b>6,507.18</b>
<b>Movement in the credit loss allowance</b>		
Balance at the beginning of the year	103.65	112.26
Net Movement in expected credit loss allowance on trade receivables calculated at lifetime expected credit loss	99.98	(8.61)
Balance at the end of the year	203.63	103.65

#### 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, 2020</b>				
Non-derivative financial liabilities				
Borrowings	12,110.10	1,080.49	118.05	13,308.64
Trade Payables	7,852.23	-	-	7,852.23
Lease Liability	26.16	53.08	-	79.24
Other Financial Liabilities	823.90	-	-	823.90
	20,812.39	1,133.57	118.05	22,064.01
Derivative financial liabilities				
Foreign Exchange Forward Contracts	274.54	-	-	274.54
	274.54	-	-	274.54

₹ in Lakhs

Particulars	Less than 1 Year/ On Demand	1-5 years	More than 5 years	Total
<b>As at March 31, 2019</b>				
Non-derivative financial liabilities				
Borrowings	9,040.91	689.43	163.64	9,893.99
Trade Payables	3,490.75	-	-	3,490.75
Other Financial Liabilities	739.03	-	-	739.03
	13,270.69	689.43	163.64	14,123.77
Derivative financial liabilities	-	-	-	-
Foreign Exchange Forward Contracts	-	-	-	-
	-	-	-	-

**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.

**42. 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**

- 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.
- The fair value of Forward Foreign Exchange contracts is determined using forward exchange rates at the balance sheet date.
- 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.
- 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.
- The fair values of long term security deposits taken and non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs.

**Fair Value measurement hierarchy**

The fair value of financial instruments as referred below have been classified into three categories depending on the inputs used in the valuation technique.

The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

The categories used are as follows:

Level 1: Unadjusted quoted prices for identical instruments in an active market;

Level 2: Directly or indirectly observable market inputs, other than Level 1 inputs; and

Level 3: Inputs which are not based on observable market data.



The carrying amounts and fair values of financial instruments by class are as follows:

₹ in Lakhs

Particulars	As at March 31, 2020		As at March 31, 2019	
	Carrying Amounts	Fair Value Level 1	Carrying Amounts	Fair Value Level 1
<b>Financial Assets</b>				
Measured at Fair Value Through Profit and Loss				
Derivatives				
Forward Contracts	-	-	126.66	126.66
	-	-	126.66	126.66
Measured at Amortised Cost				
Investment in Government Securities	0.30	0.30	0.00	0.00
Loans	1,277.21	1,277.21	1,226.60	1,226.60
Interest	185.17	185.17	102.94	102.94
Trade Receivable	8,198.02	8,198.02	6,403.53	6,403.53
Cash and Bank Balance	637.38	637.38	1,302.00	1,302.00
	10,298.08	10,298.08	9,035.07	9,035.07
Measured at FVTOCI				
Investment in equity instruments	6.75	6.75	7.21	7.21
	6.75	6.75	7.21	7.21
<b>Total Financial Assets</b>	<b>10,304.83</b>	<b>10,304.83</b>	<b>9,168.94</b>	<b>9,168.94</b>
<b>Financial Liabilities</b>				
Measured at Amortised Cost				
Borrowing	13,308.64	13,308.64	9,893.99	9,893.99
Lease Liability	79.24	79.24	-	-
Trade Payables	7,852.23	7,852.23	3,490.75	3,490.75
Other Financial Liabilities	823.90	823.90	739.03	739.03
Derivative financial liabilities				
Foreign Exchange Forward Contracts	274.54	274.54	-	-
<b>Total Financial Liabilities</b>	<b>22,338.55</b>	<b>22,338.55</b>	<b>14,123.76</b>	<b>14,123.76</b>

Level wise disclosure of financial instruments

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019	Level	Valuation techniques and key inputs
Foreign currency forward contracts - Assets	-	126.66	2	Quotes from banks or dealers
Foreign Exchange Forward Contracts- Liabilities	274.54	-	2	Quotes from banks or dealers
Investment in equity instruments	6.75	7.21	1	Quoted prices of the instruments in an active market

The following table shows a reconciliation of significant unobservable inputs from the opening balance to the closing balance for Level 1 recurring fair value measurements :

₹ in Lakhs

Investment in Equity Instruments	Amount
Balance as on April 1, 2019	7.21
Add : adjustment due to Fair valuation	(0.46)
<b>Balance as on March 31, 2020</b>	<b>6.75</b>

43. 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.

a Companies in which Directors and / or their relatives have significant influence

Muller & Phipps (India) Limited  
 Western Press Private Limited  
 Western Securities - A Division of Western Press Private Limited  
 First Overseas Capital Limited  
 Kunal Consultancy Private Limited  
 MPIL Corporation Limited

b Key Managerial Personnel (KMP) and their relatives

i. Key Managerial Personnel (KMP) (Chief Executive Officer)

Mr.Moloy Saha

ii. Non-executive Directors

Non-Independent Directors

Mr. Bhupendra Dalal - Chairman  
 Mr. Milan Dalal  
 Mr. Raymond Simkins  
 Mrs. Pallavi Dhupelia - Additional Director (w.e.f. September 30, 2019)

iii. Independent Directors

Mr. Dinkarray Trivedi (up to September 22, 2019)  
 Mr. Vinod Kumar Beswal  
 Mrs. Kamlini Maniar  
 Mr. Deepak Mohla (up to September 22, 2019)  
 Mr. Hormazdiyaar Vakil (w.e.f.August 14, 2018)  
 Mr. Maneck Davar (w.e.f. September 30, 2019)

iv. Relatives of Directors

Mr. Devdut Dalal - Grandson of Chairman and Son of Non Executive Director  
 Mr. Ameya Dhupelia - Son of Non Executive Director (w.e.f. September 30, 2019)

Transaction with Related Parties

₹ in Lakhs

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>Compensation to key management personnel</b>		
Salary and benefits	65.50	73.52
Short-term employee benefits	-	-
Post-employment benefits	-	-
Payments to Directors		
Sitting fees	11.65	8.10
Commission	3.00	8.00
<b>Salary and benefits to Relatives of Directors</b>		
Salary and benefits	36.83	27.67
Membership Fees	3.25	1.48
<b>Impairment of interest receivable on ICD</b>		
Muller & Phipps (India) Limited	-	133.86
<b>Legal &amp; Professional Charges</b>		
MPIL Corporation Limited	4.50	6.00
<b>Interest received from related parties</b>		
Muller & Phipps (India) Limited	-	16.46
<b>Interest paid to Related Parties</b>		
Mr. Vinod Kumar Beswal	-	2.78
Mrs. Pallavi Dhupelia	7.95	-



**Transaction with Related Parties**

₹ in Lakhs

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>Transactions incurred by Company on behalf of Related Parties</b>		
<b>Expenses incurred</b>		
Muller & Phipps (India) Limited	-	0.07
<b>Loans Taken</b>		
Mrs. Pallavi Dhupelia	20.00	-
<b>Repayment of Loans</b>		
Mr. Vinod Kumar Beswal	-	445.00
<b>Repayment of Inter-Corporate Deposit given</b>		
Muller & Phipps (India) Limited	-	185.00
<b>Security Deposit Given</b>		
MPIL Corporation Limited	-	254.85

**Outstanding Balances**

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Trade Receivables</b>		
Muller & Phipps (India) Limited	0.62	0.62
<b>Trade Payables</b>		
Muller & Phipps (India) Limited	10.00	15.00
Western Press Private Limited	0.06	-
<b>Advances recoverable in cash or in kind</b>		
Western Press Private Limited	3.19	3.19
<b>Interest Receivable on ICD</b>		
Muller & Phipps (India) Limited	133.86	133.86
Western Press Private Limited	0.80	0.80
<b>Loans taken</b>		
Mrs. Pallavi Dhupelia	151.31	-
<b>Security Deposit Given</b>		
MPIL Corporation Limited	254.85	254.85
<b>Commission Payable</b>		
Mr. Raymond Simkins	1.86	1.04
<b>Director sitting fees payable</b>		
Mr. Milan Dalal	0.77	0.18
Mr. Bhupendra Dalal	0.86	0.18
<b>Impairment of interest receivable on ICD</b>		
Muller & Phipps (India) Limited	133.86	133.86
<b>Salary Payable to key management personnel</b>		
	2.27	3.18
<b>Salary Payable to relatives of Directors</b>		
	3.01	1.61

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.

**44. 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 Company

**Revenue from contracts with customers**

**I. Revenue from contracts with customers disaggregated based on geography :**

₹ in Lakhs

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
In India	18,685.59	13,198.91
Outside India	20,539.87	20,664.91

The revenue information above is based on the location of the customers

**II. Non-current Operating asset**

₹ in Lakhs

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
In India	13,644.81	12,039.75
Outside India	-	-

Non-current assets for this purpose consist of property, plant and equipment ,intangible assets and other non-current asset

**Information about major customers**

No single customer contributes 10% or more to the Group’s revenue during the year ended March 31, 2020 and March 31, 2019

**45.** The Company is entitled to Export Benefits, under Merchandise Exports from India Scheme (MEIS) vide Public Notice No.2/2015-20 dated April 1, 2015, in respect of export of Fruit Pulp, paste, slice, Canned Vegetables and others. The Company recognises such Export Benefits on the basis of export of goods. Accordingly, the Company has recognised Export benefits of ₹ 1,210.63 Lakhs (For the year ended March 31, 2019 ₹ 1,224.45 Lakhs) on export of goods.

**46. Additional Information required by Schedule III**

As at March 31, 2020

(₹ in Lakhs)

Name of the entity in the group	Net Assests i.e, total assests 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	98.22%	17,614.21	93.23%	1,033.92	100.00%	(38.37)	92.99%	995.55
<b>Subsidiaries (Group’s share)</b>								
<b>Indian</b>								
Kusum Spices	1.82%	326.69	7.38%	81.84	0.00%	-	7.64%	81.84
<b>Foreign</b>								
FNI Asia PTE Limited	(0.04%)	(7.19)	(0.61%)	(6.79)	0.00%	-	(0.63%)	(6.79)
Non controlling interest	0.00%	0.14	0.00%	*	0.00%	-	0.00%	*
<b>Total</b>	<b>100.00%</b>	<b>17,933.85</b>	<b>100.00%</b>	<b>1,108.97</b>	<b>100.00%</b>	<b>(38.37)</b>	<b>100.00%</b>	<b>1,070.60</b>



As at March 31, 2019

(₹ in Lakhs)

Name of the entity in the group	Net Assests i.e, total assests 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	99.90%	16,967.49	100.01%	10,921.83	100.00%	1.95	100.01%	10,923.78
<b>Subsidiaries (Group's share)</b>								
<b>Indian</b>								
Pharmpak Private Limited	0.00%	-	0.01%	1.58	0.00%	-	0.01%	1.58
<b>Foreign</b>								
FNI Asia PTE Limited	0.10%	16.99	(0.02%)	(1.76)	0.00%	-	(0.02%)	(1.76)
<b>Total</b>	<b>100.00%</b>	<b>16,984.48</b>	<b>100.00%</b>	<b>10,921.65</b>	<b>100.00%</b>	<b>1.95</b>	<b>100.00%</b>	<b>10,923.60</b>

\* Amount is less than ₹ 1,000/-

47. As per the directives of both the Central and State Governments in the wake of COVID-19 pandemic, the Company had suspended operations across various locations. The Company has considered the possible effects that may result due to the lockdown announced consequent to outbreak of COVID-19 on the carrying amounts of property, plant and equipment, investments, inventories, receivables and other current assets. Based on internal and external sources of information and economic forecasts, the Company expects the carrying amount of these assets will be recovered and sufficient liquidity would be available as and when required to fund the business operations. A definitive assessment of the impact, at this stage, is not possible in view of the highly uncertain economic environment and the situation is still evolving. The Company is continuously monitoring material changes in such information and economic forecasts. The Company being in the business of food products which has been declared as essential services, started operating its manufacturing facilities and operations in a phased manner from the first week of April 2020.
48. The Hon'ble Supreme Court of India by their order dated February 28, 2019, has clarified the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. The same has been implemented w.e.f. April 1, 2019. However, pending directions or clarification from the EPFO, the quantification of impact, if any for the period upto March 31, 2019 is not ascertainable and consequently no effect has been given in the accounts.
49. Figures of the previous periods have been regrouped wherever necessary.

As per our report of even date attached  
For **G. M. KAPADIA & CO.**  
Chartered Accountants  
Firm Registration No.104767W

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

**ATUL SHAH**  
Partner  
Membership No.039569

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

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

**MOLOY SAHA**  
Chief Executive Officer

**AMEYA DHUPELIA**  
Chief Financial Officer

**RANDEEP KAUR**  
Company Secretary

Place : Mumbai  
Date : June 11, 2020

Place : Mumbai  
Date : June 11, 2020