



Foods & Inns

August 27, 2022

To, The General Manager, Department of Corporate Services, BSE Limited, P.J. Towers, Dalal Street, Mumbai – 400 001 Scrip Code: 507552	To, National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 Symbol: FOODSIN
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Dear Sir/Madam,

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, 2022.

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.

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Registered Address: Udyog Bhavan, 2nd Floor, 29 Walchand Hirachand Marg, Ballard Estate, Mumbai 400038

ANNUAL REPORT
2021-2022



Foods & Inns



EVOLVING. EMERGING. EXCELLING.

FOODS AND INNS LIMITED

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Net Worth

₹ 196.68 Crores

CIN

L55200MH1967PLC013837

BSE Code

507552

NSE Symbol

FOODSIN

Bloomberg Code

FOODSIN

Dividend Declared

25% (₹ 0.25)

AGM Date

September 22, 2022

AGM Mode

**Video Conferencing
Facility**

Disclaimer:

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



For more investor-related information, please visit

<https://www.foodsandinns.com/Investor/Investor>





Evolve, Emerge, Excel

Foods and Inns has become a leading player in the Food Processing industry in India with operations spanning more than 50 years. Through all these years, we have been committed to our customers, society and the environment. We have always worked towards creating value for all our stakeholders, while enabling and promoting organic growth and progress. Our primary focus has always been on nurturing healthy and quality food intake in the form of processed fruits and vegetables and in establishing a circular economy. We are focussed on becoming a major player in India's agri ecosystem.

By leveraging our varied and expanding portfolio, expertise and processing experience, we aim to increase our capabilities to serve our customers with the best. With the help of our

highly skilled and proficient workforce, we strive to **Evolve** our business with changing times. Our 7 state-of-the-art integrated manufacturing plants with the best laboratories and food technologists pave our way to **Emerge** stronger by driving higher brand visibility while setting benchmarks. The approval of the PLI scheme has further boosted our optimism, guiding our futuristic endeavours to achieve sustainable growth. Thus, propelling our growth pace and helping us **Excel** as we follow our vision of consistently evolving and emerging better.

We, at Foods & Inns, envisage the future around excellence, relevance and sustainability. Excellence is all about delivering cutting-edge products and customer experience. Our investments in people and infrastructure have

enabled us to accelerate in a dynamic market space.

Relevance is all about creating a significant and meaningful presence in our chosen customer, product and geographical segments. We have continued to foray and scale up our presence in key growth segments.

While many companies have meteoric growth, few sustain in the long run. This brings us to the final pillar, sustainability. It is all about insulating the business as well as creating value, while investing in risk management, processes, brand and ESG consciousness.

We are fervently working on innovative changes across the Group. Driving our action with optimism helped us set new directions to the Foods & Inns growth story, as we continue to predict and adapt to change.



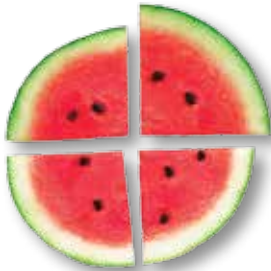
Corporate Overview

Since over five decades, Foods and Inns Limited ('F&I' or 'the Company' or 'It' hereafter) has been at the forefront of India's food processing sector. Leading to the enhancement of shelf life of food products, we primarily manufacture and sell a variety of processed tropical Fruit & Vegetable Pulps, Purees, Spices, Spray Dried Powders, Frozen Food and other value-additive foods to some of the best food brands across the world. Backed by cutting-edge technology and our prudence, we succeeded in establishing sustainably integrated value chains over the years.

Today, F&I is one of the largest Indian exporter of mango pulp and a Government-recognised export house.

The business' established markets in the United States, UK, Europe, Australia, the Middle East, and some Asian destinations.

High business ethics, customer-centric approach and investments in building an experienced team & state-of-the-art equipment, propelled F&I to achieve growth and trustworthy relationships amongst industry peers and end-consumers.



Business Divisions

- ✔ Aseptic
- ✔ Canning
- ✔ Spray Drying
- ✔ Frozen - Fruits/ Vegetables /Snacks
- ✔ Spices (Kusum Spices)
- ✔ Expanding into Pectin/Tetra Recart/Branded Products/Compound Lines



Vision

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



Mission

- ✔ Strive to build world-class manufacturing facilities with emphasis on indigenous sourcing
- ✔ Creating Innovative and Environmental-Friendly Products through constant focus on Research & Development and Sustainable Sourcing
- ✔ Sourcing/creating the best ingredients adhering to high ethical standards
- ✔ Focus on cost efficiencies through Economies of Scale & Asset Light Operating Models



Values

Trust – We strive to enhance our trustworthiness with our customers, suppliers and every other stakeholder through transparency in every arc of operation

Relationship – We believe in nurturing and maintaining relationships for a lifetime by committing to our communities

Transparency – Professionally-managed, publicly-owned bringing the highest level of transparency and control

Quality – Quality is not an act, it is a habit and also the only language we speak

Infrastructure – Integrated plants with the best-in-class food technologists, warehouses and processing capabilities

Integration – Direct, traceable & sustainably certified produce

Experience – Senior team with collective food processing experience of over 300 years blending with the latest generation with knowledge of latest technologies

Facts

50+

Years of Rich Experience & Expertise

30+

Variety of Products Processed

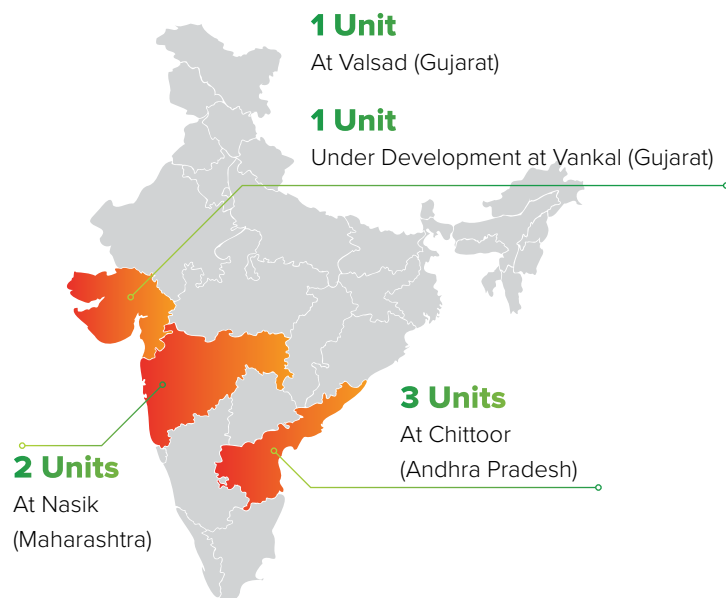
50+

Countries Served

500+

Full-time Employees Strength

7 State-of-the-art Self owned Facilities



Our Restructured Brand Portfolio



Our Product Range

Pulp, Purees & Concentrates

Pulp & Puree



Mango

- ✓ Alphonso/Sweetened Alphonso
- ✓ Hand Peeled Premium Sweetened Alphonso
- ✓ Totapuri
- ✓ Kesar/Sweetened Kesar
- ✓ Green Mango
- ✓ Sindhura
- ✓ Rajapuri
- ✓ Raspuri
- ✓ Neelam
- ✓ Dusheri
- ✓ Hanisa
- ✓ Blended Mango

Other

- ✓ White Guava (Grit/Grit Free)
- ✓ Pink Guava
- ✓ Black Grape
- ✓ Red Papaya
- ✓ Yellow Papaya
- ✓ Tomato
- ✓ Beetroot
- ✓ Carrot
- ✓ Red Chilli
- ✓ Green Chilli
- ✓ Dry Chilli (with Seed & Skin)



Paste & Concentrates



- ✦ Totapuri
- ✦ Rajapuri
- ✦ Neelam
- ✦ Multi Fruit
- ✦ White Guava
- ✦ Red
- ✦ Papaya
- ✦ Tomato
- ✦ Tamarind
- ✦ Beetroot
- ✦ Ginger
- ✦ Garlic

Chutneys & Pickles



- ✦ Sweet Mango Chutney
- ✦ Mango Slices for Pickles

Frozen Foods

Frozen Purees & Pulp

- ✦ Alphonso Mango
- ✦ Totapuri Mango
- ✦ Kesar Mango
- ✦ Guava



Frozen Naan & Flatbreads

- ✦ Plain, Garlic, Chilli Coriander
- ✦ Aloo Stuffed Naan
- ✦ Onion Stuffed Naan
- ✦ Garlic Coriander Cheese Naan
- ✦ Laccha Naan



Frozen Parathas

- ✦ Aloo, Onion, Mix Veg Paratha
- ✦ Cheesy Herbs
- ✦ Cheese Onion
- ✦ Malabar Paratha



Frozen Snacks

- ✦ Punjabi Samosa
- ✦ Potato Samosa
- ✦ Mix Veg Samosa
- ✦ Paneer Tikka Samosa
- ✦ Paneer Chilli Samosa
- ✦ Veg Roll
- ✦ Onion Bhaji
- ✦ Veg Pakora
- ✦ Aloo Tikki
- ✦ Cocktail Samosa
- ✦ Veg Burger
- ✦ Veg Nuggets
- ✦ Cheese Corn Nuggets
- ✦ Cheese Pop Pons
- ✦ Veg Cheese Fingers



Frozen Vegetables



- ❖ Okra
- ❖ Beetroot (Slices, Dices, Spaghetti)
- ❖ Cauliflower
- ❖ Green Peas
- ❖ Carrot
- ❖ Broccoli
- ❖ French Beans
- ❖ Spinach Blocks
- ❖ Green Chilli Whole and Chopped
- ❖ Sweet Corn
- ❖ Chick Peas
- ❖ Onion Red and White – Whole & Diced
- ❖ Pumpkin
- ❖ Tomato
- ❖ Capsicum Red & Yellow
- ❖ Zucchini Noodles (Spaghetti)

Frozen Meal Kits



- ❖ Combo: Naan/Paratha With Chana Masala/Palak Paneer/Aloo Mutter
- ❖ Combo: Stuffed Naan/Stuffed Paratha with Chole/Rajma/Mutter Paneer
- ❖ Combo: Rice with Rajma/Mutter Paneer/Palak Paneer/Mix Vegetable

Spray Dried Powder

Fruit Powders



- ❖ Ripe Mango Powder
- ❖ Raw Mango Powder
- ❖ Orange Powder
- ❖ Watermelon powder
- ❖ Tamarind Powder
- ❖ Pineapple Powder
- ❖ Pomegranate Powder
- ❖ Ripe Banana Powder
- ❖ Raw Papaya Powder
- ❖ Ripe Papaya Powder
- ❖ Sweet Lime Powder
- ❖ Strawberry Powder
- ❖ Raw Banana Powder
- ❖ Black Grape Powder
- ❖ Guava Powder
- ❖ Apple powder

Vegetable Powders



- ❖ Tomato Powder
- ❖ Lemon Powder
- ❖ Green Chilly Powder
- ❖ Carrot Powder
- ❖ Garlic Powder
- ❖ Ginger Powder
- ❖ Spinach Powder

Speciality Powders



- Honey Powder
- Amla Powder
- Jaggery Powder
- Coconut Milk Powder
- Coconut Water
- Vinegar Powder

Dairy Powders



- Cheese Powder
- Curd Powder
- Yogurt Powder
- Beverage Whitener
- Fat Powder

Natural Colour Powders



- Caramel Powder
- Orange Annatto Powder
- Yellow Annatto Powder
- Beetroot Powder

Spices & Masalas

Single Ground Spices

- Red Chilli Powder
- Red Chilli Powder (Medium Hot) (Byadgi Origin)
- Kashmiri Chilli Powder (Mild)
- Chilli Coarse Reshampatti
- Turmeric Powder (Rajapuri Origin)
- Coriander Powder (Indori Origin)
- Coriander-Cumin Mix Powder
- Cumin Powder
- Black Pepper Powder
- White Pepper Powder
- Dry mango Powder
- Fenugreek Seed Powder
- Yellow Mustard Powder
- Dry Ginger powder
- Compounded Asafoetida (Hing)
- Rock Salt Powder
- Black Salt Powder
- Dry Fenugreek Leaves



Blended Ground Spices

- Royal Garam Masala
- Sabzi Masala
- Mumbai Pav Bhaji Masala
- Amritsari Chhole Masala
- Udipi Sambhar Masala
- Chennai Rasam Masala
- Pani Puri Masala
- Aromatic Tea Masala
- Punjabi Tandoori Chicken Masala
- Chicken Masala
- Mutton Masala
- Curry Powder
- Chaat Masala
- Biryani Masala
- Dahi Vada Masala
- Surati Jiralu Masala
- Jal-Jeera Masala
- Fish Curry Masala
- Egg Curry Masala
- Indian Kitchen King Masala
- Dry Onion-Garlic Chutney
- Dry Pickle Masala (Hot & Mild)
- Dabeli Masala
- Paneer Tikka Masala
- ButterMilk Masala
- Sandwich Masala
- Bhel Puri Masala
- Maharastrian Misal Masala
- Malvani Mix Masala



Tetra Recart

Purees & Pulps

- ✦ Alphonso Mango Pulp
- ✦ Kesar Mango Pulp
- ✦ Blended Mango Pulp
- ✦ White/Pink Guava Pulp
- ✦ Red/Yellow Papaya Pulp
- ✦ Tomato Pulp/Paste



Soups

- ✦ Veg Soup
- ✦ Sweet Corn Soup
- ✦ Manchurian Soup
- ✦ Coriander & Lemon Soup



Heat & Eat

- | | |
|----------------|------------------------------|
| ✦ Dal Makhani | ✦ Indian Curry Paste |
| ✦ Paneer Tikka | ✦ Carrot Halwa |
| ✦ Dal Tadka | ✦ Sarso Da Saag |
| ✦ Oatmeal | ✦ Sambhar Curry |
| ✦ Sheer Korma | ✦ Rasam concentrate |
| ✦ Fruit Salad | ✦ Potato in Buttermilk Curry |



Ready Made sauces and paste

- | | |
|------------------------------|-------------------------------|
| ✦ Pasta/Pizza Sauces | ✦ Coconut Milk/Chutney |
| ✦ Schezwan Sauce | ✦ Paprika Paste |
| ✦ Red/Green Chilli Sauce | ✦ Hummus |
| ✦ Coriander & Chilli Chutney | ✦ Garlic Paste |
| ✦ Tamarind Paste | ✦ Ginger Paste |
| ✦ Cheese Spreads | ✦ Garlic & Ginger Paste |
| ✦ Raw Mango Chutney | ✦ Fermented Black Beans Paste |



Sliced Fruits & Vegetables

- ✓ Mango Slices
- ✓ Pineapple (Cubes/
Slices/Chunks)
- ✓ Lychee (Whole-Peeled)
- ✓ Cherries
- ✓ Peaches (Halves)
- ✓ Carrot
- ✓ Green Peas
- ✓ Sweet/Baby Corn
- ✓ Orka (Bhindi)
- ✓ Beetroot
- ✓ Chopped Onion
- ✓ Chopped Tomato
- ✓ Cauliflower
- ✓ Broccoli



Legumes

- ✓ Mix Veggie Salad
- ✓ Mushroom
- ✓ Rajma
- ✓ Egg Plant
- ✓ Pumpkin
- ✓ Chole
- ✓ Drum Sticks
- ✓ Bitter Gourd (Karela)
- ✓ Chick Peas
- ✓ Olives
- ✓ Black Beans
- ✓ Jalapeno (Sliced)
- ✓ Bamboo Shoots





Milestones

1970

Commissioned first production line, supplying spray dried egg powder



1980

Acquired fruit canning line in Valsad, Gujarat from Coca-Cola India



1990

Invested in aseptic fruit processing technologies in Chittoor, Andhra Pradesh

Acquired frozen food manufacturing unit in Nashik, Maharashtra



2000

First company to introduce mono block PLC and multi-tube sterilisers for high flavour products

Increased processing capacity



Our Clientele



2010

First company to certify farmer under various programmes, strong efforts to waste management and building circular manufacturing facilities

Increased exposure to food service business



2019

Acquired branded spice company Kusum Masala

Forayed into B2C business, including frozen products and others



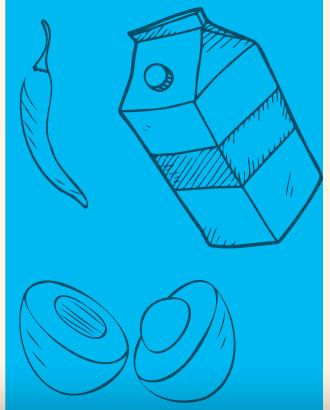
2020

Achieved Brownfield expansion of cold chain facility at Gonde, Nashik



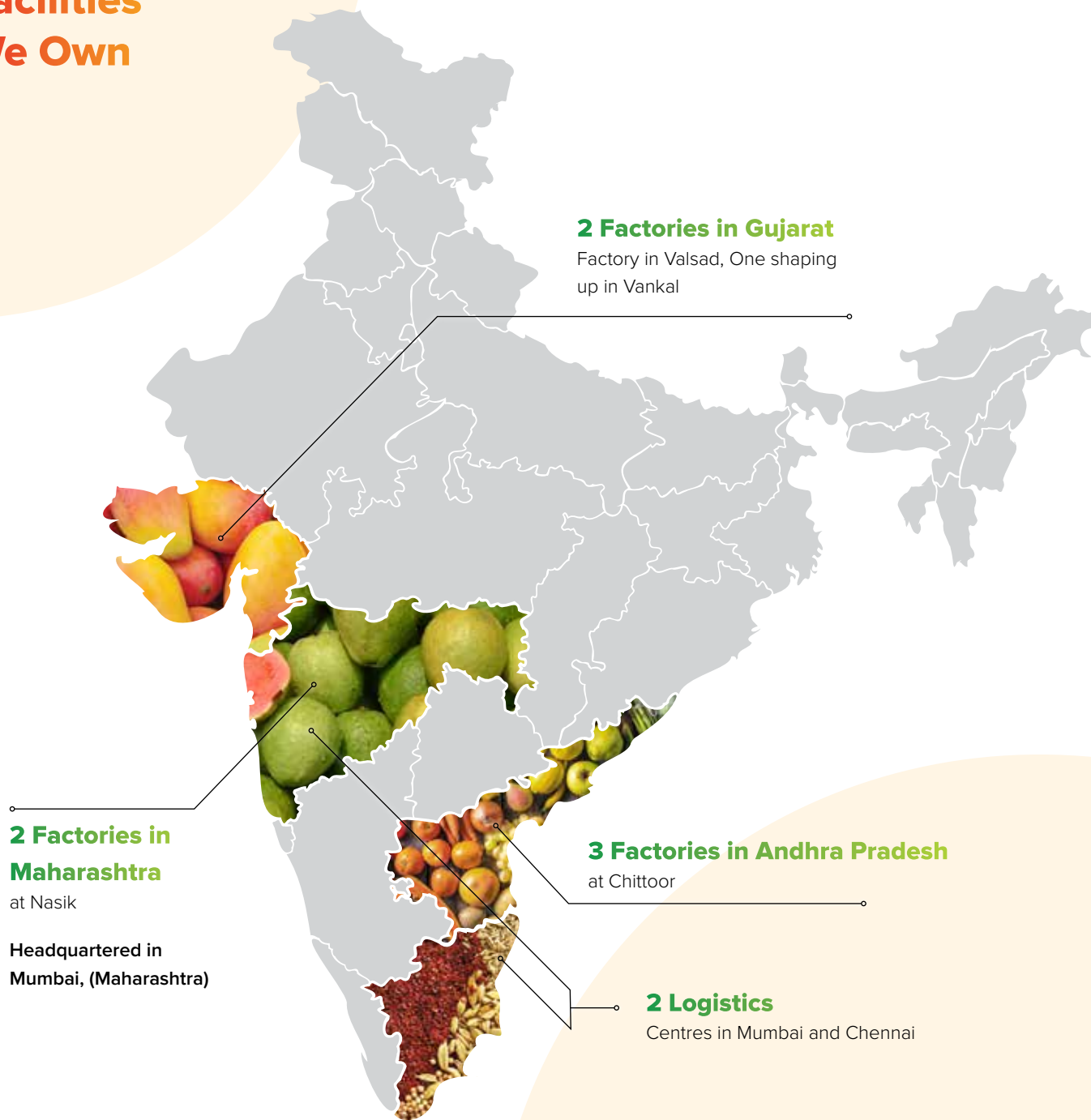
2022

Tetra Recart



Our Presence

Facilities We Own



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

Our Footprints



Market Presence

Market-wise percentage of revenue share of F&I total products basket in 2021-22

1	America & Canada	6%	6	Rest of Asia	2%
2	Europe & UK	26%	7	Japan	2.8%
3	Middle East & Africa	6.1%	8	Australia & NZ	0.3%
4	India	55%	9	Russia	0.46%
5	China	1.34%			



Good for the Planet Good for Business

The greatest threat to our planet is the mindset that takes sustainability to be an abstract idea. We believe that sustainability is about doing better and being mindful of how we use and reuse our limited resources. Now is potentially the time to set a good example of inclusive progression while focusing on the people and planet.

At F&I, sustainability initiatives and sustainable agriculture are both deeply rooted in our organisational culture since 2011. Sustainable agriculture entails environment protection, responsible farm management and human and workplace rights. It is an ongoing activity that goes beyond certifications. For us, sustainability is about having a holistic impact on farmer welfare and the environment while rendering positive impact on the society. Our sustainable agricultural interventions aim to transform India's fruit and agricultural value chain and the lives of lakhs of farmers who are part of our ecosystem. However, the execution

of sustainable activities at scale remains challenging; but despite bottlenecks and high-entry costs, our sustainability efforts are persistent.

To sustainably feed the world thirty years from now, a radical remodelling of the food ecosystem is paramount – and consequently, we see our role in driving transformation in the processed food through incubation and investment in regenerative, resilient, value creating initiatives for farmers, consumers, investors, and the planet.

Our ambition is to create sustainable solutions which provide people with safe, high-quality, and healthy products, while empowering our entire value chain with knowledge, technology, and capital. As we transition away from linear and wasteful economic models, we aim to promote circular alternatives that build economic, natural, and social capital by removing waste, maintaining resources, and developing regenerative solutions for the natural

world. We believe our business model is innovating towards a more cohesive and sustainable world, in which we are creating more equitable value for all our stakeholders.

In the current agricultural environment, smallholder farmers suffer from low productivity, quality issues and lack of economic viability. We have run programmes with IDH of Netherlands to help smallholder mango farmers produce more sustainably and to drive responsible mango sourcing in the region of Ratnagiri and Konkan, India. The project addresses environmental issues such as climate impact, pesticide management and crop traceability as well as social aspects and will run over the course of two years.



Project Farm Gate 2.0



Driving sustainable mango farming in India



Objectives



Targeting 100+ small holder Alphonso farmers covering over 1,000 acres to build a sustainable value chain of 2,000+ MT of fruits certified via FSA-SAI



Ensuring smallholder farmers gets higher realisation via higher yields and helping them increase their per capita income



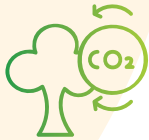
Controlling or limiting the farmers' use of harmful pesticides



Bettering the environment via IPM, soil management, water conservation and monitoring carbon emissions

Carbon Emissions

Aiming to be carbon neutral and thereafter, carbon negative (CO₂ removal)



Carbon absorption:

- Indian Mango orchards sequester approximately 1 mn MT of CO₂ annually, this is higher than other fruits due to the Mango trees having higher surface area



Carbon emission:

- Carbon emission at Mango orchards is circa 750kg CO₂/ha whereas at the processing facilities, it is 850kg CO₂/ha totalling 1,600 kg of CO₂/ha
- Emissions are in the form of agrochemicals, fertilisers, fuel and energy
- India's Mango orchards spread 1.3 mn ha



Farms

Monitoring and reducing:

- Pesticide use at farms
- Soil management

Move to carbon neutral/negative:

- IPM (natural crop enhancers)
- Vermi compost
- Tree planting



Plant Operation

Monitoring and reducing:

- Power generation and fuel usage
- Fruit Ripening

Move to carbon neutral/negative:

- Converting to solar energy
- Waste conversion (briquettes)
- Rain water harvesting
- Tree planting



Packaging

Monitoring and reducing:

- Monitor emission from PM suppliers whilst conducting audits

Move to carbon neutral/negative:

- Replacing 200kg drums with 1.5MT bins
- Investing in recyclable carton packaging instead of tinned can via Tetra Recart



Transportation

Monitoring and reducing:

- Evaluate emissions from transportation of fruit and finished product via trucks and ships

Move to carbon neutral/negative:

- Using bulk packaging where possible
- Moving to recyclable cartons



Foods & Inns featured in Coca Cola's Business & Sustainability Report



At F&I, We Strive to Build a Better Tomorrow

The Backbone of the Indian Economy - Smallholder and Marginal Farmers

On an estimate, more than 80% of Indian farmers are smallholders, meaning those with less than 2 hectares of land under their control. Smallholder farmers face structural challenges including lack of resources, technology, and assistance programmes, which makes their livelihood and sustenance vulnerable. Fruit and vegetable farm yields in India are 10.1 MT/ha, while global and Asian yields are 14.4 MT/ha and 15.7 MT/ha, respectively. This scenario showcases the need for improvement in the Indian agriculture and its potential that remains untapped.

Keeping this in mind, through 2022, we are implementing KPI-led projects for sourcing mango from smallholder farmers with the goal of promoting sustainable farming (best farming practices). Within this initiative, we are providing access to certified produce,

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

The Indian Farm Bill Act is significant for rural India and speeds up the modernisation of Indian agriculture. Moreover, it is shifting the balance of economic power from middlemen to farmers, improving farmer profitability. At F&I, we manage sourcing and direct farmer programmes. By utilising bank funding and crop insurance, we concentrate on ensuring that our direct smallholder farmers are prepared to handle volatility. Additionally, minimum support prices enhance farmers' market confidence.

Source: ISHS, NCBI, FAO (UN)



At F&I, we're working to expand our network of smallholder and direct farmers in order to enhance value chains and source ethically. This includes enhancing our traceability, pesticide management, and consistency in raw material quality.

F&I finished a number of projects involving sustainable sourcing with our EU clients over the past year. With the help of several smallholder farmers, we were able to find specialised produce for one of the biggest FMCG companies. This formalised our outreach programme for ethical and human rights issues in collaboration with one of the biggest food producers in the UK, aligned to the UN SDGs.

Farmer Profitability and Resilience

A bottom-up agriculture strategy is being developed by F&I. Through this, our goal is to boost the farmer's revenue while also increasing output. By educating farmers about optimum farming methods, we are promoting higher farm yields, enabling them to increase farm realisation and profitability. Additionally, we encourage farmers to use honey bees, boosting cross-pollination and intercropping with various fruits and vegetables, producing additional income throughout the year, in order to sustain better incomes.

Farmers' Sustainability

In India, farming encompasses a wide range of sustainable practises. At F&I, we realise how use of pesticides in agriculture results in mixing of non-edible and dangerous compounds in our food. In the western market, there are rigorous pesticide regulations that lead to limitations on export.

In addition to reduce soil fertility, and water tables, as well as raise risk of pests and pathogens from monoculture, the extensive use of pesticides is a factor in India's rising rate of cancer diagnoses (around 12% per year). With integrated pest management strategies, we educate farmers to lower use of dangerous pesticides and thus limit carbon emissions.

We are also running irrigation and soil nutrient programmes through training, demonstrations, and the distribution of manuals to farmers as part of our efforts to expand our sustainability initiatives at the farm level. By concentrating on value-added farming and regenerative agriculture, we are bringing science and mathematics back to agriculture.

Committed to Addressing What Matters Most



Waste Management: Fostering a Circular Economy

Foods and Inns purchased over 2,00,000+ MT of fruit, vegetables, and spices, resulting in a significant amount of waste that is consciously diverted away from landfills and adjacent towns. We make every effort to recycle the majority of our waste in peels, stones, and butter, into briquettes (combustible biomass material) and organic compost, which we give back to our direct smallholder farmers. Thereby, fostering a circular economy and safeguarding biodiversity.



Upcycling: Creative Reuse of Waste

As a leader in food innovation, F&I is attempting to redirect waste into more innovative and value-added finished products such as pectin, butter, oils, leathers, and paper. We are transforming garbage into wealth-creating items, keeping in mind the conscious customers of today. All of these projects are being monitored and are scheduled to be implemented during the next two to three years.



Carbon Emissions and Renewable Energy: Our Efforts towards Reducing Our impact

Given the climate emergency we are experiencing today, F&I endeavours to minimise its impact on the climate. In this direction, we aim at lowering the business' carbon emissions over time. F&I has acted as an advocate, submitting their first GHG (Greenhouse Gas) inventory and carbon emissions data to the Carbon Disclosure Project (CDP) in 2021. We have received a rating of B - which is considered a great achievement for a company of our size in the Food & Beverage processing market. We have committed to reducing our emissions by 2030. We are continually assessing our position on decarbonisation and working toward Science-Based Targets (SBTs). By fostering open talks with our customers about our environmental effect and assessing how we fit into their better tomorrow climate action story.



Data & Technology: Helping Committees in Making the Right Choice

We implement effective backward integration to complement our business sustainability. We seek to strengthen our relationships with farmers in order to transform and scale our product portfolio while also increasing farm yields and farmer revenue. We are driving the theory of change for Indian farmers and tracking outcomes, effects, and impacts of our activities. AgriTech adoption is strong, and we anticipate that 50% of farmers will be majorly technology-driven in future. This will assist us in monitoring and increasing farm productivity while lowering expenses and improving overall food security. We are creating data pools about farmers and crops in order to use data and artificial intelligence to make better decisions about production, incentives, pricing, and crop surveillance. The combination of AgriTech and data will assist us in connecting farmers and consumers, thereby optimising the farm value chain. Our sustainability endeavours are all in line with the UN SDGs.






**Management
Discussion and
Analysis**

Global Economy

The beginning of 2021-22 was perceived as a year of revival of economic activities, after the combined supply and demand shock led to a dramatic collapse in trade in 2021. However, this worldwide collapse of the entire ecosystem triggered by the Covid-19 pandemic is now being surpassed by newer threats, namely inflationary situations, warring nations and defaulting economies. The economic costs of war are expected to be widespread through commodity markets, trade and financial interlinkages. Hence, the global GDP is estimated to stay well below its pre-pandemic levels. Following the lingering impact of the pandemic, geopolitical tensions and inflation, the current estimate for global GDP was revised from 5.9% to 4.4% for the year 2022.

Indian Economy

The global crisis has undoubtedly translated into clouded economic growth outlook for India. Our country's GDP is expected to grow at 8.2% in 2022, and 7.4% in 2023. India was already battling inflation since a while, and now has further been pushed because of the external shocks. However, India's underlying economic fundamentals are strong. Hence, in spite of the short-term instability, consequences on the long-term outlook will be negligible. Government involvement through policies, incentives and schemes are expected to be a multiplier effect on income, resulting in accelerated economic growth. Government CAPEX is budgeted to grow to 2.9% of GDP in 2022-23, the highest in nearly two decades. The ongoing geopolitical crisis could have a spill over effect on India, making it a preferred alternative investment destination. The baton of the fastest-growing economy

could possibly be handed over to India in the near future. Another factor to be considered is the large, vaccinated chunk of population, which might be helpful in combating further waves of the pandemic, if any.

Business Overview

The business environment is complex and volatile. The calamities in the external environment aggravate the challenges further. Our strategy is constantly evolving to adapt to the trends and forces shaping our markets and positively impacting our stakeholders. Rising affluence, large working population, nuclear family structures, urbanisation and rapidly increasing adoption of technology, are some of the major growth drivers of the market in the current scenario.

The operating environment in 2022, continued to remain volatile and challenging. India witnessed a devastating second wave of Covid-19 during the June quarter with a significant humanitarian and economic impact. Due to the disruption in global supply chains, inflation led by high prices of key commodities like crude oil derivatives, palm oil and packaging, rose to historic highs.

The two years of pandemic made us stronger, with businesses adopting better ways to become more resilient and responsive. With transitions of the economy, consumer and channel landscapes, we continue to focus on being agile in leveraging our strengths, capturing opportunities and navigating through the challenges. Our strategy is constantly evolving in line with the trends and forces that shape our markets and impacting our multi-stakeholders. With this, we also remain focused to delivering to our commitment of 4G growth — consistent, competitive, profitable, and responsible.

Our supplier ecosystem is an integral part of our business, helping us to innovate our products and drive mutual and sustainable growth. The support of our suppliers is critical to our progress towards key aims such as reducing carbon emissions, protecting nature, and improving diversity and inclusion. We can only achieve our ambitious goals through the collective efforts of our team and supply partners. We worked extensively with our supply partners on integrating better with our supply chain. In doing so, we believe we are positioning both our business and theirs for growth.

Foods that deliver positive nutrition are defined as products containing impactful amounts of vegetables, fruits, proteins, fiber, unsaturated fatty acids or micronutrients such as vitamins, zinc, iron and iodine. Our Company is committed to increasing the number of products sold, that deliver positive nutrition by 2025.

The year under review, posed various business challenges, which was successfully mitigated by engaging employees in various engagement initiatives and process improvement strategies across the organisation.

Food Processing Industry

India's Food Processing sector is one of the largest in the world and its output is expected to reach USD 535 billion by 2025-26. It lies at the heart of the Government of India's 'Make in India' initiative and resonates with 'Vocal for Local'. Over the years, agricultural production in India has consistently recorded higher output. India ranks third in cereals, first in pulses, second in vegetable primary, second in fruit primary, first in milk and third in eggs primary in World Agriculture in 2018. An abundant supply of raw materials, increase in demand for food products

and Government incentives have impacted food processing sectors positively. During the 5 years (ending 2019-20), Food Processing sector witnessed Annual Growth Rate (AAGR) of around 11.18% as compared to around 4.19% in Agriculture (at 2011-12 prices). This sector also emerged as an important segment of the Indian economy in terms of its contribution to GDP, employment and investment. The sector constituted as much as 9.87% and 11.38% of GVA in Manufacturing and Agriculture sector, respectively, in 2019-20 (at 2011-12 prices).

(Source: MoFPI)

Sector Ranking

Ranked 2nd

Globally in food production

Ranked 1st

In spice production in the world

Ranked 1st

In milk production in the world

Ranked 1st

In livestock population

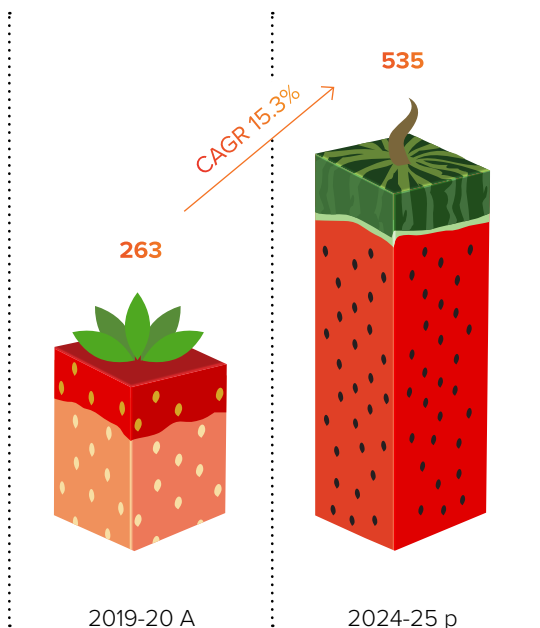
Ranked 1st

In production of fruit and vegetables

Ranked 2nd

In world production of fish as well as in aquaculture

Indian Food Processing Industry (USD Bn)



Key Drivers

Favourable Demographic

Younger population, high disposable income & growing number of nuclear families to propel demand

Increased use of processed products as inputs

Similar nutrition to that of fresh fruits, longer shelf life and availability at relatively cheaper rates

Organised Retail

Increasing share of organised retail & growing QSRs and CDRs to drive the growth of the sector

Government Initiatives

Boost to be provided by 100% FDI limit, Investments in AEZs, food parks and Schemes like PLI Scheme

Growth Drivers

Strong domestic demand: Change in lifestyle and food habits due to increased disposable income

Supply side advantages: High-level of agricultural production — large livestock base, wide variety of crops, inland water bodies and a long coastline that help increase marine production

Export opportunities: Proximity to key export destinations, greater integration with the global economy

Proactive Government policy and support

Fruits and Vegetable Pulping Vertical

According to APEDA data, India is the largest producer of vegetables, such as ginger and okra, and second-largest producer of vegetables such as potatoes, onions, cauliflowers, brinjal, and cabbages. It is also the largest producer of fruits such as Bananas, Papayas, and Mangoes.

There is a huge opportunity in harnessing the potential of fruits and vegetables processing in India in the form of frozen (IQF), canned, pulp, puree, paste,

sauces, snacks, dressings, flakes, dices, dehydration, pickles, juices, slices, chips, jams and jelly.

The Government of India through the Ministry of Food Processing Industries (MoFPI) is taking all necessary steps to boost investments in the Food Processing industry. The Government has sanctioned 41 Mega Food Parks (MFPs) to be set up in the country under the Mega Food Park Scheme. Currently, 22 Mega Food Parks are operational. Fruits and vegetables

exports were up by 12% to touch USD 1,676 mn in 2021-22 against USD 1,492 mn in 2020-21, while processed fruits and vegetables exports were up by 7% to reach USD 1,202 mn in 2021-22, against USD 1,120 mn in the previous year.

Exports of fruits & vegetables valued at USD 205.79 mn in May 2022, and recorded positive growth vis-à-vis May 2021 of 15.20%.

(Source:

<https://pib.gov.in/PressReleaselframePage.aspx?PRID=1781255> ; <https://www.investindia.gov.in/sector/food-processing>

<https://www.investindia.gov.in/siru/indian-food-processing-sector-untapped-growth-opportunity>

<https://assets.kpmg/content/dam/kpmg/in/pdf/2021/05/food-processing-growth-opportunities-post-covid-19.pdf>)

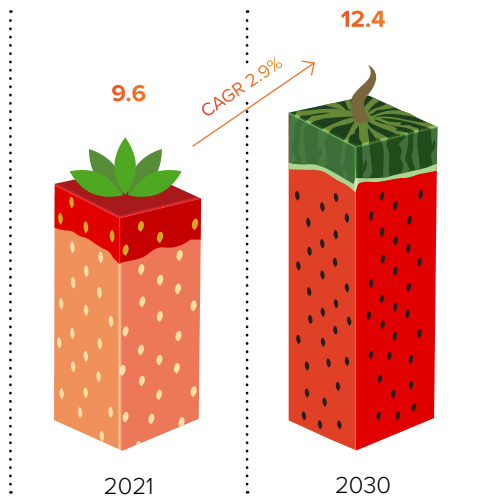
Government Initiatives

In order to ensure overall development of Food Processing Industries (FPI) in the country, while dealing with challenges arising out of Covid-19, the Ministry Food Processing Industries (MoFPI) has undertaken a number of initiatives which include:

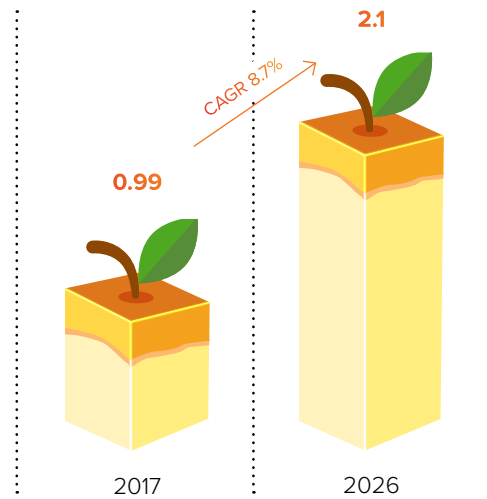
- i. Launching of a Centrally Sponsored Scheme, namely, PM-Formalisation of Micro Food Processing Enterprises Scheme (PMFME) for providing financial, technical and business support for setting up/upgradation of 2 lakh micro food processing enterprises across the country during five years from 2020-21 to 2024-25 based on One District One Product (ODOP) approach with an outlay of ₹ 10,000 Crores.
- ii. Pursuing expansion in the scope of Operation Greens scheme under Pradhan Mantri Kisan SAMPADA Yojana from Tomato, Onion and Potato (TOP) to all notified fruits & vegetables (TOTAL). Subsequently, in the Union Budget 2021, Operation Greens scheme has been extended from TOP to 22 perishables for value addition and export.
- iii. Supporting global food manufacturing champions in creation and support Indian brands of food products in international market through the Production-Linked Incentive (PLI) scheme for Food Processing Sector with an outlay of ₹ 10,900 Crores to support.
- iv. Facilitating food processing units and resumption of their operations, the Ministry of FPIs had established a dedicated Grievance Cell and a Task Force during initial phase of Covid-19 pandemic to liaison with state authorities. A total of 585 industry-related issues were resolved during the lockdown period in 2020 by the Cell.
- v. The Ministry is implementing a Central Sector scheme – Pradhan Mantri Mantri Kisan SAMPADA Yojana (PMKSY) for overall development of the food processing sector for increasing processing capacity, reducing wastage of agricultural produce, creating off-farm employment and ensuring better returns to farmers and enhancing export of the processed foods.



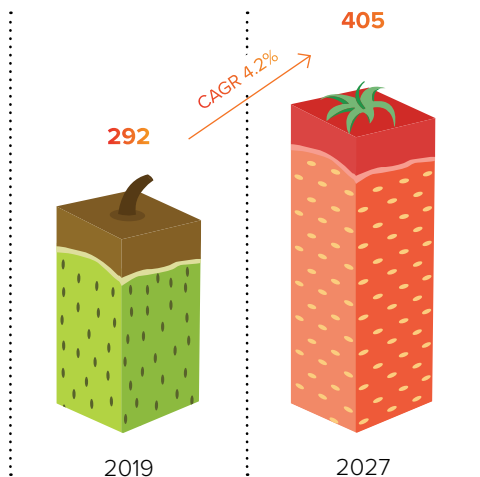
Global Fruit Pulp Market (USD Bn)



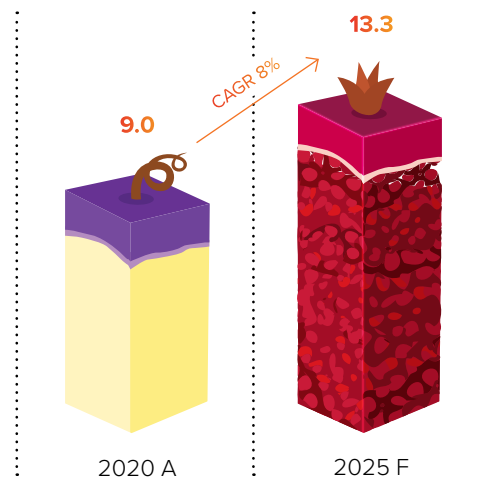
Global Mango Pulp Market (USD Bn)



Global Frozen Food Market (USD Bn)



Indian Spice Market (USD Bn)



Key Points

- Robust demand for fruit pulps seen due to long shelf life and properties like fresh fruits
- APAC accounts for ~37% of mango pulps export, with India and China having the maximum share
- Increased consumer awareness, higher shelf life and ability to preserve nutrients, texture & taste of fruits and vegetables to be the major factors bolstering demand for frozen food
- The fragmented Indian Spice industry is worth ₹ 80,000 Crores and the branded market is valued at ₹ 30,000 Crores and estimated to grow at an annual pace of 10-15%
- Multiple SKUs, consistent quality, increased shelf life and introduction of smaller pack sizes have led the shift from unorganised to branded spices



<https://www.moneycontrol.com/news/business/decoding-the-indian-spice-market-shift-from-unbranded-to-branded-spices-wont-be-quick-8263961.html>



<https://www.cnbctv18.com/videos/business/spice-market-projected-to-cross-rs-1-lakh-crore-by-2025-with-branded-players-clocking-15-growth-13215132.html>

Outlook

After China, India is the second-biggest producer of fruits and vegetables, and the largest producer of fruits such as mangoes, bananas, papayas, and guavas. In addition, India is the world's second-largest producer of vegetables such as onions, potatoes, green peas, tomatoes, cabbage, and cauliflower. The Government's approval of 100% FDI in the food processing sector, together with the establishment of 41 Mega Food Parks (22 of which are already operational), is expected to significantly enhance the sector. India has a huge opportunity to capitalise on this growth potential. The fruit category is expected to increase at the fastest pace because of the growing interest for healthy foods such as organic, ready-to-eat fruits.

The rising number of health-conscious customers prefer fruit items that are widely available and much tastier, such as fruit juices. In addition, the rising workforce and lifestyle changes are driving the constant increase in demand for processed fruits and vegetables. The shift in consumer attitudes toward healthier organic options is projected to boost demand for value-added products in the future. It will also provide great potential for countries that produce fruits and vegetables.

Our Edge

We are staying a step ahead of the competition and moving away from the pure commoditised market by disclosing our carbon footprint on the CDP platform. We believe that this will soon become a norm in the industry and the smaller players will find it difficult to adopt these practices and as a result will not find acceptability amongst the larger brands, thereby helping us increase our marketshare.

Pulping is our largest business division and the bread-and-butter of our

operations. It contributed ~87% of Total Sales in 2021-22 and caters to the needs of the largest Fortune 500 Beverage manufacturers, globally. Mango Pulp is our major product and contributed ~77% of our Total Sales in 2021-22. Mango pulping has been the predominant business of our Company since 1980s when we acquired a Mango canning line in Valsad, Gujarat from Coca-Cola India. Consequently, with minimal modifications to the existing machinery and with the help of mobile equipment, our Company has added other products like Guava, Tomato, Chilly, Papaya, Banana, Tamarind, Ginger, Garlic amongst others to the business' portfolio in the last few years. These products will help augment our operating margins by absorbing fixed cost incurred during the non-peak season.

We have been able to manufacture these products with minimal alterations to our existing lines. Guava pulp contributed to ~5% of the Total Sales in 2021-22, followed by Tomato Pulp accounting for ~3%. F&I is bullish on expanding revenue contribution of the products other than Mango, in the years to come, and to garner a larger market share in these products as we make inroads with our offerings.

Tailwinds for the Pulping Division:

Domestic markets were extremely favorable in 2021-22 as we gained market share from our competition. Coca Cola India unit as well as Pepsi Co. bottlers in India reported their best-ever by sales volume in April to June 2022 which was announced during their respective quarterly earnings. This was primarily led by affordable single serve packs and expansion in distribution network. Coca Cola & its bottling partners are investing around USD 1 bn to expand production capacity by upto

40% and expand its addressable market in the country by targeting occasions, innovation & culture as per a Business Standard report dated July 27, 2022. Coca Cola's mango-based drink was singled out as the growth driver in India in their result commentary on Economic Times dated July 26, 2022.



Links: <https://economictimes.indiatimes.com/news/india/coca-cola-india-bottling-partners-investing-usd-1-bn-to-expand-capacity/articleshow/93170099.cms>

The Beverage maker is increasing spending significantly to sustain the growth momentum in the non-summer months in India which also augurs well for suppliers like us.



Link: <https://economictimes.indiatimes.com/industry/cons-products/food/coca-cola-takes-limca-to-no-fizz-segment-signs-on-neeraj-chopra/articleshow/93171030.cms>

Pulpy Facts

87%

Revenue from Pulping segment

77%

Revenue contribution from Mango Pulp

Spray Drying Vertical

Spray drying of fruits and vegetables is a technology that converts fruits and vegetables from liquid form to the powder form. The high-quality powders with low moisture content result in higher shelf life of fruits and vegetables. These also contribute to the flavour when added to various food products. It is used for enhancing taste and for adding natural colourants to the final product. This process results in good quality, low water activity, easier transport, storage, handling and increased shelf-life of fruits and vegetables.

Geographically, North America is the dominant region in global Spray Dried Food market followed by Asia-Pacific and Europe. With burgeoning population growth, the demand for food and beverages has increased significantly. There is a rise in demand for spray dried food products because of the convenience in storing and perishability of these food products for a prolonged period.

Growth Enablers

- Heightening demand for ready-to-eat snack foods coupled with the convenience of foods
- Increasing opportunities in Bakery market, Snack market, and Confectionery is also another factor in

Spray Dried Powder Facts

550 MT

Capacity being expanded to 1,100 MT by October 2022

2.5%

Revenue from the segment

driving the Spray Dried Food market, along with increasing extension of shelf life of these products for prolonged periods

- Rising emphasis on providing healthier product offerings

Outlook

The global Spray Dried Food market industry can be divided by major regions which include North America, Latin America, Western Europe, Eastern Europe, the Asia-Pacific, Japan, the Middle East and Africa. Globally, among all regions, North America is the leading nation in global Spray Dried Food market, followed by the Asia-Pacific and Europe.

Our Edge

We are currently doubling our Spray Drying facility in Gonde, Nashik to 1,050 MTPA from 500 MTPA, in order to support the incremental demand of products – supplied from our fully utilised existing capacity. This facility is expected to be fully operational by October 2022.

Spray Drying contributed to around 2.5% of our Total Sales in 2021-22. The brownfield capacity is expected to use its full capacity by the end of 2022-23 mainly because of the expected rise in demand for the products of this division. This is led by a hike in demand for ready-to-eat and convenience foods. Further, bakery, snacks and confectionery manufacturers are also among the growth drivers of this vertical.

Frozen Food vertical

Frozen food is described as food stored at a low temperature for an extended length of time. It includes a variety of culinary items such as ready meals, vegetables and fruits, and soup. Packaged ready-to-eat foods, bakery, snacks and desserts are all included in this sector. In 2022, the global Frozen Food market was estimated to be valued USD 268.3 bn. It is expected to grow at a CAGR of 6.2%, generating roughly USD 392.4 bn. in sales by the end of 2028. The lucrative growth of the global Frozen Food market is attributed to urbanisation, rising consumer purchasing power, expanding Food & Beverage industry, adoption of ready-to-eat as well as convenience food products, rapid technological innovation, and rising consumption of frozen bakery and snacks, globally.

(Source: Global Frozen Food Market to Grow at a CAGR of 6.2% during (globenewswire.com))

Growth Enablers

- Demand for frozen food is gaining huge popularity among consumers across the globe
- Changes in lifestyle enabling frozen-ready meals to carve its way to the market

Outlook

The Frozen Food export market sector has grown in recent years as a result of customer acceptability and brand

Frozen Facts

3.5%

Revenue from the Segment

85:15

Export:Domestic Ratio

awareness in developing countries. Frozen dishes are simple to make and require less time. They have a high nutrition value. The sector of quick and ready-to-eat meals is expected to dominate the global market. This is owing to people's changing and busy lifestyles which has increased global consumption of frozen meals.

(Source: Frozen Food Market Size, Share, Global Trends and Forecasts/MarketsandMarkets)

Our Edge

We built our R&D in this segment and innovated to offer some novel items that we co-pack for some Canadian retailers. Eventually, we achieved stellar success for these products. We have installed a new state-of-the-art cold room in our Gonde, Nashik plant, which is expected to boost the efficiency of our frozen business. In 2021-22, this business contributed around 3.5% of total sales.

Increased consumer spending on convenience foods and ready-to-eat meals, rising popularity of frozen fruits and vegetables, an increase in the number of convenience stores, and cold chain logistics infrastructure, is to contribute to the division's expansion. In this vertical, our organization has begun to target the local HORECA segment and the B2C segment. We have also begun distributing our products to local HORECA partners such as Barbeque Nation, Ambassador Sky Chef, and Innovative Food Limited, among others.

Spices & Masala Vertical

Spices are defined as aromatic or pungent vegetable substances used to bring flavour in the food. Rising fondness towards various flavours in foods & snacks is likely to prompt manufacturers to produce high-quality, appealing and reliable spices. This also enables to build better competitive edge in terms of meeting global standards, consistently. In the year 2018, the global Spices market size stood at USD 8.4 bn. Due to increasing demand for spices led by expanding urbanisation, the Spices market is likely to register standard compound annual growth rate (CAGR) of 4.80% between 2019-25.

Growth Enablers

- Spices market has witnessed massive growth globally because of newer cuisines using spices introduced to people of different ethnicities
- With a rise in disposable income, the working-class and urban population in general is willing to eat in restaurants and experience different cuisines, thus contributing to the overall market growth of spices

Outlook

Powdered spices account for more than half of global spice revenue. In terms of being a significant producer and exporter, Asia-Pacific has the biggest contribution share. Further, growing consumer preference globally is expected to drive demand and create significant potential in this category.

Spices Facts

60%

Capacity Utilisation

70+ Products

Under Ground, Whole and Blended Spices

12+

Under Ground, Whole and Blended Spices

Our Edge

Our spice business is housed under the brand Kusum Spices which is a 50+ year old brand. Our Company acquired this brand in October of 2019, to take our first step towards implementing our strategy to shift from a pure play B2B company to establishing a presence across both B2B and B2C. This acquisition was strategic, aimed at diversifying our business from being predominantly dependent on mango. The Brand enjoys presence in the Western suburbs of Mumbai and the Middle East. Covid-19 has played spoilsport in scaling the brand as we restrained on the marketing spends for the same. The business continues to be profitable with high teen EBITDA margins. With the PLI approval under category 3 for branding & marketing, our Company is confident of taking the brand onto its

next level of growth. Our Company has commercially launched its state-of-the-art facility for spices in Gonde, Nashik by moving it away from the rented premises in Goregaon, Mumbai. The facility has capabilities of ETO required for the export markets and is soon planning to add steam sterilization capabilities in the campus with the capex being a part of the minimum commitment under PLI. We have also planned to expand distribution across European, Middle Eastern & the US markets. Branded seasoning and spices have been witnessing remarkable demand from the commercial and household sectors to add taste and flavours alongside preference for related health benefits. Pre-mix packages provide consistency in the food taste with minimum effort.

Emerging Verticals for FNI:



B2C

Our Company has created a separate division and hired professionals from the FMCG industry to run the consumer division. We have consolidated our strategy and will market our consumer division products under the brand Greentop, Kusum and Madhu. We have developed an interesting range of products in the vertical of frozen food, plant-based high protein foods, fruit and vegetable pulps and ready-to-eat meal combos. Our Company has also tested the concept of mini QSRs (Quick service Restaurants) in high footfall areas and has zeroed down on a few locations in Mumbai to set up the chain.



Tetra Recart

Tetra Recart is a sustainable carton packaging offering an innovative and alternative solution to canned foods. It is environment-friendly and helps maximise the products' potential while generating new business opportunities. Tetra Recart has lower carbon emissions than steel cans and juice jars. It is efficient to store and transport due to its rectangular shape and lower weight. Our Company has signed an exclusivity agreement for its production in India for the first couple of years.

The entire facility of Tetra Recart is ready to commence in Vankal in Gujarat. The facility is undergoing trial runs and expected to be commercially operational by November 2022. The capex incurred under this division is also a part of the committed capex under PLI.



Pectin

Pectin is a vegetarian alternative to gelatin and 95% of India's requirement of Pectin is imported from Brazil, China and the US. It is used as a thickening agent and widely used in jams, jellies, frozen foods and more recently as a fat/sugar replacer.

Our Company is putting up a Pectin manufacturing facility in Chittoor, Andhra Pradesh, which is the largest Mango-Pulping belt in India. Some large MNCs and a few other Indian companies have approved the lab test results of the Pectin produced by our Company. Its production is expected to commence by December 2022 as we collect and dry the mango skin of the 2022 season.

When pulped, 50% of a mango gets wasted and has to be disposed off in the form of skins and kernels. Managing waste comes with a cost. With this initiative, we have created a significant value-added segment which will help us manage our waste and ensure sustainability.



Government Initiative

The Government of India had announced a total outlay of ₹ 10,900 Crores under the Production Linked Incentive (PLI) scheme for the Food Processing industry, under the tutelage of Ministry of Food Processing of Industries. The scheme has been formulated based on the Government's vision of a Aatma Nirbhar Bharat for enhancing the nation's manufacturing capabilities and exports. The Government intends to create global manufacturing champions based in India, strengthen Indian brands abroad, increase

off-farm jobs, ensure remunerative prices of farm produce and increase farmers' income.

On December 6, 2021, our Company received an approval from the Government of India under Component 1 of the Production Linked Incentive Scheme for Food Processing industry under which F&I has to invest and grow the business' sales by a minimum of 10% CAGR (Maximum cap for incentives at 15% CAGR of Sales) to receive the incentives on a yearly basis from 2021-22 to 2026-27, with the base year sale being 2019-20.

On January 5, 2022, our Company received an approval from the Government of India under Category 3 of the Production Linked Incentive scheme for Food Processing industry under which the Company has to incur Branding & Marketing expenditure to build our own brands outside India between 2021-22 to 2025-26. The Government under this incentive scheme will reimburse our Company 50% of the Branding & Marketing spends on a yearly basis from 2022-23 to 2026-27.

The capex of our Company considered under the PLI scheme consists of the Tetra Recart facility in Vankal, Gujarat, doubling our fully utilised Spray Drying facilities in Nashik, building a new spice factory in our existing land in Nashik to cater to international markets, increasing Cold Storage facilities along with increasing our agro-processing capabilities.

Our Company is optimistic on significantly contributing towards building a strong ecosystem for strengthening the Agro-processing space in India and in establishing our own brands abroad.

This programme by the Government will propel our Company's B2C foray. Considering both Category 1 & Category 3 incentives, F&I stands to receive around Rs. 148 Crores on a best-case basis under the scheme between the FY'2023-FY'2028 based on our performance metrics. These incentives will be in the form of direct bank transfers to our Company upon achieving yearly milestones as committed under the scheme.

REVIEW OF FINANCIAL PERFORMANCE:

2021-22 has been one of our best ever years in terms of topline, tonnage and profitability where we grew from ₹ 371 Crores in 2021 to ₹ 632 Crores on a consolidated basis. This was aided by more than 100% growth in Tonnage terms in the domestic market and ~20% growth in the export markets. Unavailability of shipping containers and inflated shipping costs played spoilsport to the potential growth in the export markets. The domestic markets opened up completely and the market share gains as well as organic market growth supported us in our progressive journey.

Our Net Profit grew from ~₹ 4 Crores in 2020-2021 to ~₹ 16 Crores in 2021-22. Operating leverage and increased demand in the Domestic markets led to this increase in profitability.

10 Year Financial Highlights

Particulars	2021-2022	2020-2021	2019-2020	2018-2019
Sales	61,532.03	34,993.89	37,084.63	32,379.78
Stocks and Other Income	7,696.18	221.29	4,234.59	1,110.33
Manufacturing & Other Expenses	63,650.24	32,051.11	37,846.62	30,858.18
Gross Profit/(Loss)	5,577.97	3,164.07	3,472.60	2,631.93
Interest	1,889.09	1,443.42	1,140.69	1,320.43
Depreciation	1,323.68	1,243.82	1,240.39	1,150.76
Profit/(Loss) Before Foreign Exchange Reinstatement	2,378.04	433.85	1,239.62	11,795.86
Profit/(Loss) Before Tax	2,365.20	476.83	1,091.52	11,841.91
Taxation	820.00	71.00	310.46	2,800.00
Deferred Tax	(56.67)	16.96	(322.41)	(1,895.04)
Profit/(Loss) After Tax	1,601.87	388.87	1,103.47	10,936.95
What the Company Owned				
Fixed Assets *				
Net Fixed Assets	18,724.51	14,396.95	13,587.36	12,039.76
Investments	678.48	503.86	266.91	7.70
Current Assets, Loans & Advances	36,580.95	26,780.75	27,086.48	23,232.42
Deferred Tax	957.85	896.39	919.51	814.17
* includes Capital work in progress				
Total	56,941.79	42,577.95	41,860.26	36,094.05
What the Company Owed				
Long Term Funds	4,331.52	1,228.86	1,198.54	853.07
Short Term Funds	16,906.00	15,070.41	11,806.95	8,941.63
Current Liabilities & Provision	15,951.31	8,016.65	10,900.00	9,289.33
Deferred Tax	-	-	-	-
	37,188.83	24,315.92	23,905.49	19,084.03
Net Worth of the Company				
Equity Share Capital	503.38	503.38	503.38	167.79
Amount for Preferential Con. Warrents	-	-	-	-
Reserves And Surplus	19,249.58	17,758.65	17,451.39	16,842.24
	19,752.96	18,262.03	17,954.77	17,010.03
Total	56,941.79	42,577.95	41,860.26	36,094.06

(₹ in Lakhs)

	2017-2018	2016-2017	2015-2016	2014-2015	2013-2014	2012-2013
	30,096.55	32,527.50	32,285.10	34,516.75	29,301.49	24,734.01
	2,514.74	3,234.72	4,754.33	1,830.32	1,794.20	1,341.52
	28,936.84	31,283.57	33,720.59	31,499.31	28,088.99	23,583.05
	3,674.45	4,478.65	3,318.84	4,847.76	3,006.70	2,492.48
	1,784.17	2,270.01	1,970.36	2,219.11	1,936.96	1,766.86
	958.63	916.63	800.58	1,058.85	493.47	472.93
	832.41	822.09	664.85	1,758.39	1,270.19	956.54
	749.44	1,292.01	547.90	1,569.80	576.26	252.69
	270.00	258.85	156.42	343.65	8.99	(4.52)
	(149.14)	283.71	330.00	(44.20)	52.11	5.48
	628.58	749.44	61.48	1,270.35	515.16	251.74
	10,815.57	9,809.97	10,749.29	10,461.57	10,554.46	9,537.72
	2,212.97	2,053.15	203.32	211.37	211.64	213.89
	22,373.18	21,771.25	19,809.22	17,463.02	19,286.16	16,545.01
	-	-	-	-	-	-
	35,401.72	33,634.38	30,761.83	28,135.96	30,052.26	26,296.61
	548.90	384.88	706.79	964.91	1,715.77	1,310.30
	24,923.79	23,495.96	21,467.01	18,010.69	19,305.23	17,975.13
	1,048.65	2,036.28	2,461.52	3,380.56	4,435.05	2,942.79
	1,082.14	1,105.79	822.07	492.07	536.27	484.16
	27,603.48	27,022.90	25,457.39	22,848.23	25,992.32	22,712.38
	164.19	160.59	145.10	145.10	145.10	145.10
	78.30	143.10	-	-	-	-
	7,555.75	6,307.79	5,159.34	5,142.63	3,914.83	3,439.13
	7,798.24	6,611.48	5,304.44	5,287.73	4,059.93	3,584.23
	35,401.72	33,634.38	30,761.83	28,135.96	30,052.26	26,296.61

Key Ratios

Metrics	Standalone			Consolidated			Reasons if the change has been more than 25%
	As at March 31, 2022	As at March 31, 2021	% change increase/ (decrease)	As at March 31, 2022	As at March 31, 2021	% change increase/ (decrease)	
Current Ratio	1.11	1.14	-2.46%	1.11	1.15	-3.19%	
Debt Equity Ratio	1.08	0.89	-20.46%	1.09	0.89	21.89%	
Debt Service Coverage Ratio	0.28	0.23	-20.36%	0.28	0.23	20.16%	
Return on Equity (ROE)	8.4%	2.1%	292.44%	5.6%	1.4%	284.72%	Improved PAT on existing Equity base has helped increase the ROE. Profitability has increased as a result of EBIDTA improving because of operating leverage
Return on Capital Employed (ROCE)	10.38%	5.56%	86.80%	10.53%	5.77%	82.53%	Improved EBIDTA because of operating leverage on the Total Capital Employed has helped increase the ROCE
Return on Investment (ROI)	-17.31%	45.78%	-137.80%	-17.31%	45.78%	-137.80%	No Investment in Non-Strategic Investments of Quoted Equity Shares have been sold in this Financial Year. The Market Value of Investments in Quoted Equity Shares has come down in line with the stock market decline
Inventory Turnover Ratio	2.41	1.76	37.20%	2.40	1.79	34.47%	Improved demand for the products being sold has helped in improving the ratio
Inventory Holding Period (Days)	151.47	207.82		151.89	204.24		
Debtors Turnover Ratio	7.05	4.31	63.74%	7.12	4.43	60.91%	Improved demand for the products being sold increased the turnover which has helped in improving the ratio
Debtors Days	51.77	84.77		51.23	82.44		
Creditors Turnover Ratio (On Average Creditors of 2 years)	4.24	3.38	25.55%	4.27	3.45	23.62%	COGS going up as compared to the previous year has resulted in an optimal display of Creditors Turnover Ratio improving as the denominator is the average of 2 years of creditors
Creditors Days	86.13	108.14		85.54	105.74		
Creditors Turnover Ratio (On Closing Creditors of the period)	3.14	3.80	-17.32%	3.17	3.88	-18.27%	
Creditors Days	116.09	95.98		115.52	94.17		The Creditor days in this formula shows the right picture
Net Capital Turnover Ratio	17.86	11.42	56.31%	16.92	10.56	60.25%	Improved demand for the products being sold along with addition of newer products resulting in Operating leverage has helped in improving the ratio
Net Profit Ratio	2.60%	1.09%	138.26%	2.53%	1.06%	138.74%	Improved demand for the products being sold along with addition of newer products resulting in Operating leverage has helped in improving the ratio

Key Ratios

Ratio	Numerator	Denominator
Current Ratio	Current Assets	Current Liability
Debt Equity Ratio	Total Borrowings (Non-Current Borrowings + Current Borrowings)	Shareholder's Equity
Debt Service Coverage Ratio	PAT + Interest + Depreciation + Lease Payments + Non Cash Items	Interest & Lease Payments + Principal Repayments
Return on Equity (ROE)	Net Profit After Tax-Preference Dividend (if any)	Average Shareholders Equity
Return on Capital Employed (ROCE)	EBIT	Total Shareholders Equity + Non-Current Borrowings + Current Borrowings
Return on investment (ROI)	Market Value of Quoted Non-Strategic Investments at end of the year	Market Value of Quoted Non-Strategic Investments at beginning of the year
Inventory Turnover Ratio	COGS	Average Inventory
Inventory Holding Period	365	Inventory Turnover Ratio
Debtors Turnover Ratio	Credit Sales	Average Debtors
Debtor Days	365	Debtors Turnover Ratio
Creditors Turnover Ratio	COGS	Average Creditors & Closing Creditors basis
Creditor Days	365	Creditors Turnover Ratio
Net Capital Turnover Ratio	Net Sales	(Current Assets-Current Liabilities)
Net Profit Ratio	Net Profit	Net Sales



Outlook for 2022-23

2022-23 has started on a robust note for our Company, and we are hopeful to continue this momentum for achieving stronger growth. We expect to commercially operate our new greenfield and brownfield expansion projects by March 23, as required under the PLI scheme. Our foray in the B2C segment is expected to take wings in the form of diversified and innovative product offerings in the domestic and international markets.

Human Resource

F&I implemented employee-friendly policies which includes providing medical facilities, financial assistance to affected workers and their families, reimbursement of vaccine costs, family care measures (such as extending sick leave durations and providing death benefits to the nominee of the deceased employee for a period of one year in terms of the deceased's gross salary) as well as education for the deceased employee's children up to S.S.C., and ₹ 7 Lakhs of EDLI benefits. Our Company has started an Employee Stock Ownership Plan (ESOP), open to all employees regardless of cadre. We ensure that all of our employees feel like they are a part of F&I's growth story that is yet to unfold.

SWOT Analysis

Strengths & Opportunities of Our Company:

Our Company is a market leader in the mango pulping segment. We build growth prospects by cross selling other fruit and vegetable pulp to the same set of customers. Mango pulp contributes ~77% of our revenue. As we move ahead, the pulping division of our business is expected to grow substantially with increased contribution from other fruits and vegetables.

By advancing our distribution and operational capabilities, we are strengthening our customer engagement and delivery process. We believe, new businesses have the potential to scale over a period and become engines of growth. Our approach, therefore, helps us to create a platform for future businesses through organic and inorganic means to flourish. We are constantly strengthening our procurement and other business practices to attain the next leg of growth.

We operate in large and growing segments in the Indian and international markets. The Indian packaged food and beverage consumption growth story remains strong. The strong growth momentum is a result of change in preferences tipping towards health, wellness and convenience as a result of the pandemic. We are well-positioned to tap into this opportunity with our diverse & growing portfolio, focused expansion of sales and distribution system and improvements across our supply chain. We are further increasing our offerings, by developing new market models and premium products. We are exploring opportunities to selectively introduce products from the Indian to the international markets, where we have a presence, to cater to both ethnic food aisles and the needs of the Indian diaspora.

Weakness and External Threats and Mitigation Strategies:

Key threats to our business include volatility in commodity and currency rates, led by inflationary pressures and mobility restrictions. In the year gone by, we witnessed broad-based cost pressures. These include commodity prices, input cost (packaging cost inflation) and freight (container availability issues and inflation). We continue to

manage this pressure by passing it onto our customers.

The primary weakness of our business model lies in being a working capital intensive structure, this concern is being relooked. We are implementing strategies to get out of the commoditised nature of business, by diversifying our offerings to gain better competency. Advances from customers can be secured in the international markets through increased customer engagement and creation of requisite customer confidence. Thus, we are working on it to better the debtor and inventory days of our Company.

We are using hedging strategies to manage the forex risks. The inflation in input costs is looked after by implementing a cost-plus model, and our business' economies of scale is efficiently driving our procurement costs. Diversifying our regional presence helps us mitigate the concentration risk in a particular geography. Whereas, our extended product offerings helps us deal with vagaries of nature and changing consumer demand.





Corporate Information

Board of Directors

Mr. Bhupendra Dalal

Chairman, Non-Executive, Non-Independent Director

Mr. Milan Dalal

Managing Director, w.e.f. April 1, 2022

Mr. Raymond Simkins

Non-Executive, Non-Independent Director

Mr. Vinod Kumar Beswal

Non-Executive, Independent Director

Mrs. Kamlini Maniar

Non-Executive, Independent Director

Mr. Hormazdiyaar Vakil

Non-Executive, Independent Director

Mr. Maneck Davar

Non-Executive, Independent Director

Mrs. Pallavi Dhupelia

Non-Executive, Non-Independent Director

Key Managerial Persons

Mr. Moloy Saha

Chief Executive Officer

Mr. Anand Krishnan

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 Limited

Mahindra & Mahindra Financial Services Ltd.

Corporate Office

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

Tel: 022-22613102

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

Gonde

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

Valsad

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

Nashik

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

50th Annual General Meeting

Date: September 22, 2022

Time: 4:00 p.m through video conferencing facility

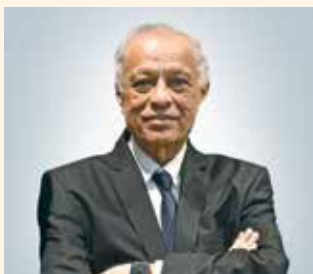
E-Voting Period

Commences on: Monday, September 19, 2022 at 10:00 am

Closes on: Wednesday, September 21, 2022 at 5:00 pm



Board of Director's Profile



Mr. Bhupendra Dalal, aged 80 years, Mr. Bhupendra Dalal is the Chairman Non-Executive, Non-Independent Director. Mr. Dalal holds a degree of B.Com from Sydenham College and L.L.B from University of Mumbai. Mr. Dalal was first associated with the Company as a managing Broker during the Initial Public Offering.

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



Mr. Raymond Simkins, aged 79 years, is a Non-Executive Director, Non-Independent Director of the Company. Mr. Simkins holds a degree of M.E. from Buckingham Technical College. He is currently President of the Getz Group which has its interest across the Asia-Pacific region where he had been since 1966. He has been associated with Foods & Inns since 1995.



Mr. Milan Dalal, aged 60 years, is the Promoter and Managing Director of the Company. Mr Dalal graduated from the University of Mumbai with a Bachelor of Commerce Degree.

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

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



Mr. Hormazdiyaar Vakil aged 69 years, is a Non-Executive, Independent Director of the Company.

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

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

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



Mr. V.K. Beswal, aged 68 years, is a Non Executive, Independent Director of the Company. Mr. Beswal holds a degree of B.com. He is a Chartered Accountant and fellow member of the Institute of Chartered Accountants of India. He has wide range of exposure in the field of consultancy/ advisory services. He is in this profession since the last 45 years.



Mrs. Kamlini Maniar, aged 83 years, is a Woman Non-Executive, Independent Director of the Company. Mrs. Maniar holds a degree in B.com and LLB and she has vast experience spanning over 30 years in the field of Banking with specialisation in Corporate Banking, Foreign Exchange & Lending. She also headed an NBFC with focus on Investment Banking & Inter-Corporate Lending.



Mrs. Pallavi Dhupelia aged 67 years, is the Promoter of Foods and Inns Limited and wife of Late Managing Director, Mr. Utsav Dhupelia. She is a Non-Executive, Non-Independent Director of the Company. Mrs. Dhupelia has done her B.A. (Hons) in Psychology from Sophia College, Mumbai and has a focused career in Liberal Arts.

Mrs. Dhupelia excels in CSR activities such as up skilling of children with disabilities and mental illness. She is the Chairman of her family office which has a diversified portfolio of multi-currency equities, debt and housing projects. Additionally, she is an executive running operations for a 300 acre tea business established in the early 1900s and is a part of her family lineage.

Mrs. Dhupelia is a qualified teacher from the SOGETSU, School of Ikebana, Japan and the Institute of Floral Design, Mexico.



Mr. Maneck Davar, aged 64 years, is a Non Executive, Independent Director of the Company. He is an Indian National, and graduated in B.A. Hons. from the Mumbai University. He has over 44 years of experience in print journalism and publishing with leading newspapers and magazines.

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

NOTICE

Notice is hereby given that the 50th Annual General Meeting (AGM) of the Members of Foods and Inns Limited will be held on Thursday, September 22, 2022 at 4:00 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, 2022, 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 ₹ 0.25 per equity shares for the year ended March 31, 2022.”

Item No 3- Re-appointment of Mr. Raymond Simkins (DIN: 01573312) as a Director liable to retire by rotation

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder and Rule 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Raymond Simkins (DIN: 01573312), who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

Item No 4- Re-appointment of Statutory Auditors and to fix their remuneration

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

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any amendments, modifications, variation or re-enactment thereof, and based on the recommendations of the audit committee and board of directors of the Company,

M/s G M Kapadia & Co. Chartered Accountants (Firm Registration No 104767W issued by the Institute of Chartered Accountants of India) be and are hereby re-appointed as Statutory Auditors of the Company to hold office for a second term of 5 (Five) consecutive years from the conclusion of this 50th Annual General Meeting until the conclusion of the 55th Annual General Meeting of the Company, at such remuneration and out of pocket expenses as shall be fixed by the Board of Directors of the Company.

RESOLVED FURTHER THAT the board of directors of the Company be and are hereby authorised to decide and/or alter the terms and conditions of the appointment including the remuneration for subsequent financial years as it may deem fit.”

SPECIAL BUSINESS:

Item No 5

Borrowing Limits of the Company

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

“RESOLVED THAT in supersession of the earlier resolution(s) passed by the members of the Company in their 42nd Annual General Meeting of the Company held on September 22, 2014 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Amendment) Act, 2017 and rules made there under [including any statutory modification(s) or reenactment(s) thereof for the time being in force], consent of the Members be and is hereby accorded, including confirmation of actions taken hitherto, to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any person(s) authorised and/or any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), to borrow money, from time to time, in any form, from any one or more bodies corporate, banks, financial institutions or from other entity by way of advances, cash credit, term loans, housing loans, other loans or otherwise with or without security or guarantee, at their discretion, for the purpose of business of the Company, together with the money already borrowed by the Company, up to an amount of ₹ 650,00,00,000/- (Rupees Six Hundred Fifty Crores only) outstanding at any one time, notwithstanding that such borrowings may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company and that the Board of Directors be and is hereby empowered and authorised to arrange or finalise the terms

NOTICE (CONTD.)

and conditions of all such monies to be borrowed from time to time as to interest, repayment, security, guarantee or otherwise as it may think fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all actions and steps, including delegation of authority, as may be necessary and to settle all the matters arising there from and incidental thereto and to sign and execute on behalf of the Company such agreements, deeds, applications, documents and writings, as may be required in this regard and generally to do and perform all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this resolution(s)."

Item No 6**Acceptance of Fixed Deposit**

To consider and if thought fit, to pass, with or without modification(s) the following resolution as **Special Resolution** "RESOLVED THAT pursuant to Sections 73 and 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014, the consent of the Members be and is hereby accorded to the Board of Directors of the Company to invite and accept fixed deposits from the Members and public,

within the limits prescribed in the Act and the overall borrowing limits of the Company, as approved by the Members, from time to time.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorised to finalise the scheme for invitation and acceptance of fixed deposits from the Members and the public and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

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

Place: Mumbai

Date: August 8, 2022

Registered Office:

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

Bhupendra Dalal
Chairman
DIN: 00061492

NOTES:

- In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, 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.
- 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
- Corporate members are requested to send to the Company a scanned copy (PDF/JPG Format), certified copy of the Board Resolution/ Authorisation authorising their representative to attend and vote on their behalf through remote voting at randeep@foodsandinns.com. The said Resolution/Authorisation shall also be sent

to the Scrutiniser by email through its registered email address mail@csraginichokshi.com with a copy marked to randeep@foodsandinns.com.

- 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.
- 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.
- 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.

NOTICE (CONTD.)

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. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and NSE at www.nseindia.com 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.
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 one week from the date of AGM through email on 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 items 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, 2nd 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 May 5, 2020 read with General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 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. Members who would like to obtain pdf copy on their email ID may write an email to 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	Mr. Raymond Simkins
Date of Birth & Age	03-06-1943 (79 years)
Appointed on	09-08-1995
Qualifications	M.E.
Expertise/ Experience	Commercial, Marketing Operations and International business
Shareholding	64,26,660 equity shares, 12.77%

The other Directorships / Committee Membership of Mr. Raymond Simkins are as follows:

Sr. No.	Name of the Company	Committee Membership	Board Membership
1.	Muller & Phipps (India) Limited	N.A	Director
2.	Getz Pharma Private Limited	N.A	Director

14. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday September 16, 2022 to Thursday September 22, 2022 (both days inclusive) for the purpose of Annual General Meeting and Dividend.

send to the Company in advance, a duly certified copy of the Board resolution/ Power of Attorney authorising their representative to attend and vote on their behalf the Annual General meeting.
15. Corporate members intending to send their authorised representatives to attend the meeting are requested to

Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares.

NOTICE (CONTD.)

- 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 dematerialised 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 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 authorised agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
 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. Thursday September 15, 2022, may obtain the User ID and password by sending a request at evoting@nsdl.co.in.

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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 Scrutiniser will submit his 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 Scrutiniser'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.
29. The remote e-voting period commences on Monday September 19, 2022 from 10:00 a.m. IST and ends on Wednesday September 21, 2022 at 5:00 p.m. IST.
30. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to rnt.helpdesk@linkintime.co.in by 11:59 p.m. IST before Friday, September 9, 2022. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to rnt.helpdesk@linkintime.co.in. The aforesaid declarations and documents need

to be submitted by the shareholders by 11:59 p.m. IST before Friday, September 9, 2022.

31. Instructions for attending the AGM through VC/OAVM and remote e-Voting (before and during the AGM) are given below:

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.

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 from Wednesday, September 14, 2022 to Friday, September 16, 2022. 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.

NOTICE (CONTD.)

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


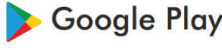


The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at [abovementioned website](https://web.cdslindia.com/myeasi/home/login).

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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

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

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

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

- 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'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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

- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
- Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

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

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

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

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

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3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to mail@csraginichokshi.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal or Ms. Pallavi Mhatre or Mr. Pratik Bhatt at evoting@nsdl.co.in

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

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

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

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

NOTICE (CONTD.)**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

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

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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. Raymond Simkins (DIN: 01573312), 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 46th AGM held on Monday, September 24, 2018, continuation of tenure of directorship of Mr. Raymond Simkins as Non-Executive Director.

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

Save and except Mr. Raymond Simkins 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

M/s. G.M. Kapadia & Co were appointed as statutory auditors of the Company at the 45th AGM held on Wednesday September 13, 2017, for a period of five years commencing from the conclusion of 45th AGM till the conclusion of the 50th AGM, subject to ratification by members every year. However, MCA vide its notification dated May 7, 2018, has omitted the requirement under the first proviso to Section 139 of the Act, and Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, regarding ratification of appointment of statutory auditors by members at every subsequent AGM.

Consequently, M/s. G.M. Kapadia & Co will complete their first term of five consecutive years as the statutory auditors of the Company at the conclusion of the 50th AGM of the Company.

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

M/s. G.M. Kapadia & Co have consented to the said re-appointment and issued a certificate to the effect that the re-appointment, if made, shall be in accordance with the conditions as prescribed in Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014. They have also confirmed that they meet the criteria for independence, eligibility and qualification as prescribed in Section 141 of the Companies Act, 2013 and do not have any pecuniary interest in the Company or its subsidiary and associate companies.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution

The Board, on the recommendation of the audit committee, recommends the re-appointment of M/s G.M. Kapadia & Co, Chartered Accountants as the Statutory Auditors of the Company as set out in item No.4 of this Notice for the approval of the Shareholders.

Item no. 5

In terms of provisions of Section 180(1)(c) of the Companies Act, 2013 the Board of Directors of the Company cannot, except with the consent of the members by way of special resolution, borrow monies apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of the paid-up share capital, free reserves and securities premium. The members at the 42nd Annual General Meeting held on September 22, 2014 had accorded their consent to the Board of Directors to borrow up to ₹ 3,00,00,00,000/- (Rupees Three Hundred Crores only).

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs

NOTICE (CONTD.)

additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the share capital, free reserves and securities premium of the Company. Now, your Board has proposed to enhance the maximum borrowing limits from ₹ 300,00,00,000/- (Rupees Three Hundred Crores only) to ₹ 650,00,00,000/- (Rupees Six Hundred Fifty Crores only). Hence, it is necessary to obtain approval for the same from the members by passing a special resolution.

Your approval is sought for borrowings up to ₹ 6,50,00,00,000/- (Rupees Six Hundred Fifty Crores only) outstanding at any one time notwithstanding the limit available under the said section.

The Board of Directors recommends resolution as set out in item No. 5 for approval of the members of the Company by way of passing a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned and/or interested, financially or otherwise, in this Resolution(s).

Item No. 6

As per Sections 73 and 76 of the Companies Act, 2013 relating to the acceptance of deposits by companies from its members and from public and the Companies (Acceptance of Deposits) Rules, 2014 ("the Rules"), only an eligible company is allowed to accept deposits from persons other than its members. An eligible company has been defined in the Rules to mean a Public Company as referred to in sub-section(1) of Section 76, having a net worth of not less than ₹ 100 Crores (Rupees One Hundred Crores) or a turnover of not less than ₹ 500 Crores (Rupees Five Hundred Crores) and which has obtained the prior consent of the Company in general meeting by means of a special resolution and also filed the said resolution with the Registrar of Companies before making any invitation to the public for acceptance of deposits.

The Act prescribes that any company inviting, accepting or renewing deposits would have to obtain credit rating from a recognised credit rating agency. The Company will obtain credit rating for its fixed deposit scheme from a recognised credit rating agency and inform the public about the rating given by them prior to inviting deposits from the public. The Company will also be taking deposit insurance towards the unsecured deposits as may be accepted by it. Since the Act and the Rules would be applicable to the fixed deposit scheme of the Company, it would be necessary to comply with the Act and the Rules before commencing acceptance / renewal of deposits from the Members and the public.

Accordingly, consent of the members is sought for passing a special resolution. This resolution enables the Board of Directors of the Company to accept/renew deposits from the public and members up to the permissible limits laid down in the Rules.

The Board of Directors recommends resolution as set out in item No. 6 for approval of the members of the Company by way of passing a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned and/or interested, financially or otherwise, in this Resolution(s).

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

Place: Mumbai

Date: August 8, 2022

Registered Office:

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

Bhupendra Dalal
Chairman
DIN: 00061492

DIRECTORS' REPORT

Dear Members,

The Directors present their report on the financial performance, business and operations of the Company for the year ended March 31, 2022.

1. FINANCIAL RESULTS

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

Particulars	(₹ In Lakhs)			
	Standalone		Consolidated	
	2021-22 (₹)	2020-21 (₹)	2021-22 (₹)	2020-21 (₹)
Total Income	62,411.04	36,858.08	63,860.64	38,143.07
Profit Before Depreciation, Cost of Finance and Tax (PBDIT) inclusive of other Income	5,577.97	3,164.07	5,657.32	3,242.48
Finance Cost	1,889.09	1,443.42	1,897.98	1,444.63
Depreciation	1,323.68	1,243.82	1,330.95	1,249.35
Profit before share of profit/(loss) from Associate/ Joint venture and exceptional items	2,365.20	476.83	2,428.39	548.50
Share of profit/(loss) from Associate/ Joint venture	Nil	Nil	(70.61)	(0.01)
Tax Expenses	763.33	87.96	828.70	155.47
Profit before exceptional items and tax	2,365.20	476.83	2,357.78	548.49
Exceptional items net(Loss)/ gain	Nil	Nil	Nil	Nil
Net Profit for the year	1,601.87	388.87	1,529.08	393.02
Appropriations				
Transfer to General Reserves	Nil	Nil	Nil	Nil
Balance carried to Balance sheet	1,607.87	388.87	1,529.08	393.02

2. RESULTS OF OPERATIONS

As per the Standalone Financials for year ended on March 31, 2022 the turnover of the Company is ₹ 616.48 Crores as compared to ₹ 356.57 Crores for the year ended on March 31, 2021. The Company made a profit before tax of ₹ 23.65 Crores during the year ended March 31, 2022 against the profit before tax of ₹ 4.77 Crores during the year ended on March 31, 2021.

As per the Consolidated Financials for year ended on March 31, 2022 the turnover of the Company is ₹ 632.15 Crores as compared to ₹ 370.79 Crores for the year ended on March 31, 2021. The Company made a profit before tax of ₹ 24.28 Crores during the year ended March 31, 2022 against the profit before tax of ₹ 5.48 Crores during the year ended on March 31, 2021.

The Company's exports during the year was ₹ 266.19 Crores (₹ 189.09 Crores) and domestic sale was ₹ 349.13 Crores (₹ 160.85 Crores). This translates into a ratio of 43.26 % to 56.74 % (54.03 % to 45.97%) between exports and domestic sales.

3. DIVIDEND

Your Board of Directors, in its meeting held on May 16, 2022 has recommended a Final Dividend of ₹ 0.25 (i.e. 25%) per equity share including special dividend of ₹ 0.05% (i.e. 5%) (last year ₹ 0.20 per equity share) for the financial year ended March 31, 2022 amounting to ₹ 125.84 Lakhs as against ₹ 100.68 Lakhs. The dividend payout is subject to approval of members at the ensuing Annual General Meeting.

4. EMPLOYEE STOCK OPTION SCHEME

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

DIRECTORS' REPORT (CONTD.)

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

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

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

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

5. LISTING OF EQUITY SHARES ON NATIONAL STOCK EXCHANGE OF INDIA

During the year, the Company has listed its 5,03,38,260 equity shares of face value of Re. 1/- each on National Stock Exchange of India with effect from November 16, 2021.

6. 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.

7. FIXED DEPOSITS

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

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

8. 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, 2022 till date of this report.

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 towards promoting health care and education.

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

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 AND ASSOCIATE COMPANIES

During the year the Company had vide its shareholders agreement dated January 19, 2021 had acquired 49% of equity shares of Tri Global Foods Private Limited w.e.f April 1, 2021 resulting Tri Global Foods Private Limited as our Associate Company.

The Company had entered into a joint venture agreement dated April 13, 2021 with D Technology Private Limited and Mr. Krishna Gupta which has resulted into an incorporation of new company Beyond Mango Private Limited on July 9, 2021 making Beyond Mango Private Limited as Foods and Inns Limited's Associate Company (Joint Venture).

DIRECTORS' REPORT (CONTD.)

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

Our Corporate governance report forms part of this Annual report.

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. Raymond Simkins retires by rotation and is eligible for re-appointment.

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

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, 2022 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 Four times during the financial year, the details of which are given in the Corporate Governance report.

DIRECTORS' REPORT (CONTD.)**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/images/Investor/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 2021-22.

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.

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)
A)	Median Employee Remuneration	3.31	
B)	Non Executive Directors Remuneration		
1.	Mr. Bhupendra Dalal	3.45	1.04
2.	Mr. Milan Dalal	3.90	1.18
3.	Mr. VinodKumar Beswal	2.75	0.83
4.	Mr. Raymond Simkins	1.25	0.38
5.	Mrs. Kamlini Maniar	2.00	0.60
6.	Mr. Hormazdiyaar Vakil	3.80	1.15
7.	Mr. Maneck Davar	1.70	0.51
8.	Mrs. Pallavi Dhupelia	1.25	0.38

DIRECTORS' REPORT (CONTD.)

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

Chief Executive Officer: 57.21 %, Company Secretary: 28.14%, Chief Financial Officer: *183.73%

*Mr. Anand Krishnan who was appointed as CFO w.e.f October 26, 2020. While calculating the percentage increase in his remuneration for the last financial year the period from October 26, 2020 to March 31, 2022 is considered.

- iii. The percentage increase in the median remuneration of employees in the financial year: 15.36%
- iv. There were 470 permanent employees on the payroll of the Company as on March 31, 2022.

- 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 31.44% in F.Y. 2022.

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-4 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 September 13, 2017 till the conclusion of the Fiftieth Annual General Meeting to be held in the year 2022. They have confirmed their eligibility under section 141 of the Act, and the rules framed thereunder for reappointment as Auditors of the Company as required under SEBI regulations, the Auditors have also confirmed that they hold a valid certificate issued by the peer review Board of the Institute of Chartered Accountants of India.

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

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

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 M/s Ragini Chokshi & Co, Practicing Company Secretaries, to undertake the Secretarial Audit of the Company.

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

27.3 Internal Auditors

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

DIRECTORS' REPORT (CONTD.)

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.

Unclaimed dividend amounting to ₹ 67,738 for F.Y. 2013-14 was transferred to the IEPF on October 18, 2021.

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 2013-14.

31. GREEN INITIATIVES

In the line with the 'Green initiative', the Company has affected electronic delivery of the Annual Report 2021-22 are sent to all members whose email addresses are registered with the Company/ Depository Participant(s). Your Company would encourage other Members also to register themselves for receiving Annual Report in electronic form.

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 8, 2022

DIRECTORS' REPORT (CONTD.)

Annexure to Directors' Report- 1

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. A. brief outline of the Company CSR Policy including overview of projects or programs proposed to be undertaken and a reference to the web link to the CSR Policy and projects	<p>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.</p> <p>The projects undertaken will be within the broad framework of Schedule VII of the Companies Act, 2013.</p>
2. Composition of the CSR Committee	<p>Mrs. Kamlini Maniar (Chairperson)</p> <p>Mr. Milan Dalal</p> <p>Mr. Bhupendra Dalal</p> <p>Mr. Moly Saha</p> <p>During the year under review, the committee met on August 5, 2021; September 21, 2021; January 14, 2022; January 21, 2022 and February 1, 2022</p>
3. Average net profit of the Company for the last three financial years	Not applicable*
4. Prescribed CSR Expenditure (two percent of the amount mentioned in item 3 above)	Not applicable*
5. Details of CSR spent during the financial year:	
a. Total amount to be spent for the financial year	Not applicable*
b. Amount unspent, if any	Not applicable*
c. Manner in which the amount spent during the financial year	Given in CSR spent table

*Note- The Company's Net worth, turnover and net profits for the financial year 2020-2021 is below the limits prescribed in Section 135 of Companies Act, 2013. Therefore, during the financial year 2021-2022 the mandatory provisions of CSR are not applicable to the Company.

Details of Amount Spent on CSR Activities during the Financial Year 2021-22

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 health care to Lotus Institute of Haematology and Oncology for treatment of cancer patients	promoting health care	Nasik, Maharashtra	1,00,000	1,00,000	1,00,000	Foods and Inns Limited
Payment towards promoting health care for needy people to Shree Kutchhi Bhanushali Seva Samaj Trust	promoting health care	Mumbai, Maharashtra	41,50,000	41,50,000	41,50,000	Foods and Inns Limited
Payment towards promotion of health care and education, eradicating poverty to Jan Jagrati Sevarth Sansthan	promoting health care and education	Uttar Pradesh	11,00,000	11,00,000	11,00,000	Foods and Inns Limited
Payment towards promotion of health care to Indorewala Memorial Educational & Medical Institute & Research Centre (IMEMIRC), Nasik to support born deaf children.	promoting health care	Nasik, Maharashtra	1,10,000	1,10,000	1,10,000	Foods and Inns Limited
Payment towards promotion of health care for kidney transplant patient	promoting health care	Mumbai, Maharashtra	1,00,000	1,00,000	1,00,000	Foods and Inns Limited
TOTAL			55,60,000	55,60,000	55,60,000	

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 8, 2022

DIRECTORS' REPORT (CONTD.)

Annexure to Directors' Report- 2

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

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

MAJOR ENERGY CONSERVATION INITIATIVES TAKEN DURING THE F.Y 2021-22

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

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

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

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 optimising fruit and vegetable processing
- Leveraging and building proprietary agricultural technology (AgTech)

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

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

C. FOREIGN EXCHANGE EARNINGS AND OUT GO

The Company has a well-diversified business across the both export and domestic market. The Company has a stronghold sales channel and market share in Europe (including the UK), Japan, Middle East and China. The Company is aggressively focusing on 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 ₹ 239,96,23,449
(Previous year ₹ 179,70,10,855) |
| b. Total Foreign Exchange outgo | : | ₹ 14,77,01,069
(Previous year ₹ 23,03,97,959) |

DIRECTORS' REPORT (CONTD.)

Annexure to Directors' Report- 3

FORM AOC-1

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

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

PART "A": Subsidiaries

		Amounts in Lakhs ₹
1. Name of the Subsidiary		Kusum Spices
2. Reporting period for the subsidiary concerned , if different from the holding company reporting period		N.A.
3. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries		N.A.
4. Share Capital		N.A.
5. Other Equity		N.A.
6. Total Assets		992.94
7. Total Liabilities		992.94
8. Investments		NIL
9. Turnover		1589.30
10. Profit/ (Loss) before taxation		194.05
11. Provision for taxation		65.37
12. Profit/ (Loss) after taxation		128.68
13. Other Comprehensive Income		2.20
14. Total Comprehensive Income		2.20
15. Proposed Dividend		N.A.
16. % of shareholding		99.99

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

PART "B": Associates and Joint Ventures:

		Amounts in Lakhs ₹	
Name of Associates/Joint Ventures		Tri Global Foods Private Limited	Beyond Mango Private Limited
1. Latest audited Balance Sheet Date		March 31, 2022	March 31, 2022
2. Shares of Associate/Joint Ventures held by the Company on the year end		March 31, 2022	March 31, 2022
Number		0.049	9.55
Amount of Investment in Associates/Joint Venture		0.49	95.50
Extend of Holding %		49.00	50.00
3. Description of how there is significant influence		Associate	Associate (Joint venture)
4. Reason why the associate/joint venture is not consolidated		N.A.	N.A.
5. Net worth attributable to Shareholding as per latest audited Balance Sheet		(219.82)	46.24
6. Profit / (Loss) for the year		(138.44)	(5.52)
i. Considered in Consolidation		(67.84)	(2.76)
ii. Not Considered in Consolidation		(70.60)	(2.76)

For and on behalf of the Board of Directors

Place: Mumbai
Date: August 8, 2022

Bhupendra Dalal
Chairman
(DIN: 00061492)

Milan Dalal
Managing Director
(DIN: 00062453)

DIRECTORS' REPORT (CONTD.)

Annexure to Directors' Report- 4

FORM NO MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended March 31, 2022

[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 nd 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
Tri Global Foods Private Limited	U15549MH2019PTC327604	Associate	49	2(6)
Beyond Mango Private Limited	U37100MH2021PTC363706	Associate (Joint venture)	50	2(6)

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 April 1, 2021				No of Shares held at the end of the year March 31, 2022				% Change during the year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	
A. Promoters									
(1) Indian									
a) Individual / HUF	18117210	--	18117210	35.99	18124210	--	18124210	36.00	0.01
b) Central Govt.	--	--	--	--	--	--	--	--	--
c) State Govt.(s)	--	--	--	--	--	--	--	--	--
d) Bodies Corporate	4635910	--	4635910	9.21	4635910	--	4635910	9.21	--
e) Banks /FI	--	--	--	--	--	--	--	--	--
f) Any Other	--	--	--	--	--	--	--	--	--
Sub-Total (A) (1)	22752120	--	22753120	45.20	22760120	--	22760120	45.21	0.01



DIRECTORS' REPORT (CONTD.)

Category of Shareholders	No of Shares held at the beginning of the year April 1, 2021				No of Shares held at the end of the year March 31, 2022				% Change during the year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	
(2) Foreign	--	--	--	--	--	--	--	--	--
a) NRI- Individuals	--	--	--	--	--	--	--	--	--
b) Other- Individuals	--	--	--	--	--	--	--	--	--
c) Bodies Corporate	--	--	--	--	--	--	--	--	--
d) Banks/ FI	--	--	--	--	--	--	--	--	--
e) Any Other	--	--	--	--	--	--	--	--	--
Sub-Total (A) (2)	--	--	--	--	--	--	--	--	--
Total Shareholding of Promoters (A)=(A)(1)+(A)(2)	22752120	--	22753120	45.20	22760120	--	22760120	45.21	0.01
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds/ UTI	--	--	--	--	--	--	--	--	--
b) Banks/ FI	9.00	--	9.00	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) Foreign Portfolio Investor	--	--	--	--	29609	--	29609	0.05	0.05
j) Other (specify)	--	--	--	--	--	--	--	--	--
Sub-Total (B) (1)	9.00	--	9.00	0.00	29609	--	29609	0.05	0.05
(2) Non- Institutions									
a) Bodies Corporate									
i) Indian	3446256	18000	3464256	6.88	3684319	15500	3699819	7.34	0.46
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 2 Lakh	8037465	1110009	9147474	18.17	9777147	939871	10717018	21.29	3.12
ii) Individual shareholders holding nominal share capital in excess of ₹ 2 Lakh	5283523	--	5283523	10.50	2168993	--	2168993	4.30	(6.20)
(c) Others (specify)									
i) Shares held by Pakistani citizens vested with the Custodian of Enemy Property	--	--	--	--					--
ii) Other Foreign Nationals	6426660	--	6426660	12.77	6426660	--	6426660	12.77	--
iii) Foreign Bodies	--	--	--	--					--
iv) NRI/ OCBs	1576942	7500	1584442	3.15	1920639	7500	1928139	3.83	0.68

DIRECTORS' REPORT (CONTD.)

Category of Shareholders	No of Shares held at the beginning of the year April 1, 2021				No of Shares held at the end of the year March 31, 2022				% Change during the year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	
v) Clearing Members/ Clearing House	72262	--	72262	0.14	30227	--	30227	0.06	(0.08)
vi) Trusts	33000	--	33000	0.07	124500	--	124500	0.26	0.19
vii) Limited Liability Partnership	--	--	--	--	520341	--	520341	1.03	1.03
viii) Foreign Portfolio Investor (Corporate)	--	--	--	--	--	--	--	--	--
ix) Qualified Foreign Investor	--	--	--	--	--	--	--	--	--
x) Directors/ Relatives	9000	--	9000	0.02	54000	--	54000	0.11	0.09
xi) HUF	699758	1500	701258	1.39	1006000	1500	1007500	2.00	0.61
xii) IEPF	635556	--	635556	1.26	656214	--	656214	1.30	0.04
xiii) Unclaimed Shares	--	--	--	--	128920	--	128920	0.27	0.27
(d) NBFC registered with RBI	136200	--	136200	0.27	86200	--	86200	0.18	(0.09)
Trust Employees	91500	--	91500	0.18	--	--	--	--	(0.18)
Sub- Total (B) (2)	26448122	1137009	27585131	54.80	26584160	964371	27548531	54.72	(0.08)
Total Public Shareholding (B)= (B)(1) + (B)(2)	26448131	1137009	27585140	54.80	26613769	964371	27578140	54.78	(0.02)
C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--
Grand Total (A+B+C)	49201251	1137009	50338260	100	49373889	964371	50338260	100	--

ii) Shareholding of Promoters

Shareholders Name	Shareholding at the beginning of the year April 1, 2021			Shareholding at the end of the year March 31, 2022			% 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	10000450	19.87	--	10000450	19.87	--	--
Western Press Private Limited	3451000	6.86	1.79	3451000	6.86	1.79	--
Rekha Dalal	2250500	4.47	--	2251500	4.47	1.49	--
Veena Dalal	1052250	2.09	--	1052250	2.09	--	--
Satyen Dalal	1802790	3.58	3.58	1802790	3.58	2.58	--
Cifco Limited	650550	1.29	--	650550	1.29	--	--
Asim Dalal	690500	1.37	0.36	690500	1.37	0.36	--
Aditi Dalal	478500	0.95	--	478500	0.95	--	--
Milan Bhupendra Dalal	1697250	3.37	--	1702250	3.38	--	0.01
Satyajyoti Holdings Private Limited	288000	0.57	0.4	288000	0.57	0.4	--
Devdut Dalal	126000	0.25	--	126000	0.25	--	--
Avanti Dalal	10000	0.02	--	10000	0.02	--	--
Gaurika Dalal	4500	0.01	--	4500	0.01	--	--

DIRECTORS' REPORT (CONTD.)

Shareholders Name	Shareholding at the beginning of the year April 1, 2021			Shareholding at the end of the year March 31, 2022			% 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	
Ameya Dhupelia	4470	0.01	--	4470	0.01	--	--
MPIL Corporation Limited	246360	0.49	--	246360	0.49	--	--
Bhupendra Champaklal Dalal	--	--	--	1000	0.00	--	0.00
Total	22753120	45.20	6.13	22760120	45.21	6.62	0.01

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	No. of Shares	% of total shares of the Company
Milan Bhupendra Dalal				
At the beginning of the year	1697250	3.37	1697250	3.37
Acquired shares on 14.09.2021	2000	0.003	2000	0.003
Acquired shares on 15.09.2021	3000	0.005	3000	0.005
At the end of the year	1702250	3.38	1702250	3.38
Bhupendra Champaklal Dalal				
At the beginning of the year	--	--	--	--
Acquired shares on 11.06.2021	1000	0.001	1000	0.001
At the end of the year	1000	0.001	1000	0.001
Rekha Dalal				
At the beginning of the year	2250500	4.47	2250500	4.47
Acquired shares on 17.11.2021	1000	0.001	1000	0.001
At the end of the year	2251500	4.47	2251500	4.47

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 April 1, 2021		Shareholding at the end of the year March 31, 2022	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
Radhakishan S Damani	2376000	4.72	--	--
Gopikishan S Damani				
Pilot Consultant Private Limited	2097289	4.16	2308052	4.58
Salim Mohamedhussein Punjani	1404930	2.79	1404930	2.79
Karan G Mehta	826530	1.64	826530	1.64
Vijaya Devi Nahar	649680	1.29	649680	1.29
Investor Education And Protection Fund Authority Ministry Of Corporate Affairs	635556	1.26	656214	1.30
Anjana Projects Private Limited	480600	0.95	480600	0.95
Sheetal Praatul Dalal	467275	0.92	246275	0.48
Pratul N. Dalal				
Emjay Overseas Private Limited	330000	0.66	305000	0.60
Shrihari Sirdeshpande	328000	0.65	232000	0.46
Kapil Ahuja	214508	0.42	214508	0.42

DIRECTORS' REPORT (CONTD.)

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
Mr. Milan Dalal, Director				
At the beginning of the year	1697250	3.37	1697250	3.37
At the end of the year	1702250	3.38	1702250	3.38
Mr. Raymond Simkins, Director				
At the beginning of the year	6426660	12.77	6426660	12.77
At the end of the year	6426660	12.77	6426660	12.77
Mrs. Kamlini Maniar, Director				
At the beginning of the year	9000	0.02	9000	0.02
At the end of the year	9000	0.02	9000	0.02
Mrs. Pallavi Dhupelia, Director				
At the beginning of the year	10000450	19.87	10000450	19.87
At the end of the year	10000450	19.87	10000450	19.87
Mr. Bhupendra Dalal, Director				
At the beginning of the year	Nil	Nil	Nil	Nil
At the end of the year	1000	0.001	1000	0.001
Mr. Maneck Davar, Director				
At the beginning of the year	Nil	Nil	Nil	Nil
At the end of the year	45000	0.09	45000	0.09
Mr. Moley Saha, Chief Executive Officer				
At the beginning of the year	171831	0.34	171831	0.34
At the end of the year	171831	0.34	171831	0.34
Mr. Anand Krishnan, Chief Financial Officer				
At the beginning of the year	1000	0.001	1000	0.001
At the end of the year	Nil	Nil	Nil	Nil

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/ accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposit	Total Indebtedness (₹ Lakh)
Indebtedness at the beginning of the financial year				
i) Principal Amount	15,996.38	0.00	302.89	16,299.27
ii) Interest due but no paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	61.86	0.00	0.00	61.86
Total (i+ii+iii)	16,058.24	0.00	302.89	16,361.13
Change in Indebtedness during the financial year				
Addition	29,310.26	0.00	102.64	29,412.90
Reduction	24,227.62	0.00	100.00	24,327.62
Net Change	5,082.64	0.00	2.64	5,085.28
Indebtedness at the end of the financial year				
i) Principal Amount	20,931.99	0.00	305.53	21,237.52
ii) Interest due but no paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	208.89	0.00	0.00	208.89
Total (i+ii+iii)	21,140.88	0.00	305.53	21,446.41

DIRECTORS' REPORT (CONTD.)

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	NOT APPLICABLE
	(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	
	Total (A)	

B. Remuneration to other Directors:

1. Independent Directors

Sr.No	Particulars of Remuneration	Name of Directors				Total Amount (₹ Lakh)
		Mr. Maneck Davar	Mr. V K Beswal	Mrs. Kamlini Maniar	Mr. H S Vakil	
	Fees for attending Board/ Committee Meetings	1.45	2.50	1.75	3.55	9.25
	Commission	0.25	0.25	0.25	0.25	1.00
	Others, please specify	--	--	--	--	--
	Total (B) (1)	1.70	2.75	2.00	3.80	10.25

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	Mrs. Pallavi Dhupelia	
	Fees for attending Board/ Committee Meetings	2.95	3.40	1.00	1.00	8.35
	Commission	0.50	0.50	0.25	0.25	1.50
	Others, please specify	--	--	--	--	--
	Total (B) (2)	3.45	3.90	1.25	1.25	9.85
	Total (B)= (B)(1)+(B)(2)					20.10

DIRECTORS' REPORT (CONTD.)

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. Anand Krishnan CFO	Mrs. Randeep Kaur CS	
1	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	91.78	27.95	5.64	125.37
	(b) Value of perquisites under section 17(2) Income tax Act, 1961	13.35	--	--	13.35
	(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	3.28	1.53	0.28	5.09
	ii) Contribution to Superannuation Fund	3.10	--	--	3.10
	Total (C)	111.51	29.48	5.92	146.91

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 8, 2022

DIRECTORS' REPORT (CONTD.)

Annexure to Directors' Report- 5

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

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]

(For the Financial Year Ended March 31, 2022)

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

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **FOODS AND INNS LIMITED (CIN: L55200MH1967PLC013837)** (hereinafter called the "Company") for the financial year ended March 31, 2022. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon;

Based on our Verification of books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering April 1, 2021 to March 31, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and Compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter;

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the audit period **April 1, 2021 to March 31, 2022** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not Applicable to the Company during the Audit Period)**
- (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, 2015 ;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not Applicable to the Company during the Audit Period)**
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable as the Company has not issued any debt securities 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; **(Not Applicable as the Company is not Registrar to an Issue and Share Transfer Agent during the financial year)**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not Applicable as the Company has not delisted its equity shares from any stock exchange during the Audit Period)**

DIRECTORS' REPORT (CONTD.)

- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. **(Not Applicable as the Company has not bought back any of its securities during the Audit Period)**
- (i) Securities and Exchange Board of India (Depositories & Participants) Regulation, 2018 **(To the extent applicable)**
- (vi) We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

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

- Secretarial Standards issued by The Institute of Company Secretaries of India.
- Securities and Exchange Board of India (Listing Obligation & Disclosure Requirement) Regulation, 2015 "SEBI (LODR)".

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

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

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

We further report that

- The Board of Directors of the Company is duly constituted and the changes in the composition of the Board of Directors that took place during the period under review were carried out in the compliance with the provision of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- As per the minutes of the Board duly recorded and signed by Chairman, the decisions of the Board were with requisite majority.

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

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

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

- The Company was listed on National Stock Exchange of India Limited with effect from November 16, 2021.
- Re-appointment of Mr. Moloy Saha as Chief Executive Officer of Company with effect from March 18, 2021 to September 30, 2021.
- Re-appointment of Mr. Moloy Saha as Chief Executive Officer of Company with effect from October 1, 2021 to September 30, 2024.
- The Shareholders of the Company at their Extra-Ordinary General Meeting held on March 3, 2022 approved the Appointment of Mr. Milan Dalal as Managing Director of Company with effect from April 1, 2022.

FOR **RAGINI CHOKSHI & CO.**

(COMPANY SECRETARIES)

Place: Mumbai

Date: August 8, 2022

REENA BORDIA

(PARTNER)

CP No: 24214

ACS No: 64465

UDIN: A064465D000757872

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

DIRECTORS' REPORT (CONTD.)

'Annexure -1'

To,
The Members,

FOODS AND INNS LIMITED

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

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

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

FOR **RAGINI CHOKSHI & CO.**
(COMPANY SECRETARIES)

Place: Mumbai
Date: August 8, 2022

REENA BORDIA
(PARTNER)

CP No: 24214

ACS No: 64465

UDIN: A064465D000757872

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.

2. BOARD OF DIRECTORS:

Composition of the Board as on March 31, 2022

Category	No of Directors
Non Executive & Independent Directors including Woman Director	4
Non-Executive & Non- Independent Directors	4
TOTAL	8

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

Responsibilities of the Chairman

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

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

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

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

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
June 4, 2021	8	8
August 12, 2021	8	8
November 1, 2021	8	8
February 3, 2022	8	8

CORPORATE GOVERNANCE REPORT (CONTD.)

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 29, 2021	Attendance at EGM held on March 3, 2022
	4.06.21	12.08. 21	1.11.21	3.02.22		
Mr. Bhupendra Dalal	√	√	√	√	√	√
Mr. V.K. Beswal	√	√	√	√	√	√
Mrs. Kamlini Maniar	√	√	√	√	Leave of Absence	Leave of Absence
Mr. Milan Dalal	√	√	√	√	√	√
Mr. Raymond Simkins	√	√	√	√	Leave of Absence	Leave of Absence
Mr. Hormazdiyar Vakil	√	√	√	√	√	√
Mr. Maneck Davar	√	√	√	√	Leave of Absence	√
Mrs. Pallavi Dhupelia	√	√	√	√	√	√

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	September 22, 2014	6	2	2
Mr. Vinod Kumar Beswal	September 29, 2015	6	5	5
Mr. Raymond Simkins	August 9, 1995	3	--	--
Mr. Milan Dalal	April, 29, 2006	18	3	8
Mrs. Kamlini Maniar	September 29, 2015	3	3	3
Mr. Hormazdiyar Vakil	August 14, 2018	3	1	3
Mr. Maneck Davar	September 30, 2019	8	2	1
Mrs. Pallavi Dhupelia	September 30, 2019	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 addition to the information required under SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Board is also kept informed of major events/items and approvals taken wherever necessary. At the Board meetings, the Board is apprised of the overall performance of the Company.

3. COMMITTEES OF THE BOARD

With a view to have a more focused attention on business and for better governance and accountability, the Board

has constituted the following mandatory committees viz. Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Risk Management Committee. The Minutes of the Committee Meetings are tabled at the Board Meetings.

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

CORPORATE GOVERNANCE REPORT (CONTD.)

the audit fees and also approving the payment for any other services, reviewing the annual financial statements before submission to the Board, reviewing adequacy of internal control systems, structure and staffing of the internal audit function, reviewing findings of the internal investigations, etc.

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

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

COMPOSITION:

The Audit Committee consists as at March 31, 2022 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			
		June 4, 2021	August 12, 2021	November 1, 2021	February 3, 2022
Mr. V. K. Beswal (Chairman)	Independent, Non Executive	√	√	√	√
Mr. Bhupendra Dalal	Non Independent, Non Executive	√	√	√	√
Mrs. Kamlini Maniar	Independent, Non Executive	√	√	√	√
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 dematerialisation, 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 January 30, 2010 and the composition of the Stakeholders Relationship Committee as at March 31, 2022 and details of the member's participation at the Meetings of the Committee are as under:

Name	Category	February 3, 2022
Mr. Milan Dalal (Chairman)	Non Independent, Non Executive	√
Mr. Maneck Davar	Independent, Non Executive	√
Mr. V. K. Beswal	Independent, Non Executive	√

Particulars	Requests	Complaints
Number of requests/ complaints received from the shareholders during the period April 1, 2021 to March 31, 2022.	112	2
Number of requests/ complaints resolved during the April 1, 2021 to March 31, 2022.	108	2
Number of pending requests/ complaints as on March 31, 2022	10	0

CORPORATE GOVERNANCE REPORT (CONTD.)

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, 2022 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			
		June 4, 2021	August 11, 2021	November 1, 2021	February 3, 2022
Mr. Hormazdiyar Vakil (Chairman)	Independent, Non Executive	√	√	√	√
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, 2022 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				
		August 5, 2021	September 21, 2021	January 14, 2022	January 21, 2022	February 1, 2022
Mrs. Kamlini Maniar (Chairperson)	Independent, Non Executive	Leave of Absence	Leave of Absence	√	√	√
Mr. Milan Dalal	Non Independent, Non Executive	√	√	√	√	√
Mr. Bhupendra Dalal (w.e.f April 1, 2021)	Non Independent, Non Executive	Leave of Absence	Leave of Absence	√	√	√
Mr. Moley Saha	Chief Executive Officer	√	√	√	√	√

3 (e) RISK MANAGEMENT COMMITTEE:

Terms of Reference:

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

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

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

CORPORATE GOVERNANCE REPORT (CONTD.)

Composition:

The Risk Management Committee was constituted on August 14, 2014 and consists of the following Directors as at March 31, 2022 and during the year the committee did not have any meeting.

Name	Category	Attendance at the Risk Management Committee meeting held on August 11, 2021
Mr. Bhupendra Dalal	Non Independent, Non Executive	✓
Mr. Milan Dalal	Non Independent, Non Executive	✓
Mr. Maneck Davar	Independent, Non Executive	✓

4. INDEPENDENT DIRECTORS MEETING:

During the year under review, the Independent Directors met on February 3, 2022, inter alia, to discuss:

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

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

5. GENERAL BODY MEETINGS:

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
2021-2022	EGM	video conferencing facility	February 3, 2022	3:30 P.M
2020-2021	49 th AGM	video conferencing facility	August 28, 2021	3:30 P.M
2019-2020	48 th AGM	video conferencing facility	August 30, 2020	3:30 P.M
2018-2019	47 th AGM	M. C Ghia Hall, Indian Textile Accessories & Machinery Manufacturers' Association, Bhogilal Hargovindas Building, 4 th Floor, 18/20, K. Dubash Marg, Kala Ghoda, Mumbai-400 001	August 27, 2019	10:15 A.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:

Extra Ordinary General Meeting held on February 3, 2022

- Issue of securities for an amount up to and not exceeding ₹ 180 Crores (Rupees one hundred and eighty Crores) or in any other equivalent currency
- Approval for appointment of Managing Director of the Company

49th Annual General Meeting held on September 28, 2021

- Commission to Non-Executive Directors

48th Annual General Meeting held on September 30, 2020

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

47th Annual General Meeting held on September 27, 2019

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

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.

CORPORATE GOVERNANCE REPORT (CONTD.)

7. DISCLOSURES

a) Related Party Transactions

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

b) Strictures and Penalties

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

c) CEO / CFO Certification

The CEO and CFO has issued certificate pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, certifying that the financial statements do not contain any untrue statement and these statements

represents a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

d) PCS's certificate on Corporate Governance

As required by Clause 49 of the Listing Agreement and the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, the 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 : Thursday, September 22, 2022

Time : 4:00 P.M through video conferencing facility

1. Book Closure:

Friday September 16, 2022 to Thursday September 22, 2022 (Both days inclusive).

2. Financial Calendar (tentative):

Financial Reporting for the Financial Year 2022-23	Tentative month of reporting
Un-audited Financial Results for the quarter ending June 30, 2022.	August, 2022
Un-audited Financial Results for the half year ending September 30, 2022.	November, 2022
Un-audited Financial Results for the quarter ending December 31, 2022.	February, 2022
Audited Financial Results for the year ending March 31, 2023.	May, 2023

3. Listing of Equity Shares on Stock Exchange :

Equity Shares of the Company are listed on Bombay Stock Exchange Limited (BSE) and National Stock Exchange (NSE). An annual listing fee for the year 2022-23 has been paid to both Bombay Stock Exchange Limited (BSE) and National Stock Exchange (NSE).

4. Stock Code:

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

CORPORATE GOVERNANCE REPORT (CONTD.)

5. Stock Price Data:

Month wise high and low price of the Company's Shares at Bombay Stock Exchange Limited (BSE) and National Stock Exchange (NSE) from April, 2021 to March, 2022

Month	Bombay Stock Exchange Limited (BSE)		National Stock Exchange (NSE)	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April 2021	53.35	34.00	--	--
May 2021	52.30	38.40	--	--
June 2021	65.00	46.05	--	--
July 2021	57.80	46.00	--	--
August 2021	58.25	47.35	--	--
September 2021	54.40	46.05	--	--
October 2021	50.90	45.25	--	--
November 2021	51.80	44.50	*98.15	*80.80
December 2021	57.50	46.80	99.00	79.00
January 2022	63.95	50.70	125.00	84.00
February 2022	56.90	47.55	108.00	79.65
March 2022	57.80	49.25	96.85	80.00

*The Company got listed on NSE w.e.f November 16, 2021

6. Compliance Officer:

Mrs. Randeep Kaur –Company Secretary, Compliance Officer and Nodal Officer

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

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

7. Address For Correspondence:

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

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

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

10. Distribution of Shareholding as on March 31, 2022

Range in	Number of Shareholders	% of Total Holders
1 to 500	9490	77.8124
501 to 1000	888	7.2811
1001 to 2000	701	5.7478
2001 to 3000	389	3.1896
3001 to 4000	107	0.8773
4001 to 5000	154	1.2627
5001 to 10000	231	1.8941
10001 and above	236	1.9351
TOTAL	12196	100

8. Share Transfer System

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

9. Dematerialisation of Shares

Trading in Equity Shares of the Company is permitted only in dematerialised form with effect from January 29, 2001 as per notification issued by the Securities & Exchange Board of India (SEBI). As on March 31, 2022, out of total Equity Share Capital 5,03,38,260 Equity Shares 4,93,73,889 Equity Shares representing 98.08 % of the total Equity Shares are held in dematerialised form with NSDL and CDSL. Transfer cum demat facility is available to all Shareholders of the Company, who request for such facility.

CORPORATE GOVERNANCE REPORT (CONTD.)

11. Shareholding Pattern as on March 31, 2022

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	1,81,24,210	36.00
(b)	Central Govt. / State Govt.	-	-
(c)	Bodies Corporate	46,35,910	9.21
(d)	Financial Institutions / Banks	-	-
(e)	Any other	-	-
	Sub Total – A(1)	2,27,60,120	45.21
2	Foreign		
(a)	Non Resident Individuals / Foreign Individuals	-	-
(b)	Bodies Corporate	-	-
(c)	Institutions	-	-
(d)	Any other	-	-
	Sub Total A(1) + A(2)	2,27,53,120	45.20
	Total Shareholding of Promoter Group		
(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)	Foreign Portfolio Investor	29,609	0.06
(i)	Any other	-	-
(i1)	NRI Banks	-	-
	Sub Total B(1)	29,609	0.06
2	Non Institutions		
(a)	Individuals		
(a1)	Individuals-shareholders holding normal Share Capital up to ₹ 2 Lac	1,07,17,018	21.3
(a2)	Individuals-shareholders holding normal Share Capital in excess of ₹ 2 Lac	21,68,993	4.31
(b)	NBFCs Registered with RBI	86,200	0.17
(c)	Employee Trusts	-	-
(d)	Overseas Depositories (holding DRs)	-	-
(c)	Any other (specify)		
(c1)	Other Foreign Nationals	64,26,660	12.77
(c2)	NRI (Non Repat)	1,44,933	0.29

CORPORATE GOVERNANCE REPORT (CONTD.)

Cat. Code	Category of Shareholder	Total No. of Shares held	% Share Holding
(c3)	NRI (Repat)	17,83,206	3.54
(c4)	Clearing Member	30,227	0.06
(c5)	Directors/ Relatives	54,000	0.11
(c6)	Trust	1,24,500	0.25
(c7)	Hindu Undivided Family	10,07,500	2
(c8)	Bodies Corporate	36,99,819	7.35
(c9)	IEPF	6,56,214	1.3
(c10)	Body Corp-Limited Liability Partnership	5,20,341	1.03
(c11)	Unclaimed Shares	1,28,920	0.25
	Sub Total B(2)	2,75,48,531	54.73
	Total Public Shareholding B(1) + B(2)	2,75,78,140	54.80
C	Shares held by Custodians and against which Depository receipts have been issued-	-	-
	Grand Total	5,03,38,260	100

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, 2022

On behalf of the Board

Bhupendra Dalal

Chairman

(DIN: 00061492)

Mumbai, August 8, 2022

CORPORATE GOVERNANCE REPORT (CONTD.)

CEO/ CFO CERTIFICATION

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

- (a) We have reviewed financial statements and the cash flow statement for the year ended March 31, 2022 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, 2022 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 8, 2022

Moloy Saha
Chief Executive Officer

Anand Krishnan
Chief Financial Officer

CORPORATE GOVERNANCE REPORT (CONTD.)

PRACTISING COMPANY SECRETARY'S CERTIFICATE ON CORPORATE GOVERNANCE**Certificate on compliance with the conditions of Corporate Governance under
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To,

The Members

FOODS AND INNS LIMITED

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

We have examined the compliance of the conditions of Corporate Governance by **FOODS AND INNS LIMITED** ('the Company') for the financial year ended March 31, 2022, as stipulated in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the SEBI Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended March 31, 2022.

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

For Ragini Chokshi & Co.
(Company Secretaries)

Reena Bordia
(Partner)

C .P. No: 24214

FCS NO: 64465

UDIN: A064465D000757938

Place: Mumbai

Date: August 8, 2022

CORPORATE GOVERNANCE REPORT (CONTD.)

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

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

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

In my/our opinion and to the best of my/our information and according to the verifications (including Directors Identification Number (DIN) status at the portal (www.mca.gov.in) as considered necessary and explanations furnished to me / us by the Company & its officers, I/We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1.	Hormazdiyaar Shiavax Vakil	00060835	August 14, 2018
2.	Bhupendra Champaklal Dalal	00061492	April 30, 2008
3.	Milan Bhupendra Dalal	00062453	April 29, 2006
4.	Vinod Kumar Beswal	00120095	November 14, 2014
5.	Pallavi Dhupelia Utsav	00169818	September 30, 2019
6.	Raymond Simkins	01573312	August 9, 1995
7.	Maneck Eruch Davar	01990326	September 30, 2019
8.	Kamlini Chaitan Maniar	06926167	March 30, 2015

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company

For Ragini Chokshi & Co.
(Company Secretaries)

Reena Bordia
(Partner)

C .P. No: 24214

FCS NO: 64465

UDIN: A064465D000757949

Place: Mumbai
Date: August 8, 2022

FINANCIAL STATEMENTS

STANDALONE FINANCIAL STATEMENTS: 84 - 151

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, 2022, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, 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 SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics issued by ICAI. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Emphasis of Matter

We draw attention to Note no. 41 of the Standalone Financial Statements regarding the status of the matter relating to clarification sought by the Company about the applicable Goods and Services Tax rate on supply of a product. Our opinion is not modified in respect of the above matters.

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

INDEPENDENT AUDITOR'S REPORT (Contd.)

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.

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

INDEPENDENT AUDITOR'S REPORT (Contd.)

be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of section 143 (11) of the Act, we give in the "Annexure A", a statement on the matters specified in the paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - (i) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (ii) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (iii) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account;
 - (iv) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under section 133 of the Act, read with relevant rules issued thereunder and relevant provisions of the Act;
 - (v) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of section 164(2) of the Act;
 - (vi) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B";
 - (vii) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act;
 - (viii) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - a) The Company has disclosed the impact of pending litigations as at March 31, 2022 on its financial position in its standalone financial statements - Refer Note 40 to the standalone financial statements;
 - b) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - c) There has been no delay in transferring amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;
 - d)
 - (i) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (ii) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded

INDEPENDENT AUDITOR'S REPORT (Contd.)

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

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

of the Companies Act as applicable to the extent it applies to payment of dividend.

As stated in note no. 19.3 to the standalone financial statements the Board of director's of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend proposed is in accordance with section 123 of the Act as applicable to the extent it applies to declaration of dividend.

For G.M. Kapadia & Co.

Chartered Accountants
Firm Registration No. 104767W

Atul Shah

Partner

Membership No. 039569

UDIN: 22039569AJBJOA6826

Place: Mumbai

Date : May 16, 2022

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, 2022:

- (i) (a) (A) The Company has maintained proper records of Property, Plant and Equipment, capital work in progress and right of use assets showing particulars of assets including quantitative details and situation;
- (B) The Company has maintained proper records showing full particulars of Intangible Assets;
- (b) The Company has a program of verification of property, plant and equipment, so to cover all the items once every 3 years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, Property, Plant and Equipment which were due for verification during the year are physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification;
- (c) Based on the examination of the registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title deeds of all the immovable properties of land and buildings other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company disclosed in the financial statements included in property, plant and equipment and capital work in progress, are held in the name of the Company as at the balance sheet date. Immovable properties of land and buildings whose title deeds have been pledged as security for loans, guarantees, etc., are held in the name of the Company based on the confirmations directly received by us from lenders / custodians;
- (d) The Company has not revalued any of its Property, Plant and Equipment (including Right of Use assets) and intangible assets during the year;
- (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder;

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

Particulars	(₹ in lakhs)		
	Loans	Advances in nature of loans	Guarantees
A. Aggregate amount granted / provided during the year: -			
Subsidiaries	-	-	144.46
Associates	106.97	-	-
Others	112.10	350.00	-
B. Balance outstanding as at balance sheet date in respect of above cases:*			
Subsidiaries	-	-	144.46
Associates	413.99	-	-
Others	462.18	350.00	-

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

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

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

- (b) During the year, the Company has made investment, provided the terms and conditions of the grant of all the above-mentioned loans and advances in the nature of loans and guarantees and based on explanation provided to us, such investments are not prejudicial to the Company's interest;
- (c) In respect of loans granted or advances in the nature of loans provided by the Company, the schedule of repayment of principal and payment of interest has not been stipulated. In the absence of such schedule, the question of regularity of the repayments of principal amounts and payment of interest does not arise. Hence the question of reporting as per clause (iii) (d) as to whether there is any over due and reasonable steps have been taken by the Company for recovery of principal and interest, does not arise.
- (d) As stated in above clause (iii) (c) that in the absence of such schedule, we are unable to comment on the regularity of the repayments of principal amounts and payment of interest. Hence the question of reporting, as to whether there is any over due and reasonable steps have been taken by the Company for recovery of principal and interest, does not arise.
- (e) No loan or advance in the nature of loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
- (f) The Company has granted loans or advances in nature of loans to its associate and other parties

which are repayable on demand, details of which are given below.

Particulars	₹ in lakhs
Aggregate of loans and advances in nature of loans	1185.04
Percentage of loans and advances in nature of loans to the total loans	96.65%

- (iv) Based on the audit procedures applied by us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees provided, as applicable;
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits. Accordingly, reporting under paragraph 3(v) of the Order is not applicable to the Company. We have been informed by the management that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal in this regard;
- (vi) According to the information and explanations given to us, pursuant to the Companies (Cost Records and Audit) Rules, 2014 read with section 148(1) of the Act, the Central government has not prescribed maintenance of cost records in respect of any of the Company's product. Accordingly, paragraph 3 (vi) of the order is not applicable to the Company;
- (vii) (a) The Company has generally been regular in depositing with appropriate authorities undisputed statutory dues such as provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, goods and service tax, cess and other applicable statutory dues. According to information and explanations given to us, no undisputed statutory dues payable were in arrears as at March 31, 2022, for a period of more than six months from the date they became payable;
- (b) The details of statutory dues referred to in sub-clause (a) which have not been deposited with the concerned authorities as on March 31, 2022, 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
	The Income Tax Act, 1961	Income tax	170.03	AY 2017-18	Commissioner of Income tax (Appeal)
	The Finance Act, 1994	Service tax	2.43	2004-05 to 2007-08	Commissioner of Central Excise (Appeals)
	The Income Tax Act, 1961	Income Tax	1.66	2014-15 to 2015-16	Commissioner of Income tax (Appeal)

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

- (viii) There are no transactions which are not recorded in the books of account and have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961;
- (ix) (a) In our opinion, the Company has not defaulted in the repayment of loans or other borrowings, or in the payment of interest thereon to any lender during the year;
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or any other lender;
- (c) To the best of our knowledge and belief, in our opinion, term loans availed by the Company were, applied by the Company during the year for the purposes for which the loans were obtained;
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company;
- (e) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures. Accordingly, reporting under paragraph 3(ix)(e) of the Order is not applicable to the Company ;
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Accordingly, reporting under paragraph 3(ix)(f) of the Order is not applicable to the Company;
- (x) (a) The Company has not raised any moneys by way of Initial Public Offer or Further Public Offer (including debt instruments) during the year. Accordingly, reporting under paragraph 3(x)(a) of the Order is not applicable to the Company;
- (b) The Company has not made any preferential allotment or private placement of shares or convertible debentures fully or partly or optionally during the year. Accordingly, reporting under clause (x)(b) of the Order is not applicable to the Company;
- (xi) (a) To the best of our knowledge and belief and according to the information and explanations given to us, no material fraud by the Company or on the Company has been noticed or reported during the year;
- (b) To the best of our knowledge, no report under section 143(12) of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report;
- (c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year. Accordingly, reporting under paragraph 3(xii) of the Order is not applicable to the Company;
- (xii) In our opinion and according to information and explanation given to us, the Company is not a Nidhi Company. Accordingly, reporting under paragraph 3(xii) of the Order is not applicable to the Company;
- (xiii) In our opinion, the Company is in compliance with section 177 and 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc., as required by the applicable accounting standards;
- (xiv) (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business;
- (b) We have considered the internal audit reports of the company issued till date, for the period under audit, in determining the nature, timing and extent of our audit procedures;
- (xv) According to information and explanations given to us, in our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with them and hence provisions of section 192 of the Act are not applicable to the Company;
- (xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under paragraph 3(xvi)(a), (b) and (c) of the Order is not applicable;
- (d) The Group does not have any CIC as part of the Group as per definition of Group contained in the Core Investment Companies (Reserve Bank) Directions, 2016 and hence the reporting under paragraph 3(xvi) (d) of the Order is not applicable;

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

(xvii) The Company has not incurred cash losses in the financial year and in the immediately preceding financial year;

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under paragraph 3(xviii) of the Order is not applicable to the Company;

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither

give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due; and

(xx) The Company was not having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during the immediately preceding financial year and hence, provisions of Section 135 of the Act are not applicable to the Company during the year. Accordingly, reporting under paragraph 3(xx)(a) and (xx)(b) of the Order is not applicable to the Company.

For G.M. Kapadia & Co.

Chartered Accountants

Firm Registration No. 104767W

Atul Shah

Partner

Membership No. 039569

UDIN:22039569AJBJOA6826

Place: Mumbai

Date : May 16, 2022

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 2(vi) under "Report on Other Legal and Regulatory Requirements" of our report on even date to the members of the Company on standalone financial statements for the year ended March 31, 2022

Opinion

We have audited the internal financial controls with reference to financial statements of the Company as of March 31, 2022 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, 2022 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.

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

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

Place: Mumbai
Date : May 16, 2022

Membership No. 039569
UDIN: 22039569AJBJOA6826

STANDALONE BALANCE SHEET

AS AT MARCH 31, 2022

Particulars	Note No.	(₹ in Lakhs)	
		As at March 31, 2022	As at March 31, 2021
ASSETS			
Non-current Assets			
(a) Property, Plant and Equipment	3a	11,055.32	11,261.49
(b) Right of Use Asset	3a	823.99	46.53
(c) Capital work-in-progress	3b	5,543.01	1,773.50
(d) Intangible Assets	4	1,302.19	1,315.43
(e) Financial Assets			
(i) Investments	5	644.98	493.67
(ii) Loans	6	19.07	15.04
(iii) Others	7	617.95	472.33
(f) Deferred Tax Assets (Net)	8	957.85	896.39
(g) Other Non-current assets	9	473.94	165.71
Total Non-Current Assets		21,438.30	16,440.09
Current Assets			
(a) Inventories	10	20,356.86	13,023.24
(b) Financial Assets			
(i) Investments	11	33.50	10.19
(ii) Trade Receivables	12	9,313.79	8,141.69
(iii) Cash and Cash Equivalents	13	244.76	995.36
(iv) Bank balance other than (iii)above	14	595.95	300.74
(v) Loans	15	1,207.10	986.95
(vi) Other Financial Assets	16	426.49	436.87
(c) Current Tax Assets (Net)	17	394.37	399.48
(d) Other Current Assets	18	2,930.67	1,843.34
Total Current Assets		35,503.49	26,137.85
Total Assets		56,941.79	42,577.95
EQUITY AND LIABILITIES			
Equity			
(a) Equity	19	503.38	503.38
(b) Other Equity	20	19,249.58	17,758.65
Total Equity		19,752.96	18,262.03
Liabilities			
Non-current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	21	4,331.52	1,228.86
(ii) Lease Liability		736.77	24.70
(b) Provisions	22	69.29	45.71
Total Non-Current Liabilities		5,137.58	1,299.27
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	23	16,906.00	15,070.41
(ii) Lease Liability		113.81	28.38
(iii) Trade Payables			
Outstanding of Micro and Small Enterprises	24	160.88	211.43
Other than Micro and Small Enterprises	24	12,630.38	5,977.76
(iv) Other Financial Liabilities	25	816.66	564.92
(b) Other Current liabilities	26	878.34	1,033.29
(c) Provisions	27	126.60	112.25
(d) Current Tax Liabilities (Net)	28	418.58	18.21
Total Current Liabilities		32,051.25	23,016.65
Total Liabilities		37,188.83	24,315.92
Total Equity and Liabilities		56,941.79	42,577.95
Significant Accounting Policies	2		

See accompanying notes forming part of the financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

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

Chartered Accountants

Firm Registration No.104767W

ATUL SHAH

Partner

Membership No.039569

BHUPENDRA DALAL

Chairman

(DIN : 00061492)

MILAN DALAL

Managing Director

(DIN : 00062453)

MOLOY SAHA

Chief Executive Officer

Place : Mumbai

Date : May 16, 2022

ANAND KRISHNAN

Chief Financial Officer

RANDEEP KAUR

Company Secretary

STANDALONE STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2022

Particulars	Note No.	Year ended	
		March 31, 2022	March 31, 2021
(₹ in Lakhs)			
INCOME			
I Revenue from Operations	29	61,648.56	35,657.27
II Other Income	30	762.48	1,200.81
III Total Income (I+II)		62,411.04	36,858.08
IV EXPENSES			
Cost of materials consumed		47,005.63	21,774.22
Purchases of Stock-in-Trade		28.54	118.71
Changes in inventories of Finished Goods, Stock-in-Trade and Work in Progress	31	(6,817.17)	1,642.90
Employee Benefits Expense	32	2,859.84	2,212.07
Finance Costs	33	1,889.09	1,443.42
Depreciation and Amortisation Expense	34	1,323.68	1,243.82
Other Expenses	35	13,756.23	7,946.11
Total Expenses		60,045.84	36,381.25
V Profit/(Loss) before and Tax (III-IV)		2,365.20	476.83
VI Tax Expense			
Current Tax	36	820.00	71.00
Deferred Tax	36	(56.67)	16.96
Total Tax Expenses		763.33	87.96
VII Profit/(Loss) for the period (V-VI)		1,601.87	388.87
VIII Other Comprehensive Income			
Items that will not be reclassified subsequently to profit or loss:			
Remeasurement of the defined benefit plans		(47.67)	22.13
Equity instruments through Other Comprehensive Income		(3.35)	3.09
Income tax relating to items that will not be reclassified to profit or loss		13.88	(6.16)
Total Other Comprehensive Income		(37.14)	19.06
Total Comprehensive Income for the year		1,564.73	407.93
Earnings per share (Face Value ₹ 1 Per Share)	37		
Basic (in ₹)		3.18	0.77
Diluted (in ₹)		3.18	0.77
Significant Accounting Policies	2		

See accompanying notes forming part of the financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

For G. M. KAPADIA & CO

Chartered Accountants

Firm Registration No.104767W

ATUL SHAH

Partner

Membership No.039569

BHUPENDRA DALAL

Chairman

(DIN : 00061492)

MILAN DALAL

Managing Director

(DIN : 00062453)

MOLOY SAHA

Chief Executive Officer

Place : Mumbai

Date : May 16, 2022

ANAND KRISHNAN

Chief Financial Officer

RANDEEP KAUR

Company Secretary

STANDALONE CASH FLOW STATEMENT

FOR THE YEAR ENDED MARCH 31, 2022

Particulars	(₹ In Lakhs)	
	Year ended March 31, 2022 Audited	Year ended March 31, 2021 Audited
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit Before Tax	2,365.20	476.83
Adjustments for :		
Depreciation/ Amortisation	1,323.68	1,243.82
Finance Costs	1,889.09	1,443.42
Unrealised Loss/(Gain) on Foreign Exchange	5.83	(16.03)
Share Based Payments to Employees	26.88	-
Impairment of financial assets	273.35	-
Provision for Impairment of Advances	37.80	3.67
Bad Debts Written off and Provision for impairment of Trade Receivable	134.50	76.26
Dividend Income	(0.02)	(0.02)
Interest Received on Deposits and Others	(153.15)	(121.23)
Mark to Market Loss/(Gain) on Financial Assets	(34.16)	(138.05)
Balance / Provision Write Back-(Net)	(22.24)	(10.77)
Provision for Gratuity	82.69	(5.24)
Provision for Sales Return	4.38	10.55
Provision for Bonus	3.55	4.57
Provision for Leave Encashment	30.00	(4.98)
(Profit)/Loss on Sale of Property, Plant and Equipment	(7.36)	(5.22)
Net Gain on fair valuation of Mutual Fund	(1.04)	(0.19)
Reversal of Impairment of Trade Receivables	-	(50.99)
Share of profit from partnership firm	(130.87)	(141.82)
Loss on Sale of License	78.58	-
Operating Profit Before Working Capital Changes	5,906.69	2,764.58
Adjustments for :		
(Increase)/Decrease in Trade Receivables	(1,286.90)	(13.81)
(Increase)/Decrease in Inventories	(7,333.62)	754.61
(Increase)/Decrease in Financial Assets	(209.56)	(221.22)
Increase/(Decrease) in Trade payables	6,598.78	(1,575.90)
Increase/(Decrease) in Other Financial Liabilities	135.08	(275.91)
Increase/(Decrease) in Other Liabilities and Provisions	(276.22)	(465.60)
(Increase)/Decrease in Other Assets	(1,560.60)	549.19
Cash Generated From Operations	1,973.65	1,515.94
Income Tax paid	(355.00)	(50.00)
Net Cash From Operating Activities (A)	1,618.65	1,465.94
B. CASH FLOW FROM INVESTING ACTIVITIES		
Interest Received	44.40	43.92
Dividend Received	0.02	0.02
Acquisition of Tangible and Intangible assets	(4,881.78)	(2,044.92)
Sale of Property, Plant and Equipment	13.86	11.45
Purchase of Current and Non Current Investments	(104.98)	(25.49)
Proceeds from Capital Subsidy	70.00	-
Drawings from Partnership Firm	74.41	-
Invested in Fixed Deposits/Margin Money	(819.84)	(442.81)
Proceeds from Fixed Deposits	518.40	527.44
Net Cash From Investing Activities (B)	(5,085.51)	(1,930.39)

STANDALONE CASH FLOW STATEMENT

FOR THE YEAR ENDED MARCH 31, 2022

Particulars	(₹ In Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
	Audited	Audited
C. CASH FLOW FROM FINANCING ACTIVITIES		
Finance Costs Paid	(1,847.72)	(1,585.14)
Dividend Paid	(101.40)	(102.10)
Payments for Lease	(272.86)	(31.43)
Receipts from Non-current Borrowings	4,464.05	968.90
Repayment of Non-current Borrowings	(1,516.21)	(469.47)
Increase/(Decrease) in Current Borrowings	1,948.98	218.95
Net Cash From Financing Activities (C)	2,674.84	(1,000.29)
Net Increase in Cash and Cash Equivalents (A+B+C)	(792.02)	(1,464.74)
Cash and Cash Equivalents at the beginning of the year	(4,392.72)	(2,927.98)
Cash and Cash Equivalents at the end of the Period	(5,184.74)	(4,392.72)
Cash and Cash Equivalents comprises of		
Balances with Banks	230.07	986.47
Cash on hand	14.69	8.89
Bank Overdraft	(5,429.50)	(5,388.08)
Closing Balance of Cash and Cash Equivalents	(5,184.74)	(4,392.72)

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

Particulars	(₹ in Lakhs)			
	As at March 31, 2021	Cash Flows	Non-cash changes	As at March 31, 2022
Non-current Borrowings (Refer Note 21)	2,006.68	2,947.85	-	4,954.53
Current Borrowings (Refer Note 23)	8,904.51	1,948.98	-	10,853.49
Total	10,911.19	4,896.83	-	15,808.02

Particulars	(₹ in Lakhs)			
	As at March 31, 2020	Cash Flows	Non-cash changes	As at March 31, 2021
Non-current Borrowings (Refer Note 21)	1,501.69	499.43	5.56	2,006.68
Current Borrowings (Refer Note 23)	8,685.56	218.95	-	8,904.51
Total	10,187.25	718.38	5.56	10,911.19

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 and on behalf of the Board of Directors

For G. M. KAPADIA & CO

Chartered Accountants

Firm Registration No.104767W

ATUL SHAH

Partner

Membership No.039569

BHUPENDRA DALAL

Chairman

(DIN : 00061492)

MILAN DALAL

Managing Director

(DIN : 00062453)

MOLOY SAHA

Chief Executive Officer

Place : Mumbai

Date : May 16, 2022

ANAND KRISHNAN

Chief Financial Officer

RANDEEP KAUR

Company Secretary

STANDALONE STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2022

A. Equity Share Capital

Particulars	Note No.	Amount
Balance as at April 1, 2020	19	503.38
Add: Changes during the year		-
Balance as at April 1, 2021		503.38
Add: Changes during the year		-
Balance as at March 31, 2022		503.38

B. Other Equity

Particulars	Note No.	Reserves and Surplus					Other Comprehensive Income	Total
		General Reserve	Securities Premium	Share Options Outstanding Account	Capital Reserve	Retained Earnings	Equity Instruments through OCI	
Balance as at April 1, 2020	20	2,232.26	2,159.58	-	308.37	12,751.45	(0.26)	17,451.40
Profit for the year		-	-	-	-	388.87	-	388.87
Other Comprehensive Income for the year		-	-	-	-	22.13	3.09	25.22
Income tax on above		-	-	-	-	(6.16)	-	(6.16)
Dividends		-	-	-	-	(100.68)	-	(100.68)
Balance as at April 1, 2021	20	2,232.26	2,159.58	-	308.37	13,055.61	2.83	17,758.65
Profit for the year		-	-	-	-	1,601.87	-	1,601.87
Other Comprehensive Income for the year		-	-	-	-	(47.67)	(3.35)	(51.02)
Income tax on above		-	-	-	-	13.88	-	13.88
Dividends		-	-	-	-	(100.68)	-	(100.68)
Share Based Payments to Employees (net) (Refer Note 49)		-	-	26.88	-	-	-	26.88
Balance as at March 31, 2022		2,232.26	2,159.58	26.88	308.37	14,523.01	(0.52)	19,249.58

Significant Accounting Policies 2

See accompanying notes forming part of the financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

For G. M. KAPADIA & CO

Chartered Accountants

Firm Registration No.104767W

ATUL SHAH

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BHUPENDRA DALAL

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(DIN : 00061492)

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Managing Director

(DIN : 00062453)

MOLOY SAHA

Chief Executive Officer

Place : Mumbai

Date : May 16, 2022

ANAND KRISHNAN

Chief Financial Officer

RANDEEP KAUR

Company Secretary

NOTES TO STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2022

1. CORPORATE INFORMATION

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

Authorisation of standalone financial statements

The authorisation of standalone financial statements (hereinafter referred as "Financial Statements") of the Company for the year ended March 31, 2022 were authorised for issue by the Board of Directors at their meeting held on May 16, 2022.

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 amortisation 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 (₹), which is also the Company's functional currency and all amounts are rounded off to the nearest Lakhs (₹ '00,000) upto two decimals, except when otherwise indicated.

2.3 Current versus non-current classification

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

An asset is treated as current if it is:

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

All other assets are classified as non-current.

A liability is treated as current when:

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

All other liabilities are classified as non-current.

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

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

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

obligation, if any, and, for assets that necessarily take a substantial period of time to get ready for their intended use, finance costs. The purchase price is the aggregate amount paid and the fair value of any other consideration given to acquire the asset.

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

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

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

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, Associates and Joint ventures **Subsidiary:**

A Subsidiary is an entity that is controlled by another entity. An investor controls an investee if and only if the investor has the following; (i) Power over the investee, (ii) exposure, or rights, to variable returns from its involvement with the investee and (iii) the ability to use its power over the investee to affect the amount of the investor's returns.

Associates:

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

Joint ventures

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

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

2.8 Intangible Assets and Amortisation

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition,

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

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 recognised in Statement of Profit or Loss when asset is derecognised.

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

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

2.9 Impairment of assets

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

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

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 up to the amount that would have been determined, had no impairment loss been recognised for that asset or cash generating unit. A reversal of an impairment loss is recognised immediately in the Statement of Profit or Loss.

2.10 Inventories

Inventories 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.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

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

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

which requires expected life time losses to be recognised from initial recognition of receivables.

2.14 Derecognition of financial assets:

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

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

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

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 Employee Stock Option Plan (ESOP)

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

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

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

No expense is recognised for options that do not ultimately vest because non market performance and/or service conditions have not been met. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

2.21 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.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

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 Leave Encashment, 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

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

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

2.26 Leave Encashment

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

2.27 Taxes on Income

Current Tax

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

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

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

Deferred Tax

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

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

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

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

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

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

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

2.28 Leases

As a lessee

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

The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

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 recognised on either a straight-line basis or another systematic basis. The Company shall apply another systematic basis if that basis is more representative of the pattern in which benefit from the use of the underlying asset is diminished. The Company present underlying assets subject to operating leases in its balance sheet according to the nature of the underlying asset.

2.29 Earnings Per Share

The basic earnings per share are computed by dividing the net profit attributable to the equity shareholders for the year by the weighted average number of equity shares outstanding during the reporting period. Diluted earnings

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

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 that are receivable towards capital investments under Investment Promotion Scheme are recognised in the Statement of Profit or Loss in the period in which they become receivable on fulfillment of required conditions of the grant.

Govt. Grant relating to acquisition of an asset has been reduced from the carrying value of the asset. The grant is then recognised in the P&L over the useful life of the depreciable asset by way of a reduced depreciation charge.

Govt. subsidies are recognised where there is reasonable assurance that the subsidy will be received and all attached conditions have been complied with.

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.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

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 Leave Encashment 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

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

Financial Guarantee Contract

The Company on case-to-case basis elects to account for financial guarantee contracts as financial instruments or as an insurance contract, as specified in Ind AS 109

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

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

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

(₹ in Lakhs)

Particulars	Land	Buildings	Plant and Machinery	Furniture and Fixtures	Office Equipments	Vehicles	Computers	Total	Right of Use Assets
Gross Block									
As at April 1, 2020	486.21	6,133.88	8,985.63	78.63	74.46	367.16	48.17	16,174.14	98.02
Additions	19.82	41.83	502.10	7.99	11.90	-	7.17	590.81	-
Disposals / Adjustments *	0.06	-	7.22	-	0.01	-	-	7.29	-
As at April 1, 2021	505.97	6,175.71	9,480.51	86.62	86.35	367.16	55.34	16,757.66	98.02
Additions	-	494.95	362.16	34.23	21.60	33.87	12.01	958.82	999.45
Disposals / Adjustments *	2.68	-	9.81	9.27	6.39	-	9.74	37.89	-
Other Adjustments #	-	70.00	-	-	-	-	-	70.00	-
As at March 31, 2022	503.29	6,600.66	9,832.86	111.58	101.56	401.03	57.61	17,608.59	1,097.47
Accumulated Depreciation									
Up to March 31, 2020	-	845.01	3,236.36	30.19	37.16	113.80	31.26	4,293.77	24.35
Charge for the year	-	217.76	913.21	8.15	11.80	43.40	9.12	1,203.44	27.14
Withdrawal for Disposal / Adjustments	-	-	1.03	-	0.01	-	-	1.04	-
Up to March 31, 2021	-	1,062.77	4,148.54	38.34	48.96	157.21	40.38	5,496.17	51.49
Charge for the year	-	224.90	791.29	8.97	12.74	42.15	8.40	1,088.45	221.99
Withdrawal for Disposal / Adjustments	-	4.43	7.95	4.97	5.77	-	8.23	31.35	-
Up to March 31, 2022	-	1,283.24	4,931.88	42.34	55.93	199.36	40.55	6,553.27	273.48
Net Block									
Balance as at March 31, 2021	505.97	5,112.94	5,331.97	48.28	37.39	209.95	14.96	11,261.49	46.53
Balance as at March 31, 2022	503.29	5,317.42	4,900.98	69.24	45.63	201.67	17.06	11,055.32	823.99

* Disposals / Adjustments refers to Sale and discard of assets

Capital Subsidy received during the year adjusted against Plant and Machinery

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.

Refer note 38 for disclosure for Right of Use of assets which relates to Plant and Machinery, Vehicles and Office premises

3b. Capital Work-in-Progress (CWIP)

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Opening Balance	1,773.50	304.65
Additions	4,381.94	1,471.23
Capitalisation	612.43	2.38
Closing Balance	5,543.01	1,773.50

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

(i) Ageing Schedule as at March 31, 2022

(₹ in Lakhs)

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	4,381.94	1,032.43	128.64	-	5,543.01
Projects temporarily suspended	-	-	-	-	-

(ii) Ageing Schedule as at March 31, 2021

(₹ in Lakhs)

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	1,468.85	146.71	157.94	-	1,773.50
Projects temporarily suspended	-	-	-	-	-

4. OTHER INTANGIBLE ASSETS

(₹ in Lakhs)

Particulars	SAP Software	Trademark & Copyrights	Goodwill	Total
Gross Block				
As at April 1, 2020	138.32	0.10	1,210.00	1,348.42
Additions	-	-	-	-
Disposals/Adjustments	-	-	-	-
As at April 1, 2021	138.32	0.10	1,210.00	1,348.42
Additions	-	-	-	-
Disposals/Adjustments	-	-	-	-
As at March 31, 2022	138.32	0.10	1,210.00	1,348.42
Accumulated Depreciation				
Up to March 31, 2020	19.74	0.01	-	19.75
Charge for the year	13.22	0.02	-	13.24
Withdrawal for Disposal / Adjustments	-	-	-	-
Up to March 31, 2021	32.96	0.03	-	32.99
Charge for the year	13.22	0.02	-	13.24
Withdrawal for Disposal / Adjustments	-	-	-	-
Up to March 31, 2022	46.18	0.05	-	46.23
Net Block				
Balance as at March 31, 2021	105.36	0.07	1,210.00	1,315.43
Balance as at March 31, 2022	92.14	0.05	1,210.00	1,302.19

Range of remaining period of amortisation as at March 31, 2022 of Intangible assets is as below :

(₹ in Lakhs)

Intangible Assets	Less than 1 year	2-5 years	More than 5 years	Total
SAP Software	13.22	52.88	19.12	85.22
Trademark & Copyrights	0.02	0.03	-	0.05

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

5. INVESTMENTS : NON-CURRENT

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Quoted		
Investments In Equity Shares (Fully Paid up) (measured at FVTOCI)		
66 (As at March 31, 2021, 66 shares) Equity Shares of Hindustan Unilever Limited of face value of ₹ 1 each	1.35	1.61
2,000 (As at March 31, 2021, 2,000 shares) Equity Shares of FDC Limited of face value of ₹ 1 each	5.14	5.71
9,400 (As at March 31, 2021, 9,400 shares) Equity Shares of Bank of Maharashtra Limited of face value of ₹ 10 each	1.57	1.96
1,656 (As at March 31, 2021, 1,656 shares) Equity Shares of Union Bank Of India Limited of face value of ₹ 10 each	0.64	0.56
Unquoted		
Investments In Equity Instruments (Fully Paid up) (Measured at Cost)		
Subsidiaries		
Nil (As at March 31, 2021, 1,000 shares) Equity Shares of FNI Asia PTE Limited of face value of USD 1 par each	0.49	0.49
Less : Impairment in value of Investments	(0.49)	(0.49)
Joint Venture		
9,55,000 (As at March 31, 2021, Nil shares) Equity Shares of Beyond Mango Private Limited of face value of ₹ 10 each	95.50	-
Associates		
4,900 (As at March 31, 2021, Nil shares) Equity Shares of Tri Global Foods Private Limited of face value of ₹ 10 each	0.49	-
Investments in Partnership Firm (measured at cost)		
Investment in the nature of Subsidiary		
Kusum Spices Capital Account	539.99	483.53
Investment in Equity Instruments of other companies (Fully Paid up) (Measured at FVTOCI)		
1,00,000 (As at March 31, 2021, 1,00,000 shares) Equity Shares of CIFCO Finance Limited of face value of ₹ 10 each	-	-
2,000 (As at March 31, 2021, 2,000 shares) Equity Shares of Western Foods Limited of face value of ₹10 each	-	-
6 (As at March 31, 2021, 6 shares) Equity Shares of Dravya Finance Limited of face value of ₹10 each	-	-
Other Investments (Measured at amortised cost)		
Investments in Government or trust Securities		
National Savings Certificate (VIII Issue)	0.30	0.30
Indira Vikas Patra #	0.00	0.00
Total	644.98	493.67
Aggregate Amount Of Quoted Investments and Market Value thereof	8.70	9.84
Aggregate Amount Of Unquoted Investments	636.28	483.83
Aggregate value of Investments measured at FVTOCI	8.70	9.84
Aggregate amount of impairment in value of Investments	0.49	0.49

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

Details of investments in partnership firm

Name of partner and share in profits (%)	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Foods and Inns Limited	99.99%	99.99%
Moloy Saha	0.01%	0.01%
Total capital of the partnership firm M/s Kusum Spices		
Foods and Inns Limited	539.99	483.53
Moloy Saha	0.05	0.04

This amount is less than ₹ 1,000

6. LOANS : NON-CURRENT

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Loan to staff		
Unsecured, considered good	19.07	15.04
Total	19.07	15.04

No amount is due from any of the directors or officers of the Company, severally or jointly with any other person; or from firms where such director is a partner or from private companies where such director is a member except ₹ nil Lakhs (As at March 31, 2021 ₹ 3.96 Lakhs) as loan to Key Managerial Person.

7. OTHER NON-CURRENT FINANCIAL ASSETS

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Security Deposits		
Unsecured, considered good	590.49	451.82
Term Deposits* (Originally Maturity for more than Twelve months) (restricted use)	27.46	20.51
Total	617.95	472.33

*Pledged as collateral in respect of secured loan taken from banks (Refer Note 23.4)

8. DEFERRED TAX ASSETS (NET)

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Deferred tax Assets		
Other temporary difference / unutilised tax assets	207.96	113.57
MAT Credit Entitlement	1,829.53	1,838.62
Total Deferred tax Assets	2,037.49	1,952.19
Less:		
Deferred tax Liabilities		
Property, Plant and Equipment	1,079.64	1,055.80
Total Deferred tax Liabilities	1,079.64	1,055.80
Total	957.85	896.39

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

Components and Reconciliation of Deferred Tax (Assets)/Liabilities

(₹ in Lakhs)

Particulars	As At March 31, 2022	Others	Recognised in Profit or Loss / OCI	As At April 01, 2021
Other temporary difference/unutilised tax assets	207.96	-	94.39	113.57
MAT Credit Entitlement utilisation	1,829.53	(9.09)	-	1,838.62
Property, plant & Equipments	(1,079.64)	-	(23.84)	(1,055.80)
Total	957.85	(9.09)	70.55	896.39

Components and Reconciliation of Deferred Tax (Assets)/Liabilities

(₹ in Lakhs)

Particulars	As At March 31, 2021	Others	Recognised in Profit or Loss / OCI	As At April 01, 2020
Other temporary difference/unutilised tax assets	113.57	-	(93.06)	206.63
MAT Credit Entitlement utilisation	1,838.62	-	-	1,838.62
Property, plant & Equipments	(1,055.80)	-	69.94	(1,125.74)
Total	896.39	-	(23.12)	919.51

9. OTHER NON-CURRENT ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Capital Advances	447.63	147.93
Advances other than capital advances		
Advances to Suppliers		
Unsecured, Considered Doubtful	0.59	0.59
Less: Provision for Doubtful Advances	(0.59)	(0.59)
Prepaid Expenses	26.31	2.29
Advance for Investment	-	15.49
Total	473.94	165.71

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, 2022	As at March 31, 2021
Raw Materials	230.59	257.75
Packing materials	4,059.91	3,516.30
Work-in-progress	846.28	580.22
Finished goods	12,709.72	6,555.41
Add: Goods-in-transit	43.19	38.58
	12,752.91	6,593.99
Stock-in-trade	2,467.17	2,074.98
Total	20,356.86	13,023.24

The inventories have been pledged as security for borrowings (refer note No. 23.1).

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

11. INVESTMENTS : CURRENT

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Quoted		
Investments In Equity Shares (measured at FVTOCI)		
1600 (As at March 31, 2021, nil shares) Equity Shares of Parag Milk Foods Limited of face value of ₹10 each	1.55	-
25 (As at March 31, 2021, nil shares) Equity Shares of Tasty Bite Eatables Limited of face value of ₹ 10 each	2.71	-
300 (As at March 31, 2021, nil shares) Equity Shares of Varun Beverages Limited of face value of ₹ 10 each	2.82	-
9 (As at March 31, 2021, nil shares) Equity Shares of Hindustan Unilever Limited of face value of ₹ 1 each	0.18	-
Unquoted		
Investments in Mutual Funds (Measured at FVTPL)		
Union Medium duration Fund Regular, Growth 99,895.105 units (As at March 31, 2021, 99,895.105 units)	10.65	10.19
SBI short term Debt fund Regular, Growth 59,845.949 units (As at March 31, 2021, nil units)	15.59	-
Total	33.50	10.19
Aggregate value of Quoted Investments and market value, thereof	7.26	-
Aggregate value of Investments measured at FVTPL	26.24	10.19
Aggregate value of Investments measured at FVTOCI	7.26	-

12. TRADE RECEIVABLES

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Unsecured, Considered Good	9,313.79	8,141.69
Unsecured, Credit impaired	298.74	164.30
Less: Provision for impairment	(298.74)	(164.30)
Total	9,313.79	8,141.69

The receivables have been pledged as security for borrowings (Refer Note No. 23.1)

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 ₹ 283.22 Lakhs due from associate company.

Trade Receivable ageing as at March 31, 2022

Particulars	(₹ in Lakhs)					Total
	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed - considered good	8,947.61	251.87	114.31	-	-	9,313.79
(ii) Undisputed - Credit impaired	-	-	100.30	156.02	42.42	298.74
Total	8,947.61	251.87	214.61	156.02	42.42	9,612.53
Less: Allowance for doubtful trade receivables - Billed						(298.74)
Net						9,313.79

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

Trade Receivable ageing as at March 31, 2021

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed - considered good	6,926.20	770.88	426.23	18.38	-	8,141.69
(ii) Undisputed - Credit impaired	-	-	-	89.51	74.79	164.30
Total	6,926.20	770.88	426.23	107.89	74.79	8,305.99
Less: Allowance for doubtful trade receivables - Billed						(164.30)
Net						8,141.69

13. CASH AND CASH EQUIVALENTS

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Balances with Banks		
Current Accounts	230.07	986.47
Cash on hand	14.69	8.89
Total	244.76	995.36

14. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Unclaimed Dividend Accounts#	7.95	7.23
Margin money with banks *(original maturity for more than three months but less than twelve months)	586.96	137.70
Term Deposit (original maturity for more than three months but less than twelve months)	1.04	155.81
Total	595.95	300.74

*Marked as lien in favour of bank

#Earmarked Balances

15. LOANS : CURRENT

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Inter-Corporate Deposit		
Unsecured, Considered good	835.04	823.04
Advance to others		
Unsecured, Considered good	350.00	-
Loans to Staff		
Unsecured, Considered good	22.06	22.90
Total	1,207.10	845.94

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 ₹ 2.07 Lakhs (As at March 31, 2021 ₹ 4.20 Lakhs) as Loan to Key Managerial Person.

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

16. OTHER FINANCIAL ASSETS

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Security Deposits	4.50	4.50
Derivative Assets	22.97	138.07
Interest Receivable on Fixed Deposits/ICD	385.49	276.74
Advance to Related Parties	42.52	36.18
Less: Provision for Impairment	(36.04)	(30.48)
	6.48	5.70
Advance to others	7.05	11.86
Total	426.49	436.87

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

17. CURRENT TAX ASSETS (NET)

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Current Tax Assets		
Taxes paid (net of provision)	394.37	399.48
Total	394.37	399.48

18. OTHER CURRENT ASSETS

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Advances other than capital advances		
Unsecured and considered good		
Advances to Suppliers	1,939.67	444.69
Advances to Employees	59.62	64.67
Advances to Other Parties	5.63	19.44
Others		
Export Benefits Receivable	500.19	1,018.49
CENVAT / VAT/ GST Receivable	251.63	125.09
GST Refund Receivable	85.80	93.37
Prepaid Expenses	88.13	77.59
Total	2,930.67	1,843.34

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

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

19. EQUITY SHARE CAPITAL

(₹ in Lakhs)

Particulars	As at	
	March 31, 2022	March 31, 2021
Authorised Share Capital		
16,00,00,000 (As at March 31, 2021 16,00,00,000) Equity shares of ₹ 1/- par value	1,600.00	1,600.00
3,00,000 (As at March 31, 2021 3,00,000) Redeemable Preference shares of ₹ 100/- par value*	300.00	300.00
Total Authorised Share Capital	1,900.00	1,900.00
5,03,38,260 (As at March 31, 2021 5,03,38,260) Equity shares of ₹ 1/- par value	503.38	503.38
Total Issued, Subscribed and Paid up Share Capital	503.38	503.38

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

19.1 Reconciliation of the number of shares outstanding :

Particulars	As at March 31, 2022		As at March 31, 2021	
	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs
Equity Shares at the beginning	5,03,38,260	503.38	5,03,38,260	503.38
Add: Changes during the year	-	-	-	-
Equity Shares at the end	5,03,38,260	503.38	5,03,38,260	503.38

19.2 Rights, preferences and restrictions :

- The Company has only one class of shares referred to as Equity Shares having par value of ₹ 1 Each holder of Equity Shares is entitled to one vote per share.
- In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the shareholders.

19.3 Dividend

The Board of Directors in their meeting held on May 16, 2022, have proposed a final dividend of ₹ 0.25 per equity share (Previous year ₹ 0.20 per Equity Share) for the financial year ended March 31, 2022. The proposal is subject to the approval of the shareholders at the Annual General meeting to be held on September, 2022 and if approved will result in a cash outflow of approximately ₹ 125.85 Lakhs (Previous year ₹ 100.68 Lakhs).

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

Name of the Shareholder	As at March 31, 2022		As at March 31, 2021	
	No. of Shares	% held	No. of Shares	% held
1. Mrs. Pallavi Dhupelia	1,00,00,450	19.87	1,00,00,450	19.87
2. Mr. Raymond Simkins	64,26,660	12.77	64,26,660	12.77
3. Western Press Private Limited	34,51,000	6.86	34,51,000	6.86

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

19.5 Disclosure of Shareholding of Promoters as at March 31, 2022 is as follows:

Category	Promoter Name	Shares held by promoters				% Change during the year
		As at March 31, 2022		As at March 31, 2021		
		No. of shares	% of total share	No. of shares	% of total share	
Promoter	Pallavi Dhupelia	1,00,00,450	19.87	1,00,00,450	19.87	-
Promoter Group	Rekha Dalal	22,51,500	4.47	22,50,500	4.47	-
Promoter Group	Satyen Dalal	18,02,790	3.58	18,02,790	3.58	-
Promoter	Milan Dalal	17,02,250	3.38	16,97,250	3.37	0.01
Promoter Group	Veena Dalal	10,52,250	2.09	10,52,250	2.09	-
Promoter Group	Asim Dalal	6,90,500	1.37	6,90,500	1.37	-
Promoter Group	Aditi Dalal	4,78,500	0.95	4,78,500	0.95	-
Promoter Group	Devdutt Dalal	1,26,000	0.25	1,26,000	0.25	-
Promoter Group	Avanti Dalal	10,000	0.02	10,000	0.02	-
Promoter Group	Gaurika Dalal	4,500	0.01	4,500	0.01	-
Promoter Group	Ameya Dhupelia	4,470	0.01	4,470	0.01	-
Promoter Group	Bhupendra Champaklal Dalal	1,000	0.00	-	-	-
Promoter Group	Western Press Private Limited	34,51,000	6.86	34,51,000	6.86	-
Promoter Group	Cifco Limited	6,50,550	1.29	6,50,550	1.29	-
Promoter Group	Satyajyoti Holdings Private Limited	2,88,000	0.57	2,88,000	0.57	-
Promoter Group	MPIL Corporation Limited	2,46,360	0.49	2,46,360	0.49	-
	Total	2,27,60,120	45.21	2,27,53,120	45.20	0.01

Disclosure of Shareholding of Promoters as at March 31, 2021 is as follows:

Category	Promoter Name	Shares held by promoters				% Change during the year
		As at March 31, 2022		As at March 31, 2021		
		No. of shares	% of total share	No. of shares	% of total share	
Promoter	Pallavi Dhupelia	1,00,00,450	19.87	1,00,00,450	19.87	-
Promoter Group	Rekha Dalal	22,50,500	4.47	22,50,000	4.47	-
Promoter Group	Satyen Dalal	18,02,790	3.58	18,02,790	3.58	-
Promoter	Milan Dalal	16,97,250	3.37	16,97,250	3.37	-
Promoter Group	Veena Dalal	10,52,250	2.09	10,52,250	2.09	-
Promoter Group	Asim Dalal	6,90,500	1.37	7,90,500	1.57	(0.20)
Promoter Group	Aditi Dalal	4,78,500	0.95	4,78,500	0.95	-
Promoter Group	Devdutt Dalal	1,26,000	0.25	1,26,000	0.25	-
Promoter Group	Avanti Dalal	10,000	0.02	9,000	0.02	-
Promoter Group	Gaurika Dalal	4,500	0.01	4,500	0.01	-
Promoter Group	Ameya Dhupelia	4,470	0.01	4,470	0.01	-
Promoter Group	Western Press Private Limited	34,51,000	6.86	34,50,000	6.85	0.01
Promoter Group	Cifco Limited	6,50,550	1.29	6,50,550	1.29	-
Promoter Group	Satyajyoti Holdings Private Limited	2,88,000	0.57	2,88,000	0.57	-
Promoter Group	MPIL Corporation Limited	2,46,360	0.49	2,46,360	0.49	-
	Total	2,27,53,120	45.20	2,28,50,620	45.39	(0.19)

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

20. OTHER EQUITY

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Capital Reserves	308.37	308.37
Securities Premium	2,159.58	2,159.58
General Reserve	2,232.26	2,232.26
Share Options Outstanding Account (Refer Note 49)	26.88	-
Retained Earnings	14,523.01	13,055.61
Equity Instruments through Other Comprehensive Income	(0.52)	2.83
Total	19,249.58	17,758.65

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.

Share Options Outstanding Account: The Share options outstanding account is used to record the fair value of equity-settled share based payment transactions with employees. The amounts recorded in share options outstanding account are transferred to securities premium upon exercise of stock options and transferred to general reserve on account of stock options not exercised by employees.

Retained Earnings: Retained Earnings are the profits that the Company has earned till date and is net of amount transferred to other reserves such as general reserves etc., amount distributed as dividends and adjustments on account of transition to Ind AS.

Equity instrument through other comprehensive income: The fair value change of the equity instruments measured at fair value through other comprehensive income is recognised in Equity instruments through Other Comprehensive Income.

21. BORROWINGS : NON-CURRENT

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Secured		
Term Loans		
From Banks	3,018.81	534.40
From Financial Institutions	1,572.34	1,091.93
Vehicle Loans		
From Banks	1.36	8.99
From Financial Institutions	56.49	68.47
Unsecured		
Loans from related parties		
From Directors	305.53	302.89
	4,954.53	2,006.68
Less : Disclosed under Borrowings-Current (Refer Note 23)		
Current maturities of non-current borrowings	623.01	777.82
Total	4,331.52	1,228.86

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

Nature of Security and Terms of Repayment of Long-term Borrowings (including of those Current maturities shown in Note 23) :

		(₹ in Lakhs)	
Nature of Security		As at March 31, 2022	As at March 31, 2021
TERM LOANS			
From Banks:			
a.	Term Loan availed from Union Bank of India - Covid Loan 375.00 Lakhs @ 8% p.a. repayable in 18 equated monthly installments commencing from January 2021	61.66	312.50
	Primary Security:		
	Extension of charge on existing inventory and book assets of the Company		
b.	Term Loan availed from State Bank of India - Covid Loan 235.00 Lakhs @ 7.25 % p.a. repayable in 18 equated monthly installments commencing from February, 2021	39.11	208.89
	Primary Security:		
	Extension of charge on existing inventory and book assets of the Company		
c.	Term Loan availed from State Bank of India 2,400.00 Lakhs @ 11.50 % p.a. repayable in 72 equated monthly installments commencing from March, 2022	2,373.18	13.01
	Primary Security:		
	Exclusive First Charge on movable and immovable assets of the Company alongwith Land at vankal situated at Valsad both present and future procured/ to be procured out of this term loan		
d.	Term Loan availed from HDFC Bank 325.00 Lakhs @ 7.50 % p.a. repayable in 60 equated monthly installments commencing from March, 2022	257.30	-
	Primary Security:		
	Exclusive First Charge on the assets created out of Term Loan at gonde both present and future procured/to be procured out of this term loan		
e.	Term Loan availed from HDFC Bank 390.00 Lakhs @ 7.50 % p.a. repayable in 48 equated monthly installments commencing from February, 2022	137.01	-
	Primary Security:		
	Exclusive First Charge on the assets created out of Term Loan at gonde both present and future procured/to be procured out of this term loan		
f.	Term Loan availed from HDFC Bank 187.50 Lakhs @ 7.50 % p.a. repayable in 48 equated monthly installments commencing from February, 2022	150.55	-
	Primary Security:		
	Exclusive First Charge on the assets created out of Term Loan at gonde both present and future procured/to be procured out of this term loan		
From Financial Institutions:			
a.	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.	16.10	75.57
	Primary Security:		
	Exclusive First Charge on the machinery of the Company procured out of this Term Loan		
b.	Term Loan availed from Siemens Financial Services Private Limited of ₹ 100.00 Lakhs @ 11.50% p.a. repayable in 24 equated monthly instalments commencing from July, 2020	9.32	65.82
	Primary Security:		
	Exclusive First Charge on the asset of the Company procured out of this Term Loan		

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

Nature of Security	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
c. Term Loan availed from Siemens Financial Services Private Limited of ₹ 108.90 Lakhs @ 11.50% p.a. repayable in 36 equated monthly instalments commencing from July, 2020	49.70	85.21
Primary Security:		
Exclusive First Charge on the asset of the Company procured out of this Term Loan		
d. Term Loan availed from Siemens Financial Services Private Limited of ₹ 33.34 Lakhs @ nil rate of interest repayable in 13 equated monthly instalments commencing from April, 2022	33.34	-
Primary Security:		
Exclusive First Charge on the asset of the Company procured out of this Term Loan		
e. Term Loan availed from Mahindra and Mahindra Financial Services Limited of ₹ 750.00 Lakhs @ 9.46% p.a. repayable in 51 equated monthly instalments commencing from February, 2022	727.92	-
Primary Security:		
Exclusive First Charge on the asset of the Company procured out of this Term Loan		
f. Term Loan availed from Mahindra and Mahindra Financial Services Limited of ₹ 750.00 Lakhs @ 9.46% p.a. repayable in 51 equated monthly instalments commencing from February, 2022	735.98	-
Primary Security:		
Exclusive First Charge on the asset of the Company procured out of this Term Loan		
VEHICLE LOANS		
From Banks:		
Vehicle Loan availed from Union Bank of India of ₹ 20.00 Lakhs @ 9.40% p.a. repayable in 36 equated monthly instalments commencing from August 22, 2019 is secured against the specified car	1.36	8.99
From Financial Institutions:		
a. Vehicle Loan availed from Kotak Mahindra Prime Limited of ₹ 67.43 Lakhs @ 8.66% p.a. repayable in 59 equated monthly instalments commencing from December 1, 2017 is secured against the specified car	9.54	24.82
b. Vehicle Loan availed from Kotak Mahindra Prime Limited of ₹ 50.72 Lakhs @ 9.60% p.a. repayable in 59 equated monthly instalments commencing from March 1, 2019 is secured against the specified car	21.64	31.95
c. Vehicle Loan availed from Kotak Mahindra Prime Limited of ₹ 13.71 Lakhs @ 9.93% p.a. repayable in 59 equated monthly instalments commencing from September 5, 2019 is secured against the specified car	7.31	9.96
d. Vehicle Loan availed from Kotak Mahindra Prime Limited of ₹ 18.00 Lakhs @ 8.09% p.a. repayable in 36 equated monthly instalments commencing from April 5, 2022 is secured against the specified car	18.00	-
Unsecured Loan		
From Director @ 12.50% p.a.	305.53	302.89
Total	4,954.56	1,139.61
Add: Loans fully repaid prior to the Balance Sheet date	-	875.57
Less: Loans Processing Fees	0.02	8.50
Total	4,954.53	2,006.68

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

Assets pledged as security

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Current		
Receivables	9,313.79	8,141.69
Inventories	20,356.86	13,023.24
Total A	29,670.65	21,164.93
Non-current		
Land	503.29	505.97
Buildings	5,317.42	5,112.94
Plant and Machinery	4,900.98	5,331.97
Furniture and Fixtures	69.24	48.28
Office Equipments	45.63	37.39
Vehicles	201.67	209.95
Computers	17.06	14.96
Fixed Deposits with Bank	27.46	24.60
Total B	11,082.75	11,286.05
Total (A+B)	40,753.40	32,450.98

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

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Term loans from banks		
Principal	3,018.81	534.40
Term loans from Financial Institutions		
Principal	1,572.36	1,100.41
Interest	276.47	133.70

22. PROVISIONS : NON-CURRENT

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Provision for employee benefits		
Leave Encashment	69.29	45.71
Total	69.29	45.71

23. BORROWINGS : CURRENT

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Secured		
Loans Repayable on demand		
From Banks		
Open Cash Credit (Refer Notes 23.1 and 23.4)	2,753.47	783.26
Packing Credit / Foreign Bills purchased (Refer Notes 23.2 and 23.4)	8,100.02	8,121.25
Overdraft Facilities (Refer Notes 23.3)	5,429.50	5,388.08
Current maturities of Long-term debt (Refer Note 21)	623.01	777.82
Total	16,906.00	15,070.41

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

23.1 Secured by way of hypothecation of inventory and book debts and charge on all the Property, Plant and Equipments excluding the assets financed out of the Term Loan (Refer note 3, 10 and 12).

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 ₹ 27.46 Lakhs (As at March 31, 2021, ₹ 24.60 Lakhs) which includes Interest Receivable of ₹ 0.09 Lakhs (As at March 31, 2021, ₹ 4.09 Lakhs) (Refer Note 7).

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

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Loans Repayable on demand		
From Banks		
Principal	10,853.49	8,904.51
Interest	662.81	670.57

23.6 Details of Current maturities of non-current borrowings

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Term Loans (Refer Notes 21)		
Secured		
From Banks	198.17	406.67
From Financial Institutions	393.58	334.73
Other Loans (Refer Notes 21)		
Secured		
From Banks	1.87	6.44
From Financial Institutions	29.39	29.98
Total	623.01	777.82

24. TRADE PAYABLES

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Total outstanding due to Micro & Small Enterprises	160.88	211.43
Total outstanding due to Other than Micro & Small Enterprises	12,630.38	5,977.76
Total	12,791.26	6,189.19

Trade Payables ageing as at March 31, 2022

Particulars	(₹ in Lakhs)				
	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	160.88	-	-	-	160.88
(ii) Others	12,410.57	35.28	25.02	159.51	12,630.38
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-
Total	12,571.45	35.28	25.02	159.51	12,791.26

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

Trade Payables ageing as at March 31, 2021

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	191.67	8.97	10.79	-	211.43
(ii) Others	5,765.91	40.64	171.21	-	5,977.76
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-
Total	5,957.58	49.61	182.00	-	6,189.19

25. OTHER FINANCIAL LIABILITIES : CURRENT

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Interest accrued	208.19	61.86
Payable for acquisition of Property, Plant and Equipment	41.02	104.75
Unclaimed dividends *	7.94	7.23
Liabilities for expenses	559.51	391.08
Total	816.66	564.92

* There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund as at March 31, 2022 (Earmarked Balance)

26. OTHER CURRENT LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Advance from customers	535.57	778.42
Statutory liabilities	89.04	83.83
Gratuity Payable	253.73	171.04
Total	878.34	1,033.29

27. PROVISIONS : CURRENT

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Provision for employee benefits		
Leave Encashment	11.66	5.24
Provision for Bonus	65.23	61.68
Provision for Sales Return		
Opening Balance	45.33	34.78
Add: Provided during the year	4.38	10.55
Closing Balance	49.71	45.33
Total	126.60	112.25

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

28. CURRENT TAX LIABILITIES

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Provision for taxation (net of taxes paid/adjusted)	418.58	18.21
Total	418.58	18.21

29. REVENUE FROM OPERATIONS

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Sale of products	61,532.03	34,993.89
Other Operating Revenue		
Export Benefits	-	551.65
Processing Charges	7.05	7.92
Sale of Scrap / Wastages	109.48	103.81
Total Revenue From Operations	61,648.56	35,657.27

Revenue from contracts with customers

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

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Domestic	33,963.14	16,652.11
Export	27,685.42	19,005.16
Total	61,648.56	35,657.27

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

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Gross Revenue	61,648.56	35,657.27
Less : Discounts and incentives	-	-
Net Revenue recognised from Contracts with Customers	61,648.56	35,657.27

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

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Closing Contract liability	535.57	778.42

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

30. OTHER INCOME

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Export Benefits		
Transport & Marketing Assistance	97.40	196.15
RoDTEP Income	178.67	-
Interest Income earned on financial assets measured (at Amortised Cost):		
Interest on employee loan	2.45	2.44
Interest on Fixed and Other Deposits	153.15	121.23
Interest income earned on financial assets measured at Fair Value through Other Comprehensive Income:		
Dividend Income	0.02	0.02
Other Non-Operating Income :		
Insurance Claims	8.62	-
Share of Profit from investment in Partnership firm	130.87	141.82
Reversal of Impairment of Trade Receivables	-	50.99
Balances / Provisions written back (Net)	22.24	10.77
Miscellaneous Income	38.47	4.21
Other Gains and Losses :		
Net gain on foreign exchange fluctuation	115.28	665.69
Net Gain on fair valuation of Mutual Fund	1.04	0.19
Net Gain on disposal of Property Plant and Equipments	14.27	7.30
Total	762.48	1,200.81

31. CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK IN PROGRESS

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Work-in-progress		
Closing Stock	846.28	580.22
Less: Opening Stock	580.22	1,034.59
	(266.06)	454.37
Finished Goods		
Closing Stock	12,752.91	6,593.99
Less: Opening Stock	6,593.99	8,509.86
	(6,158.92)	1,915.87
Stock-in-trade		
Closing Stock	2,467.17	2,074.98
Less: Opening Stock	2,074.98	1,347.64
	(392.19)	(727.34)
Total	(6,817.17)	1,642.90

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

32. EMPLOYEE BENEFITS EXPENSE

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Salaries, Wages and Bonus	2,470.66	1,944.85
Contribution to Provident and Other Funds	150.63	128.80
Gratuity (Refer Note 39)	35.01	36.89
Share Based Payments to Employees (Refer Note 49)	26.88	-
Staff Welfare Expenses	176.66	101.53
Total	2,859.84	2,212.07

33. FINANCE COSTS

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Interest and finance charges on financial liabilities		
On Cash Credit Facilities /Buyers Credit	1,131.47	1,116.78
On Borrowings	132.38	121.91
On Others	469.70	188.95
Exchange differences regarded as an adjustment to borrowing costs	34.70	4.97
Other Borrowing Costs		
Interest on Lease Liability	39.13	5.27
Brokerage on Fund Arrangements	81.71	5.54
Total	1,889.09	1,443.42

33.1 Interest on Cash Credit Facilities / Buyers Credit is net of subsidy F.Y.2021-2022 ₹ 66.42 Lakhs (F.Y. 2020-2021 ₹ 102.64 Lakhs) received under Interest Equalisation Scheme on pre-shipment and post-shipment credit.

34. DEPRECIATION AND AMORTISATION EXPENSE

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Depreciation of Property, Plant and Equipment	1,088.45	1,203.44
Depreciation on Right of Use Assets	221.99	27.14
Amortisation of Intangible Assets	13.24	13.24
Total	1,323.68	1,243.82

35. OTHER EXPENSES

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Fruit Ripening Charges (Refer Note 35.1)	3,208.87	1,968.81
Water Charges	90.21	23.65
Testing Fees	32.23	24.84
Consumption of stores and spare parts	775.67	499.92
Power and Fuel	896.13	735.49
Rent	131.44	178.33
Repair and Maintenance		
Repairs to Buildings	71.16	33.93
Repairs to Machinery	294.57	210.33
Repairs Others	91.92	101.77

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Insurance	131.58	107.67
Rates and Taxes	206.15	113.80
Freight and Forwarding (Net)	5,595.07	2,313.89
Warehousing Charges	302.97	394.54
Bank Charges	157.41	189.16
Legal and Professional Charges / Fees	388.69	311.90
Remuneration to Auditors (Refer Note 47)	12.75	16.79
Advertisement and Sales Promotion	145.75	76.76
Membership and Subscription	35.92	65.24
Travelling and Motor Car Expenses	166.08	113.68
Loss on disposal of Property, Plant and Equipments	6.91	2.08
Loss on disposal of Investment	0.51	-
Security Charges	94.48	72.76
Interest on delayed payment under MSMED Act and Others	22.04	7.22
Bad Debts Written off	0.06	198.47
Impairment of Financial Assets	407.79	-
Less: Provision for Impairment of financial assets written back	-	(122.21)
Loss on Sale of License	78.58	-
Provision for Impairment of Advance	37.80	3.67
Corporate Social Responsibility (CSR) Expenditure (Refer Note 46)	55.60	16.79
Miscellaneous Expenses	317.89	286.83
Total	13,756.23	7,946.11

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

Nature of expenses	(₹ in Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Hiring Charges	123.50	75.52
Labour Charges	1,619.92	924.38
Miscellaneous Expenses	29.76	15.89
Fruit Ripening Shed and Other Charges	614.94	388.05
Processing Charges	769.44	546.04
Travelling Expenses	49.94	17.74
Rent	1.37	1.19
Total	3,208.87	1,968.81

36. DISCLOSURE PURSUANT TO IND AS 12 ON "INCOME TAXES"

A. Components of Tax Expenses/(Income)

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Current Tax	820.00	71.00
Deferred Tax movement	(70.55)	23.12
Income Tax Expense reported in the statement of Profit or Loss	749.45	94.12

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

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

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Profit Before Tax	2,365.20	476.83
Corporate Tax rate as per Income Tax Act, 1961	29.12%	27.82%
Tax on Accounting Profit	688.75	132.65
Add:		
Expenses disallowed	563.88	415.60
Incremental Deferred Tax liabilities on account of other temporary differences	(70.55)	23.08
Income Exempt from Tax	(38.11)	(39.45)
Expenses allowed	(394.52)	(437.76)
Tax expenses recognised during the year	749.45	94.12

37. EARNINGS PER SHARE (EPS)

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹ in Lakhs)	1,601.87	388.87
Weighted Average number of Equity Shares used as denominator for calculating Basic EPS	5,03,38,260	5,03,38,260
Add: Weighted Average Potential Equity Shares	21,450	-
Total Weighted Average number of Equity Shares used as denominator for calculating Diluted EPS	5,03,59,710	5,03,38,260
Face Value per Equity Share (Refer Note 19.2)	1	1
Basic Earnings per Share	3.18	0.77
Diluted Earnings per Share	3.18	0.77

On February 3, 2022, pursuant to approval by the shareholders in the AGM, the Board has been authorised to introduce, offer, issue and provide share-based incentives to eligible employees of the Company "Foods & Inns Limited - Employee Stock Option Plan 2021" ("ESOP 2021"/ "Plan") for grants of 14,66,760 Options equivalent to same number of equity shares of the Company. The vested ESOPs shall be excisable not earlier than a minimum period of 1 (one) year and not later than a maximum period of 4 (four) years from the date of the grant.

38. DISCLOSURE AS PER IND AS 116 ON "LEASES":

As Lessee :

Operating Lease

The Company's significant leasing arrangements in terms of Ind AS 116 on lease are in respect of Leases for Plant & Machinery Vehicles and office premises.

- a) The following are the changes in the carrying value of lease liability during the year ended March 31, 2022:

Particulars	(₹ in Lakhs)
	Year ended March 31, 2022
Balance as at April 1, 2021	53.08
Finance cost accrued during the year	39.13
Movement during the year	999.45
Payment of lease liabilities	241.08
Balance as at March 31, 2022	850.58
Current portion of Lease liability	113.81
Non Current portion of Lease liability	736.77
	850.58

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

The following are the changes in the carrying value of lease liability during the year ended March 31, 2021:

Particulars	(₹ in Lakhs)
	Year ended March 31, 2021
Balance as at April 1, 2020	79.24
Finance cost accrued during the year	5.27
Payment of lease liabilities	31.43
Balance as at March 31, 2021	53.08
Current portion of Lease liability	28.38
Non Current portion of Lease liability	24.70
	53.08

- b) Rental expense recorded for short-term leases was ₹ 323.05 Lakhs for the year ended March 31, 2022 (₹ 359.04 Lakhs for the year ended March 31, 2021).
- c) The maturity analysis of lease liabilities are disclosed in Note 42 D. The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.
- d) The period of these leasing arrangements, range between three to five years and some of them are renewable by mutual consent.
- e) Future lease payments which will start from April 1, 2022 is ₹ Nil (₹ 330 Lakhs from March 31, 2021)

As Lessor

Operating Lease

There is no Rental income recognised on assets given on operating lease is for the year ended March 31, 2022 and also for the year ended March 31, 2021.

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.

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

B. Defined Benefit Plans

Gratuity

Leave Encashment

Valuations in respect of above have been carried out by independent actuary, as at the balance sheet date, based on the following assumptions:

Particulars	(₹ in Lakhs)	
	Valuation as at	
	March 31, 2022	March 31, 2021
i. Discount Rate (per annum)	7.27%	6.87%
ii. Rate of increase in Compensation levels (per annum)	5.00%	5.00%
iii. Expected Rate of Return on Assets	7.27%	6.87%
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.

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
	Gratuity Funded	Gratuity Funded
i. Changes in Present value of Obligation		
Present value of defined benefit obligation at the beginning of the year	359.48	350.53
Current Service Cost	24.70	24.83
Interest Cost	23.26	23.98
Actuarial (Gains)/Loss		
Actuarial (gains)/ losses arising from changes in demographic assumption	(1.06)	-
Actuarial (gains)/ losses arising from changes in financial assumption	(13.44)	(0.81)
Actuarial (gains)/ losses arising from changes in experience adjustment	61.88	(21.09)

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
	Gratuity Funded	Gratuity Funded
Past Service cost	-	-
Benefits Paid	(9.32)	(17.96)
Liability Transferred in	-	-
Present value of defined benefit obligation at the end of the year	445.50	359.48
ii. Changes in Fair value of Plan Assets		
Fair value of plan assets at the beginning of the year	188.44	174.25
Interest Income	12.95	11.92
Employer's Contributions	-	20.00
Benefits Paid	(9.32)	(17.96)
Return on plan assets, excluding interest income	(0.29)	0.23
Fair value of plan assets at the end of the year	191.78	188.44
iii. Net Benefit (Asset) /Liability		
Defined benefit obligation	(445.51)	(359.48)
Fair value of plan assets	191.78	188.44
Funded Status (Surplus/ (Deficit))	(253.73)	(171.04)
Net Benefit (Asset) /Liability	(253.73)	(171.04)
The net liability disclosed above relates to funded plans are as follows:		
Projected benefit obligation at end of the year	445.50	359.48
Fair Value of plan assets at the end of the year	191.78	188.44
iv. Net Interest Cost for Current Period		
Present Value of Benefit Obligation at the Beginning of the Period	359.48	350.53
(Fair Value of Plan Assets at the Beginning of the Period)	(188.44)	(174.25)
Net Liability/(Asset) at the Beginning	171.04	176.28
Interest Cost	24.70	23.98
(Interest Income)	(12.95)	(11.92)
Net Interest Cost for Current Period	11.75	12.06
v. Expenses recognised in the Statement of Profit and Loss		
Current Service Cost	23.26	24.83
Interest cost on benefit obligation (net)	11.75	12.06
Total Expenses recognised in the Statement of Profit and Loss	35.01	36.89
vi. Remeasurement Effects Recognised in Other Comprehensive Income for the year		
Actuarial (gains)/ losses arising from changes in financial assumption	47.39	(21.90)
Return on plan asset	0.29	(0.23)
Recognised in Other Comprehensive Income	47.67	(22.13)
vii. Cash flow Projection: From the Fund		
Within the next 12 months (next annual reporting period)	48.50	49.25
2nd following year	19.81	18.71
3rd following year	49.43	19.46
4th following year	21.90	24.27
5th following year	57.39	18.83
Sum of Years 6 To 10	208.23	184.76
Sum of Years 11 and above	476.36	376.21
The average duration of the defined benefit plan obligation at the end of the reporting period is 5 years (March 31, 2021: 5 years)		

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
	Gratuity Funded	Gratuity Funded
viii. Sensitivity Analysis		
Projected Benefit Obligation on Current Assumptions	445.51	359.48
Delta Effect of +1% Change in Rate of Discounting	(30.59)	(25.23)
Delta Effect of -1% Change in Rate of Discounting	35.07	29.02
Delta Effect of +1% Change in Rate of Salary Increase	32.18	26.81
Delta Effect of -1% Change in Rate of Salary Increase	(28.52)	(23.85)
Delta Effect of +1% Change in Rate of Employee Turnover	6.64	4.34
Delta Effect of -1% Change in Rate of Employee Turnover	(7.44)	(4.87)
ix. The major categories of plan assets as a percentage of total		
Insurer managed funds		

Changes in Fair value of Plan Assets

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
	Gratuity Funded	Gratuity Funded
Fair value of plan assets at the beginning of the year	188.44	174.25
Interest Income	12.95	11.92
Employer's Contributions	-	20.00
Benefits Paid	(9.32)	(17.96)
Return on plan assets, excluding interest income	(0.29)	0.23
Fair value of plan assets at the end of the year	191.78	188.44

Note on Sensitivity Analysis

The Sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The Sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is same method as applied in calculating the projected benefit obligation as recognised in the balance sheet.

The method used to calculate the liability in these scenarios is by keeping all the other parameters and the data same as in the base liability calculation except for the parameters to be stressed.

There was no change in the method and assumptions used in preparing the sensitivity analysis from prior years.

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

40. CONTINGENT LIABILITIES, FINANCIAL GUARANTEES AND COMMITMENTS

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
A. Contingent Liabilities not provided for		
Claims against the Company not acknowledged as debt		
i. Income-tax matters under appeal	171.69	170.03
ii. Service Tax matters under appeal	2.43	2.43
iii. Additional Statutory Bonus for Financial Year 2014-2015	22.54	22.54
Total	196.66	195.00
B. Financial Coporate Guarantee		
The Company has given Corporate Guarantee to Union Bank towards credit facility extended by them to related party.	144.46	-
C. Capital and other commitments		
a. Estimated amount of contracts remaining to be executed on capital account and not provided for	1,377.94	1,551.59
b. Others		
i. Quantum of Export Obligation of Packing Materials with 20% value addition against Advance licences- Duty saved *	65.38	277.49
ii. Export obligations of ₹ Nil (F.Y. 2020-21 - ₹ 72.45 Lakhs) against EPCG Licenses utilised for purchase of Fixed Assets but not yet installed - Duty saved **	-	72.45
Total	65.38	349.94

* Export obligations against the advance licence of ₹ 636.41 Lakhs (F.Y. 2020-2021 - ₹ 424.30 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 ₹ 301.59 Lakhs (F.Y. 2020-2021 - ₹ 312.99 Lakhs) have already been fulfilled by the Company, However, procedural formalities for the closure of the EPCG Licenses are pending.

41. The Company sought clarification regarding applicable Goods and Services Tax rate on supply of a product of the Company from the Authority for Advance Ruling of a particular state in which the Company has operations. On receipt of adverse order, the Company filed an appeal. On receipt of unfavorable appellate order, the Company has been advised to prefer writ petition. The Board of Directors in their meeting held on May 16, 2022 has approved filing of writ petition post summer vacation and has also decided to take corrective actions, if any, post the matter is disposed by the High Court. There is no claim against the Company, however, it is not possible to determine financial impact this may have on the operations of the Company as the Company may be able to pass any such tax to its customers.

42. CAPITAL MANAGEMENT AND FINANCIAL RISK MANAGEMENT POLICY

A. Capital Management

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

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

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

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

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

Net debt (total borrowing) divided by "Total equity" (as shown in the balance sheet).

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Total Debt	21,237.52	16,299.27
Total Equity	19,752.96	18,262.03
Debt Equity Ratio	1.08	0.89

B. Financial Risk Management and Policies

Risk is events, situation or circumstances which may lead to negative consequences on the Company's business. Risk management is a structure approach to manage uncertainty. The Company's financial risk management is an integral part of how to plan and execute its business strategies. The risk management policy is approved by the Company's Board. The Company's principal financial liabilities comprise of loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations in select instances. The Company's principal financial assets include trade and other receivables, and cash and cash equivalents that derive directly from its operations and investments. The Company is exposed to market risk, credit risk, liquidity risk etc. The objective of the Company's financing policy are to secure solvency, limit financial risks and optimise the cost of capital. The Company's capital structure is managed using equity and debt ratios as part of the Company's financial planning.

a. Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices.

Market risk comprises three types of risk : interest rate risk, currency risk and other price risk, such as equity price risk. Financial instruments affected by market risk include loans and borrowings, deposits, investments and derivative financial instruments. The Company has designed risk management frame work to control various risks effectively to achieve the business objectives. This includes identification of risk, its assessment, control and monitoring at timely intervals.

The above mentioned risks may affect the Company's income and expenses, or the value of its financial instruments. The Company's exposure to and management of these risks are explained below:

i. Foreign Currency Risk:

The Company is subject to the risk that changes in foreign currency values impact the Company's export, import and other payables.

The Company is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to US Dollar, Euro and Great Britain Pound.

The Company manages currency exposures within prescribed limits, through use of derivative instruments such as Options, futures and Forward contracts etc. Foreign currency transactions are covered with strict limits placed on the amount of uncovered exposure, if any, at any point in time.

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

The carrying amount of the Company's foreign currency denominated monetary assets and liabilities as at the end of the reporting period is as follows :

Particulars	As at March 31, 2022		As at March 31, 2021	
	Amount in Foreign currency (in Lakhs)	Amount (₹ in Lakhs)	Amount in Foreign currency (in Lakhs)	Amount (₹ in Lakhs)
Payable USD	4.59	349.37	14.32	1,053.00
Receivable USD	47.72	3,598.24	38.50	2,832.35
Payable EUR	0.67	57.32	0.57	49.06
Receivable EUR	1.97	165.44	12.13	1,044.24
Payable GBP	0.68	67.70	0.39	39.23
Receivable GBP	4.50	443.53	2.52	254.29

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

Particulars	As at March 31, 2022		As at March 31, 2021	
	Amount in Foreign currency (in Lakhs)	Amount (₹ in Lakhs)	Amount in Foreign currency (in Lakhs)	Amount (₹ in Lakhs)
Payable USD	4.59	349.37	14.32	1,053.00
Payable EUR	0.67	57.32	0.57	49.06
Payable GBP	0.68	67.70	0.39	39.23
Receivable GBP	4.50	443.53	2.52	254.29

Foreign currency sensitivity:

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

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

Particulars	As at March 31, 2022		As at March 31, 2021	
	5% increase	5% decrease	5% increase	5% decrease
Impact on Profit and Loss				
USD	(17.47)	17.47	(52.65)	52.65
EURO	(2.87)	2.87	(2.45)	2.45
GBP	18.79	(18.79)	10.75	(10.75)
Total	(1.55)	1.55	(44.36)	44.36

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.

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

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

Outstanding contracts	(₹ in Lakhs)			
	Foreign currency (In Lakhs)		Fair Value Assets/(Liabilities)	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
USD - Sell	\$ 206.85	\$ 92.63	16,097.69	7,001.95
EUR - Sell	€ 23.00	€ 32.22	2,054.09	2,843.58

iii. Interest Rate

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. During the year the Company is less exposed to interest rate risk because the Company has borrowed funds substantially at Fixed interest rates. The interest rate risk is managed by the Company by the use of interest rate swap wherever relevant and by monitoring monthly cash flow which is reviewed by management to prevent loss of interest.

The exposure of the Company's borrowings to interest rate changes at the end of the reporting period are as follows:

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Variable rate borrowings *	13.63	71.53
Fixed rate borrowings *	1,754.62	1,361.38

* Include ₹ 0.02 Lakhs (as at March 2021: ₹ 8.50 Lakhs) as Prepaid Financial Charges.

Interest rate sensitivity analysis

The sensitivity analysis below have been determined based on the exposure to interest rates on the borrowings at the end of the reporting period. For floating rate borrowings, the analysis is prepared assuming the amount of borrowing outstanding at the end of the reporting period was outstanding for whole of the year. A 100 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel.

Particulars	(₹ in Lakhs)			
	Impact on Profit : Increase/(Decrease)		Impact on equity Increase/(Decrease)	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Interest rates - increase by 100 basis points *	(0.14)	(0.72)	(0.14)	(0.72)
Interest rates - decrease by 100 basis points *	0.14	0.72	0.14	0.72

* assuming all other variables as constant

The sensitivity disclosed in the above table is attributable to variable interest rate borrowings and the interest swaps. The above sensitivity analysis is based on a reasonably possible change in the under-lying interest rate of the Company's borrowings in ₹, USD (being the significant currencies in which it has borrowed funds), while assuming all other variables (in particular foreign currency rates) to be constant.

The sensitivity disclosed in the above table is attributable to variable interest rate borrowings. The above sensitivity analysis is based on a reasonably possible change in the under-lying interest rate of the Company's borrowings in ₹ & USD (being the significant currencies last year in which it has borrowed funds), while assuming all other variables (in particular foreign currency rates) to be constant.

iv. Price risk

The Company is expose to price risk due to its Investment in equity instruments and mutual funds. The fair value of a financial instrument will fluctuate due to changes in market traded price. As at 31st March, 2022, the carrying value of such equity instruments recognised at FVTOCI amounts to ₹ 15.96 Lakhs (As at March 31, 2021 ₹ 9.84 Lakhs) and carrying value of such mutual funds recognised at FVTPL amounts to ₹ 26.24 Lakhs (As at March 31, 2021 ₹ 10.19 Lakhs).

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

Price risk sensitivity:

10% increase or decrease in prices will have the following impact on profit/(loss) before tax and on other components of equity.

Particulars	(₹ in Lakhs)			
	Impact on Profit : Increase/(Decrease)		Impact on equity Increase/(Decrease)	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
Price - increase by 10.00%*	4.22	2.00	4.22	2.00
Price - decrease by 10.00% *	(4.22)	(2.00)	(4.22)	(2.00)

C. Credit Risk

Credit risk refers to risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company by failing to discharge its contractual obligations as agreed. The Company's exposure to credit risk arises primarily from financial assets such as trade receivables, derivative financial instruments, other balances with banks, loans and other receivables. The outstanding trade receivables are regularly monitored and appropriate action is taken for collection of overdue receivables. Credit risk arising from derivative financial instruments and other balances with banks is limited and there is no collateral held against these because the counterparties are banks and recognised financial institutions with high credit ratings assigned by the international credit rating agencies. The companies exposure are continuously monitored.

In addition, the Company is exposes to credit risk in relation to financial guarantees given to banks for the facilities availed by subsidiary. The Company's maximum exposures in this respect : is the maximum amount the Company would have to pay if the guarantee is called upon.

The Company uses a provision matrix to determine impairment loss on portfolio of its Trade Receivables. The provision matrix is based on its historically observed default rates over the expected life of the Trade Receivable and is adjusted for forward-looking estimates. At every reporting date, the historically observed default rates are updated and changes in forward-looking estimates are analysed. The Company follows a simplified approach (i.e. based on life time ECL) for recognition of impairment loss allowances on trade receivables. For the purpose of measuring the life time ECL allowance for trade receivables, the Company uses a provision matrix which comprises a customer spread across the geographical areas and the same are grouped into homogenous group and assessed for impairment collectively. The outstanding trade receivables are regularly monitored and appropriate action is taken for collection of overdue receivables.

Table showing Movement in Expected Credit Loss Allowance

Movement in the credit loss allowance	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Balance at the beginning of the year	164.30	203.63
Net Movement in expected credit loss allowance on trade receivables calculated at lifetime expected credit loss	134.44	(39.33)
Balance at the end of the year	298.74	164.30

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.

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

The table below provides details regarding the remaining contractual maturities of Company's financial liabilities at the reporting date based on contractual undiscounted payments.:

Particulars	(₹ in Lakhs)			
	Less than 1 Year/ On Demand	1-5 years	More than 5 years	Total
As at March 31, 2022				
Non-derivative financial liabilities				
Borrowings	16,906.00	3,935.99	395.53	21,237.52
Trade Payables	12,791.26	-	-	12,791.26
Lease Liability	113.81	736.77	-	850.58
Other Financial Liabilities	816.66	-	-	816.66
	30,627.73	4,672.76	395.53	35,696.02
As at March 31, 2021				
Non-derivative financial liabilities				
Borrowings	15,070.41	1,224.52	4.34	16,299.27
Trade Payables	6,189.19	-	-	6,189.19
Lease Liability	28.38	24.70	-	53.08
Other Financial Liabilities	564.92	-	-	564.92
	21,852.90	1,249.22	4.34	23,106.46

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.

43. FINANCIAL INSTRUMENTS

The fair values of the financial assets and liabilities are defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Valuation

- i. The fair values of investment in government securities and quoted investment in equity shares is based on the current bid price of respective investment as at the Balance Sheet date.
- ii. The fair value of Forward Foreign Exchange contracts is determined using forward exchange rates at the balance sheet date.
- iii. The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.
- iv. The fair values for long term loans, long term security deposits given and remaining non current financial assets were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs.
- v. The fair values of long term security deposits taken and non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs.

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

Fair Value measurement hierarchy

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

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

The categories used are as follows:

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

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

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

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

Particulars	As at March 31, 2022		As at March 31, 2021	
	Carrying Amounts	Fair Value	Carrying Amounts	Fair Value
(₹ in Lakhs)				
Financial Assets				
Measured at Fair Value Through Profit and Loss				
Derivatives				
Forward Contracts	22.97	22.97	138.07	138.07
Investments in Mutual Fund	26.24	26.24	10.19	10.19
	49.21	49.21	148.26	148.26
Measured at Cost				
Investment in Joint venture and Associates	95.99	95.99	-	-
Investment in Partnership firm	539.99	539.99	483.53	483.53
	635.98	635.98	483.53	483.53
Measured at Amortised Cost				
Investment in Government Securities	0.30	0.30	0.30	0.30
Loans	1,226.17	1,226.17	1,001.99	1,001.99
Security Deposit	594.99	594.99	456.32	456.32
Fixed Deposits	27.46	27.46	20.51	20.51
Interest	385.49	385.49	276.74	276.74
Trade Receivable	9,313.79	9,313.79	8,141.69	8,141.69
Cash and Bank Balance	840.71	840.71	1,296.10	1,296.10
Advances	13.53	13.53	17.56	17.56
	12,402.44	12,402.44	11,211.21	11,211.21
Measured at FVTOCI				
Investment in equity instruments	15.96	15.96	9.84	9.84
	15.96	15.96	9.84	9.84
Total Financial Assets	13,103.59	13,103.59	11,852.84	11,852.84
Financial Liabilities				
Measured at Amortised Cost				
Borrowing	21,237.52	21,237.52	16,299.27	16,299.27
Lease Liability	850.58	850.58	53.08	53.08
Trade Payables	12,791.26	12,791.26	6,189.19	6,189.19
Other Financial Liabilities	816.66	816.66	564.92	564.92
Total Financial Liabilities	35,696.02	35,696.02	23,106.46	23,106.46

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

Level wise disclosure of financial instruments

Particulars			Level	Valuation techniques and key inputs
	As at March 31, 2022	As at March 31, 2021		
Foreign currency forward contracts - Assets	22.97	138.07	2	Quotes from banks or dealers
Foreign Exchange Forward Contracts - Liabilities	-	-	2	Quotes from banks or dealers

44. RELATED PARTY DISCLOSURES

Related Party Disclosures as required by Ind AS 24 on "Related Party Disclosures" are given below:

Name of Related Parties and related party relationship where control exits with whom transactions have taken place during the year.

I) Subsidiary

Name Of Company	Principal Place of Business	Proportionate ownership interest	
		As at March 31, 2022	As at March 31, 2021
FNI Asia PTE Limited (wound up w.e.f. August 31, 2020)	Singapore	NIL	NIL
Kusum Spices (w.e.f. October 01, 2019)	India	99.99%	99.99%

II) Other Related Parties

a Name Of Company	Principal Place of Business	Proportionate ownership interest	
		As at March 31, 2022	As at March 31, 2021
Tri Global Foods Private Limited (w.e.f. April 1, 2021) - (Associate)	India	49%	NIL
Beyond Mango Private Limited (w.e.f. July 9, 2021)- (Joint Venture)	India	50%	NIL

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

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

c Key Managerial Personnel (KMP) and their relatives

i. Key Managerial Personnel (KMP)

Mr.Moloy Saha - Chief Executive Officer

ii. Executive Directors

Non-Independent Directors
Mr. Milan Dalal (w.e.f. April 01, 2022 Managing Director)

iii. Non-executive Directors

Non-Independent Directors
Mr. Bhupendra Dalal - Chairman
Mr. Milan Dalal (Upto March 31, 2022)
Mr. Raymond Simkins
Mrs. Pallavi Dhupelia

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

iv. Independent Directors

Mr. Vinod Kumar Beswal

Mrs. Kamlini Maniar

Mr. Hormazdiyaar Vakil

Mr. Maneck Davar

v. Relatives of Directors

Mr. Devdutt Dalal - Grandson of Chairman and Son of Managing Director

Mr. Ameya Dhupelia - Son of Non Executive Director

Transaction with Related Parties

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Compensation to key management personnel		
Salary and benefits	111.50	70.93
Payments to Directors		
Sitting fees	17.90	19.35
Commission	2.50	14.00
Salary and benefits to Relatives of Directors		
Salary and benefits	86.66	73.94
Interest Receivable on ICD Written off		
Muller & Phipps (India) Limited	-	133.86
Impairment of Interest receivable on advances to Subsidiaries		
FNI Asia PTE Limited	-	3.67
Impairment of Advances to Subsidiaries		
FNI Asia PTE Limited	5.57	-
Rent paid to Related parties		
MPIL Corporation Limited	6.00	7.50
Interest received from related parties		
Tri Global Foods Private Limited	47.38	-
Interest received on Loan to key management personnel	1.32	2.27
Interest paid to Related Parties		
Mrs. Pallavi Dhupelia	37.36	21.13
Sale of Goods		
Kusum Spices	1.08	1.19
Western Press Private Limited	-	1.43
Tri Global Foods Private Limited	79.42	-
Muller & Phipps (India) Limited	9.02	-

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Purchase of Goods		
Kusum Spices	21.97	1.52
Western Press Private Limited	3.56	10.03
Tri Global Foods Private Limited	75.60	-
Transactions incurred by Company on behalf of Related Parties		
Expenses incurred		
Kusum Spices	1.05	8.91
Beyond Mango Private Limited (Net of Reimbursement)	2.66	-
Transactions incurred by Related Parties on behalf of Company		
Expenses incurred		
Kusum Spices	0.78	-
Capital Withdrawn		
Kusum Spices	218.00	-
Capital Introduced		
Kusum Spices	158.60	-
Loans Taken		
Mrs. Pallavi Dhupelia	100.00	150.00
Loans Repaid		
Mrs. Pallavi Dhupelia	100.00	-
Repayment of Loan by key management personnel	6.10	5.25
Advances given for expenses to Key Managerial Person (Net of Expenses incurred)	6.99	-
Sale of Land		
Beyond Mango Private Limited	12.51	-
Investments made during the year		
Tri Global Foods Private Limited	0.49	-
Beyond Mango Private Limited	95.50	-
ICD Given		
Tri Global Foods Private Limited	106.97	-
Repayment of ICD Given		
Tri Global Foods Private Limited	45.98	-

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

Outstanding Balances

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Trade Receivables		
Kusum Spices	-	3.22
Muller & Phipps (India) Limited	10.80	3.18
Tri Global Foods Private Limited	283.22	-
Trade Payables		
Kusum Spices	7.94	-
Western Press Private Limited	0.06	0.06
MPIL Corporation Limited	-	1.66
Tri Global Foods Private Limited	55.18	-
Advances recoverable in cash or in kind		
Western Press Private Limited	3.19	3.19
Loan receivable from key management personnel	2.07	8.16
Advance for expenses given to key management personnel	31.84	24.84
Interest Receivable on ICD		
Western Press Private Limited	0.80	0.80
Tri Global Foods Private Limited	65.49	-
Interest receivable on Loan given to key management personnel	8.93	11.90
Loans Taken		
Mrs. Pallavi Dhupelia	305.53	302.89
ICD Given		
Tri Global Foods Private Limited	413.99	-
Security Deposit Given		
MPIL Corporation Limited	255.00	255.00
Advance Given for Incorporation Expenses		
Beyond Mango Private Limited	2.66	-
Commission Payable		
Mr. Raymond Simkins	0.17	2.72
Director sitting fees payable		
Mr. Milan Dalal	0.54	-
Mr. Bhupendra Dalal	0.95	-
Mr. Hormazdiyaar Vakil	1.35	-
Mr. Raymond Simkins	0.69	1.03

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Non Current Investment		
FNI Asia PTE Limited	0.49	0.49
Kusum Spices	539.99	483.53
Tri Global Foods Private Limited	0.49	-
Beyond Mango Private Limited	95.50	-
Financial Coporate Guarantee given by the Company during the year		
Kusum Spices	144.46	-
Impairment of interest receivable on advances to Subsidiarles		
FNI Asia PTE Limited	3.67	3.67
Impairment in Value of Investment		
FNI Asia PTE Limited	0.49	0.49
Impairment of Advances to Subsidiaries		
FNI Asia PTE Limited	32.38	26.81
Salary Payable to key management personnel	5.38	1.34
Salary Payable to relatives of Directors	6.26	5.87

Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances on account of trade receivable, trade payable, other receivable, other payable and interest receivable on loan at the year end are unsecured and settlement occurs in cash.

Details of Loans repayable on demand

Type of Borrower	Type of Loan	(₹ in Lakhs)			
		As at March 31, 2022		As at March 31, 2021	
		Loan Outstanding	% of Total Loan Outstanding	Loan Outstanding	% of Total Loan Outstanding
1) Associate	Inter- Coporate Deposit	413.99	33.76%	-	-
Total		413.99	33.8%	-	-

45. EXPORT BENEFITS

(i) MEIS

The Company was 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 NIL for the year ended March 31, 2022 (March 31, 2021 ₹ 542.41 Lakhs) on export of goods. This MEIS scheme came to a closure as on 31st December 2020. MEIS income has been disclosed under Other Operating Income in financial statements.

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

(ii) TMA

The Company is also entitled to Transport & Marketing Assistance (TMA) vide Public Notic No. 82/2015.2020 dated March 29, 2019 and Public Notice No. 02/2015-2020 dated April 13, 2020 for export of specified agricultural products in specified overseas market. Accordingly, the Company has recognised benefits of ₹ 97.40 Lakhs for the year ended March 31, 2022 (March 31, 2021 ₹ 196.15 Lakhs) on export of specified agricultural products to specified overseas markets mentioned in the scheme. This has been classified under Other Income in the financial statement once the conditions of the scheme are complied with.

(iii) RoDTEP

The Company is also entitled to Remission of Duties and Taxes on Exported Products (RoDTEP) scheme w.e.f January 1, 2021 vide Public Notice No.19/2015-20 notified on August 17, 2021. Accordingly, the Company has recognised benefits of ₹ 178.69 Lakhs in the year ended March 31, 2022.

46. EXPENDITURE TOWARDS CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

		(₹ in Lakhs)
a	Gross amount required to be spent during the year	-
b	Amount approved by the Board to be spent during the year	55.60
c	Amount spent during the year on	
i.	Construction / acquisition of any asset	-
ii.	On purposes other than (i) above	55.60

In case of Section 135(5) Excess amount spent

				(₹ in Lakhs)
Opening Balance	Amount required to be spent during the year	Amount spent during the year	Closing Balance	
1.98	-	55.60	57.58	

47. PAYMENTS TO STATUTORY AUDITORS

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Audit Fees	12.00	10.00
Reimbursement of Out of Pocket Expenses	0.09	0.54
Certification Work	0.75	6.25
Total	12.84	16.79

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

48. FINANCIAL RATIOS

Particulars	Year ended March 31, 2022	Year ended March 31, 2021	% change increase/ (decrease)	Reasons if the change has been more than 25%
Current Ratio	1.11	1.14	(2.46%)	
Debt Equity Ratio	1.08	0.89	20.46%	
Debt Service Coverage Ratio	0.28	0.23	20.36%	
Return on Equity (ROE)	8.4%	2.1%	292.44%	Improved PAT on existing Equity base has helped increase the ROE. Profitability has been increased as a result of EBIDTA improving because of operating leverage.
Return on Capital Employed (ROCE)	10.38%	5.56%	86.80%	Improved EBITDA because of Operating Leverage on the Total Capital Employed has helped increase the ROCE.
Return on investment (ROI)	-(17.31%)	45.78%	-(137.80%)	No Investment in Non Strategic Investments of Quoted Equity Shares have been sold in this Financial Year. The Market Value of Investments in Quoted Equity Shares has come down in line with the stock market decline.
Inventory turnover ratio	2.41	1.76	37.20%	Improved demand for the products being sold has helped in improving the ratio.
Inventory Holding Period	151.47	207.82		
Debtors turnover ratio	7.05	4.31	63.74%	Improved demand for the products being sold increased the turnover which has helped in improving the ratio.
Debtor Days	51.77	84.77		
Creditors turnover ratio (On Average Creditors of 2 years)	4.24	3.38	25.55%	COGS going up as compared to the previous year has resulted in an optical display of Creditors Turnover Ratio improving as the denominator is the average of 2 years of creditors.
Creditor Days	86.13	108.14		
Creditors Turnover Ratio (On Closing Creditors of the period)	3.14	3.80	-(17.32%)	
Creditor Days	116.09	95.98		This shows the correct picture
Net capital turnover ratio	17.86	11.42	56.31%	Improved demand for the products being sold along with addition of newer products resulting in Operating leverage has helped in improving the ratio.
Net profit ratio	2.60%	1.09%	138.26%	Improved demand for the products being sold along with addition of newer products resulting in Operating leverage has helped in improving the ratio.

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

Ratio	Numerator	Denominator
Current Ratio	Current Assets	Current Liability
Debt Equity Ratio	Total Borrowings (Non Current Borrowings + Current Borrowings)	Shareholder's Equity
Debt Service Coverage Ratio	PAT + Interest + Depreciation + Lease payments + Non Cash Items	Interest & Lease Payments + Principal Repayments
Return on Equity (ROE)	Net Profit After Tax - Preference Dividend (If any)	Average Shareholders Equity
Return on Capital Employed (ROCE)	EBIT	Total Shareholders Equity + Non Current Borrowings + Current Borrowings
Return on investment (ROI)	Market Value of Quoted Non Strategic Investments at end of the year	Market Value of Quoted Non Strategic Investments at beginning of the year
Inventory turnover ratio	COGS	Average Inventory
Inventory Holding Period	365	Inventory Turnover Ratio
Debtors turnover ratio	Credit Sales	Average Debtors
Debtor Days	365	Debtors Turnover Ratio
Creditors turnover ratio	COGS	Average Creditors & Closing Creditors basis
Creditor Days	365	Creditors Turnover Ratio
Net capital turnover ratio	Net Sales	(Current Assets- Current Liabilities)
Net profit ratio	Net Profit	Net Sales

49. EQUITY SETTLED SHARE BASED PAYMENTS

On February 3, 2022, pursuant to approval by the shareholders in the AGM, the Board has been authorised to introduce, offer, issue and provide share-based incentives to eligible employees of the Company "Foods & Inns Limited - Employee Stock Option Plan 2021" ("ESOP 2021"/ "Plan") for grants of 14,66,760 stock options convertible into equivalent to number of equity shares of ₹ 1 each at exercise price of ₹ 54.

Terms of vesting

Vesting period (years)	The vested stock options shall be exercisable not earlier than a minimum period of 1 (one) year and not later than a maximum period of 4 (four) years from the date of the grant (i.e. March 7, 2022).
Type of vesting	Graded - 25% at the end of each year from the date of grant

Movement of options granted

	2021-22	
	Average exercise price per share option	Number of options
Opening balance	-	-
Granted during the year	₹ 54.00	14,66,760
Forfeited during the year	-	-
Vested during the year	-	-
Closing balance		14,66,760

The model inputs for fair value of option granted as on the grant date

Inputs	2021-22
Exercise price	₹ 54.00
Dividend yield	0.24%
Risk free interest rate	5.47%- 6.50%
Expected volatility	54.55% to 58.66%
Fair value per option	₹ 52.26
Expected life (years)	2.92 - 5.92
Model used	Black Scholes

The expected life of options is calculated based on the simplified method and is calculated as the average of the minimum life (vesting period) and the maximum life (i.e. vesting period + exercise period)

During the year ended March 31, 2022, the Company recorded an employee stock compensation expense of ₹ 26.88 Lakhs (Previous year ₹ Nil) in the Statement of Profit and Loss and the balance in share options outstanding account as at March 31, 2022 is ₹ 26.88 Lakhs (Previous year: ₹ Nil).

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

50. DISCLOSURE IN ACCORDANCE WITH SECTION 22 OF MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006:

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Principal amount remaining unpaid to any supplier as at the end of the accounting year	160.88	199.58
Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	11.85
The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	371.30	145.72
The amount of interest due and payable for the year	-	7.22
The amount of interest accrued and remaining unpaid at the end of the accounting year	-	11.85
The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined on the basis of information available with the Company.

51. INFORMATION ON LOANS GIVEN, INVESTMENTS MADE AND GUARANTEE GIVEN PURSUANT TO SECTION 186 (4) OF THE COMPANIES ACT, 2013

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Loan given by the Company during the year ended March 31, 2022, repayable based on mutual consent		
Mount Estate Private Limited Inter-Corporate Lending @ 12.00% p.a.	50.00	-
Tri Global Foods Private Limited Inter-Corporate Lending @ 12.00% p.a.	106.97	290.95
Truli Foods LLP Inter-Corporate Lending @ 8.00% p.a.	275.00	-
Instakash Technologies Private Limited Inter-Corporate Lending @ 8.00% p.a.	75.00	-
Investments made by the Company during the year ended March 31, 2022		
Tri Global Foods Private Limited	0.49	-
Beyond Mango Private Limited	95.50	-
Financial Coporate Guarantee given by the Company during the year ended March 31, 2022		
Kusum Spices	144.46	-

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

Name of Subsidiary	(₹ in Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
FNI Asia PTE Limited		
Amount Outstanding	36.04	32.38
Maximum balance outstanding during the year	36.04	32.38
Tri Global Foods Private Limited		
Amount Outstanding	413.99	-
Maximum balance outstanding during the year	413.99	-
Beyond Mango Private Limited		
Amount Outstanding	2.66	-
Maximum balance outstanding during the year	2.66	-

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

52. Additional Regulatory Information detailed in clause 6L of General Instructions given in Part I of Division II of the Schedule III to the Companies Act, 2013 are furnished to the extent applicable to the Company.

53. On March 23, 2022, the Ministry of Corporate Affairs (MCA) has notified Companies (Indian Accounting Standards) Amendment Rules, 2022. This notification has resulted into amendments in the following existing accounting standards which are applicable to company from April 1, 2022.

- i. Ind AS 103 – Business Combination
- ii. Ind AS 109 – Financial Instrument
- iii. Ind AS 16 – Property, Plant and Equipment
- iv. Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets

Application of above standards are not expected to have any significant impact on the Company's financial statements.

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

As per our report of even date

For and on behalf of the Board of Directors

For G. M. KAPADIA & CO

Chartered Accountants
Firm Registration No.104767W

ATUL SHAH

Partner
Membership No.039569

BHUPENDRA DALAL

Chairman
(DIN : 00061492)

MILAN DALAL

Managing Director
(DIN : 00062453)

MOLOY SAHA

Chief Executive Officer

ANAND KRISHNAN

Chief Financial Officer

RANDEEP KAUR

Company Secretary

Place : Mumbai

Date : May 16, 2022

Place : Mumbai

Date : May 16, 2022

FINANCIAL STATEMENTS

CONSOLIDATED FINANCIAL STATEMENTS: 153 - 215

INDEPENDENT AUDITOR'S REPORT

To the Members of Foods and Inns Limited

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Opinion

We have audited the accompanying consolidated financial statements of **Foods and Inns Limited** (hereinafter referred to as "the Holding Company") and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group"), its joint venture and its associate comprising of the Consolidated Balance Sheet as at March 31, 2022, 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 subsidiary, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at March 31, 2022, 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 SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by Institute of Chartered Accountants of India (ICAI), together with the independence requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and rules made 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.

Emphasis of Matters

We draw attention to Note no. 42 of the consolidated financial results regarding the status of the matter relating to clarification sought by the Holding Company about the applicable Goods and Services Tax rate on supply of a product. Our opinion is not modified in respect of the above matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement and based on the consideration of the reports of the other auditors on standalone financial statements and on the other financial information of the subsidiary, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters..

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

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

The Holding Company's 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 consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this report.

Our opinion on the 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.

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.

INDEPENDENT AUDITOR'S REPORT (Contd.)

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

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance (including other comprehensive income), consolidated changes in equity and consolidated cash flows of the Group including its joint venture and associate in accordance with Ind AS and other accounting principles generally accepted in India. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of these consolidated financial statements. The respective Governing Bodies of the companies included in the Group and of its joint venture and associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its joint venture and its associate are responsible for assessing the ability of the Group and of its joint venture and associate to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless respective Board of Directors either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its joint venture and associate are responsible for overseeing the financial reporting process of the Group and of its joint venture and associate.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its joint venture and associate to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its joint venture and associate to cease to continue as a going concern.

INDEPENDENT AUDITOR'S REPORT (Contd.)

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its joint venture and associate to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in "Other Matters" paragraph below.

We believe that the audit evidence obtained by us along with the consideration of the audit report of the other auditors referred to in "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

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

- (i) We did not audit the audited standalone financial results of one subsidiary included in the Statement, whose audited financial results reflect total assets of ₹ 992.94 lakhs as at March 31, 2022 and total revenues of 434.72 lakhs and ₹ 1,603.59 lakhs, total net profit/ (loss) after tax of ₹ 40.04 lakhs and ₹ 128.68 lakhs, total comprehensive income/ (loss) of ₹ 42.53 lakhs and ₹ 130.88 lakhs, for the quarter ended March 31, 2022 and for the year ended March 31, 2022, respectively and cash outflow (net) of ₹ (70.11) lakhs for the year ended March 31, 2022, as considered in the Statement.

The Statement also includes the Group's share of net profit/ (loss) after tax of ₹ (0.03) lakhs and ₹ (2.76) lakhs and total comprehensive income/ (loss) of ₹ (0.03) lakhs and ₹ (2.76) lakhs for the quarter ended March 31, 2022 and for the year ended March 31, 2022, respectively, as considered in the Statement, in respect of one joint venture, whose audited standalone financial results have not been audited by us.

These financial results and other financial information have been audited by their respective independent auditors whose reports have been furnished to us by the Management of the Company and our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiary and joint venture, is based solely on the reports of such auditors and the procedures performed by us as stated in paragraph above.

- (ii) The Statement also includes the Group's share of net profit/ (loss) after tax of ₹ (1.89) lakhs and ₹ (67.84) lakhs and total comprehensive income/ (loss) of ₹ (1.89) lakhs and ₹ (67.84) lakhs for the quarter ended March 31, 2022 and for the year ended March 31, 2022, respectively, as considered in the Statement, in respect of one associate. The financial results and financial information have been

INDEPENDENT AUDITOR'S REPORT (Contd.)

reviewed by their independent auditor whose report has been furnished by the Management of the Company and our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of such associate, is based solely on the report of such auditor. According to the information and explanations given to us by the Management of the Holding Company, such standalone financial statements of the associate is not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements/ financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the standalone / consolidated financial statements / financial information of the subsidiary, joint venture and associate and referred to in Other Matters section above, we report, to the extent applicable that;
 - (i) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
 - (ii) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;
 - (iii) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
 - (iv) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under section 133 of the Act, read with relevant rules issued thereunder and relevant provisions of the Act;
 - (v) On the basis of the written representations received from the directors of the Holding Company as on

March 31, 2022 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary, joint venture and associate incorporated in India, none of the directors of the Group, its joint venture and associate incorporated in India is disqualified as on March 31, 2022 from being appointed as a director in terms of section 164 (2) of the Act;

- (vi) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, its subsidiary, joint venture and associate incorporated in India and the operating effectiveness of such controls, refer to our separate report in 'Annexure A';
- (vii) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and

- (viii) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of other auditors of subsidiary, joint venture and associate, as noted in the Other matters paragraph:
 - a) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its joint venture and associate. Refer Note 41 to the consolidated financial statements;
 - b) The Group, its joint venture and associate have made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts; and;
 - c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group, its joint venture and associate;
 - d) (i) The respective Managements of the Company, its subsidiary, joint venture and associate which

INDEPENDENT AUDITOR'S REPORT (Contd.)

are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary and associate respectively that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company, its subsidiary, joint venture and associate to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company, its subsidiary, joint venture and associate ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (ii) The respective Managements of the Company, its subsidiary, joint venture and associate which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary and associate respectively that, to the best of their knowledge and belief, no funds have been received by the Company, its subsidiary, joint venture and associate from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company, its subsidiary, joint venture and associate shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(iii) Based on the audit procedures performed by us that has been considered reasonable and appropriate in the circumstances, and those performed by the auditors of the subsidiary, joint venture and associate which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us to believe that the representations under sub-clause (i) and (ii) above, contain any material mis-statement;

- e) The final dividend paid by the Holding Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Companies Act as applicable to the extent it applies to payment of dividend.

As stated in note no. 19.3 to the consolidated financial statements the Board of director's of the Holding Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend proposed is in accordance with section 123 of the Act as applicable to the extent it applies to declaration of dividend.

2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order" / "CARO") issued by the Central Government in terms of section 143(11) of the Act, to be included in the Auditor's report, we state that reporting under CARO is not applicable to its subsidiary, joint venture and associate.

For G.M. Kapadia & Co.

Chartered Accountants
Firm Registration No. 104767W

Atul Shah

Partner

Place: Mumbai

Membership No. 039569

Dated this 16th day of May, 2022 UDIN:22039569AJBKIP4471

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph (vi) under “Report on Other Legal and Regulatory Requirements” of our Independent Auditor's Report on even date to the members of Foods and Inns Limited (“the Holding Company”) on the consolidated financial statements for the year ended March 31, 2022 :

Opinion

In conjunction with our audit of the consolidated financial statements of the Holding Company as of and for the year ended March 31, 2022, we have audited the internal financial controls with reference to financial statements of **Foods and Inns Limited (hereinafter referred to as ‘the Holding Company’)**. Since the reporting requirements under section 143(3)(i) of the Act are not applicable to its subsidiary, its joint venture and associate, 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, 2022 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

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

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

Atul Shah

Partner

Place: Mumbai

Membership No. 039569

Dated this 16th day of May, 2022 UDIN:22039569AJBKIP4471

CONSOLIDATED BALANCE SHEET

AS AT MARCH 31, 2022

Particulars	Note No.	(₹ in Lakhs)	
		As at March 31, 2022	As at March 31, 2021
ASSETS			
Non-current Assets			
(a) Property, Plant and Equipment	3a	11,149.15	11,332.72
(b) Right of Use Asset	3a	823.99	46.53
(c) Capital work-in-progress	3b	5,543.01	1,773.50
(d) Intangible Assets	4	1,302.94	1,315.44
(e) Financial Assets			
(i) Investments	5	104.50	10.15
(ii) Loans	6	19.07	21.63
(iii) Others	7	691.70	473.92
(f) Deferred Tax Assets (Net)	8	959.81	896.39
(g) Other Non-current assets	9	473.94	165.71
Total Non-Current Assets		21,068.11	16,035.99
Current Assets			
(a) Inventories	10	20,942.94	13,336.60
(b) Financial Assets			
(i) Investments	11	33.50	10.19
(ii) Trade Receivables	12	9,461.97	8,251.75
(iii) Cash and Cash Equivalents	13	249.58	1,000.29
(iv) Bank balance other than (iii)above	14	595.95	370.74
(v) Loans	15	1,208.76	982.25
(vi) Other Financial Assets	16	426.48	437.12
(c) Current Tax Assets (Net)	17	394.37	399.54
(d) Other Current Assets	18	3,006.57	1,914.69
Total Current Assets		36,320.12	26,703.17
Total Assets		57,388.23	42,739.16
EQUITY AND LIABILITIES			
Equity			
(a) Equity	19	503.38	503.38
(b) Other Equity	20	19,164.12	17,743.77
(c) Non-Controlling Interest	20	0.05	0.04
Total Equity		19,667.55	18,247.19
Liabilities			
Non-current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	21	4,331.52	1,228.86
(ii) Lease Liability		736.77	24.70
(b) Provisions	22	69.29	47.77
(c) Deferred Tax Liabilities (Net)	23	-	0.05
Total Non-Current Liabilities		5,137.58	1,301.38
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	24	17,100.27	15,084.42
(ii) Lease Liability		113.81	28.38
(iii) Trade Payables			
Outstanding of Micro and Small Enterprises	25	160.88	211.43
Other than Micro and Small Enterprises	25	12,841.11	6,091.26
(iv) Other Financial Liabilities	26	905.62	591.51
(b) Other Current liabilities	27	901.48	1,040.54
(c) Provisions	28	128.70	112.25
(d) Current Tax Liabilities (Net)	29	431.23	30.80
Total Current Liabilities		32,583.10	23,190.59
Total Liabilities		37,720.68	24,491.97
Total Equity and Liabilities		57,388.23	42,739.16

Significant Accounting Policies

2

See accompanying notes forming part of the financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

For G. M. KAPADIA & CO

Chartered Accountants
Firm Registration No.104767W

ATUL SHAH

Partner
Membership No.039569

BHUPENDRA DALAL

Chairman
(DIN : 00061492)

MILAN DALAL

Managing Director
(DIN : 00062453)

MOLOY SAHA

Chief Executive Officer

Place : Mumbai
Date : May 16, 2022

ANAND KRISHNAN
Chief Financial Officer

RANDEEP KAUR
Company Secretary

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2022

Particulars	Note No.	(₹ in Lakhs)	
		Year ended March 31, 2022	Year ended March 31, 2021
INCOME			
I Revenue from Operations	30	63,214.73	37,079.28
II Other Income	31	645.91	1,063.79
III Total Income (I+II)		63,860.64	38,143.07
IV EXPENSES			
Cost of materials consumed		48,096.99	22,673.02
Purchases of Stock-in-Trade		6.24	118.71
Changes in inventories of Finished Goods, Stock-in-Trade and Work in Progress	32	(6,914.37)	1,638.23
Employee Benefits Expense	33	3,065.55	2,349.44
Finance Costs	34	1,897.98	1,444.63
Depreciation and Amortisation Expense	35	1,330.95	1,249.35
Other Expenses	36	13,948.91	8,121.19
Total Expenses		61,432.25	37,594.57
V Profit/(Loss) before and Tax (III-IV)		2,428.39	548.50
VI Tax Expense			
Current Tax	37	888.56	140.71
Deferred Tax	37	(59.86)	14.76
Total Tax Expenses		828.70	155.47
VII Profit/(Loss) for the period (V-VI)		1,599.69	393.03
Share of Profit / (loss) of Joint Venture & Associate		(70.60)	-
Non - controlling interest (on Net profit / (loss) for the period)		(0.01)	(0.01)
Net Profit / (loss) after tax and Non - controlling interest (net of tax)		1,529.08	393.02
VIII Other Comprehensive Income			
A. Items that will not be reclassified subsequently to profit or loss:			
i. Remeasurement of the defined benefit plans		(44.29)	21.53
ii. Equity instruments through Other Comprehensive Income		(3.35)	3.09
iii. Income tax relating to items that will not be reclassified to profit or loss		12.70	(5.95)
B. Items that will be reclassified subsequently to Profit / (Loss)			
Exchange difference on translation of foreign operation		-	2.42
Total Other Comprehensive Income / (Loss)		(34.94)	21.09
Non - controlling interest (Other comprehensive income)		*	-
Other comprehensive income after Non-controlling interest (net of tax)		(34.94)	21.09
IX Total Comprehensive Income / (Loss) for the period (comprising Profit/ (Loss) and Other Comprehensive Income for the period) (VII+VIII)		1,494.14	414.12
Total Non - controlling interest		(0.01)	(0.01)
Total Comprehensive income for the period after Non - controlling interest comprising profit and other comprehensive income		1,494.15	414.13
Earnings per share (Face Value ₹ 1 Per Share)	38		
Basic (in ₹)		3.04	0.78
Diluted (in ₹)		3.04	0.78

*Amount is less than ₹ 1,000/-

Significant Accounting Policies

See accompanying notes forming part of the financial statements

2

As per our report of even date attached

For and on behalf of the Board of Directors

For G. M. KAPADIA & CO

Chartered Accountants

Firm Registration No.104767W

ATUL SHAH

Partner

Membership No.039569

BHUPENDRA DALAL

Chairman

(DIN : 00061492)

MILAN DALAL

Managing Director

(DIN : 00062453)

MOLOY SAHA

Chief Executive Officer

Place : Mumbai

Date : May 16, 2022

ANAND KRISHNAN

Chief Financial Officer

RANDEEP KAUR

Company Secretary

CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED MARCH 31, 2022

Particulars	(₹ In Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
	Audited	Audited
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit Before Tax	2,428.39	548.50
Adjustments for :		
Depreciation/ Amortisation	1,330.95	1,249.35
Finance Costs	1,897.98	1,444.63
Unrealised Loss/(Gain) on Foreign Exchange	5.83	(16.03)
(Profit)/Loss on Sale of Property, Plant and Equipment	(6.77)	(5.70)
Share Based Payments to Employees	26.88	-
Impairment of financial assets	273.35	-
Provision for Impairment of Advances	37.80	-
Bad Debts Written off and Provision for impairment of Trade Receivable	134.50	76.26
Dividend Income	(0.02)	(0.02)
Interest Received on Deposits and Others	(156.53)	(121.86)
Mark to Market Loss/(Gain) on Financial Assets	(34.16)	(138.05)
Balance / Provision Write Back-(Net)	(22.24)	(10.77)
Loss on Sale of License	78.58	-
Provision for Gratuity	82.85	(2.64)
Provision for Sales Return	4.38	10.55
Provision for Bonus	3.55	4.57
Provision for Leave Encashment	30.04	(2.92)
Reversal of Impairment of Trade Receivables	-	(50.99)
Net Gain on fair valuation of Mutual Fund	(1.04)	(0.19)
Operating Profit Before Working Capital Changes	6,114.32	2,984.69
Adjustments for :		
(Increase)/Decrease in Trade Receivables	(1,325.00)	(38.69)
(Increase)/Decrease in Inventories	(7,606.34)	667.18
(Increase)/Decrease in Financial Assets	(485.10)	(214.00)
Increase/(Decrease) in Trade payables	6,696.01	(1,557.48)
Increase/(Decrease) in Other Financial Liabilities	127.33	(269.24)
Increase/(Decrease) in Other Liabilities and Provisions	(257.11)	(464.36)
(Increase)/Decrease in Other Assets	(1,305.24)	517.63
Cash Generated From Operations	1,958.87	1,625.73
Income Tax paid	(410.00)	(118.71)
Net Cash From Operating Activities (A)	1,548.87	1,507.02
B. CASH FLOW FROM INVESTING ACTIVITIES		
Interest Received	51.70	44.30
Dividend Received	0.02	0.02
Acquisition of Tangible and Intangible assets	(4,915.68)	(2,064.56)
Sale of Property, Plant and Equipment	16.56	12.25
Purchase of Current Investments	(104.98)	(25.49)
Proceeds from Capital Subsidy	70.00	-
Deposits held as Margin Money/FD	(900.19)	(442.81)
Proceeds from Fixed Deposits	595.35	457.44
Net Cash From Investing Activities (B)	(5,187.22)	(2,018.85)

CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED MARCH 31, 2022

Particulars	(₹ In Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
	Audited	Audited
C. CASH FLOW FROM FINANCING ACTIVITIES		
Finance Costs Paid	(1,856.61)	(1,586.35)
Dividend Paid	(101.40)	(102.10)
Payments for Lease	(272.86)	(31.43)
Receipts from Non-current Borrowings	4,464.05	968.90
Repayment of Non-current Borrowings	(1,516.20)	(469.47)
Increase/(Decrease) in Current Borrowings	2,143.25	218.95
Net Cash From Financing Activities (C)	2,860.23	(1,001.50)
Increase in Cash and Cash Equivalents (A+B+C)	(778.12)	(1513.33)
Cash and Cash Equivalents at the beginning of the year	(4,401.80)	(2,888.47)
Cash and Cash Equivalents at the end of the year	(5,179.92)	(4,401.80)
Cash and Cash Equivalents comprises of		
Balances with Banks	233.79	990.33
Cash on hand	15.79	9.96
Bank Overdraft	(5,429.50)	(5,402.09)
Closing Balance of Cash and Cash Equivalents	(5,179.92)	(4,401.80)

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

Particulars	(₹ in Lakhs)			
	As at March 31, 2021	Cash Flows	Non-cash changes	As at March 31, 2022
Non-current Borrowings (Refer Note 21)	2,006.68	2,947.85	-	4,954.53
Current Borrowings (Refer Note 24)	8,904.51	2,143.25	-	11,047.76
Total	10,911.19	5,091.10	-	16,002.29

Particulars	(₹ in Lakhs)			
	As at March 31, 2020	Cash Flows	Non-cash changes	As at March 31, 2021
Non-current Borrowings (Refer Note 21)	1,501.69	499.43	5.56	2,006.68
Current Borrowings (Refer Note 24)	8,685.56	218.95	-	8,904.51
Total	10,187.25	718.38	5.56	10,911.19

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

As per our report of even date attached

For and on behalf of the Board of Directors

For G. M. KAPADIA & CO

Chartered Accountants
Firm Registration No.104767W

ATUL SHAH

Partner
Membership No.039569

BHUPENDRA DALAL

Chairman
(DIN : 00061492)

MILAN DALAL

Managing Director
(DIN : 00062453)

MOLOY SAHA

Chief Executive Officer

Place : Mumbai

Date : May 16, 2022

ANAND KRISHNAN

Chief Financial Officer

RANDEEP KAUR

Company Secretary

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2022

A. Equity Share Capital

Particulars	Note No.	Amount (₹ in Lakhs)
Balance as at April 1, 2020	19	503.38
Add: Changes during the year		-
Balance as at April 1, 2021	19	503.38
Add: Changes during the year		-
Balance as at March 31, 2022		503.38

B. Other Equity

Particulars	Note No.	General Reserve	Securities Premium Reserve	Reserves and Surplus Share Options Outstanding Account	Capital Reserve	Retained Earnings	Other Comprehensive Income Equity Instruments through OCI	Foreign Currency translation reserve	Amount attributable to the owners of the parent	Non-Controlling interest	Total (₹ in Lakhs)
Balance as at April 1, 2020	20	2,301.84	2,159.58	-	308.18	12,662.87	(0.26)	(1.88)	17,430.33	0.14	17,430.47
Profit for the year		-	-	-	-	393.03	-	-	393.03	0.01	393.04
Other comprehensive income for the year		-	-	-	-	21.53	3.09	2.42	27.04	-	27.04
Income tax on above		-	-	-	-	(5.95)	-	-	(5.95)	-	(5.95)
Dividends		-	-	-	-	(100.68)	-	-	(100.68)	-	(100.68)
Addition / Deduction		-	-	-	-	-	-	-	-	(0.11)	(0.11)
Balance as at April 1, 2021	20	2,301.84	2,159.58	-	308.18	12,970.80	2.83	0.54	17,743.77	0.04	17,743.81
Profit for the year		-	-	-	-	1,599.69	-	-	1,599.69	0.01	1,599.70
Other Comprehensive Income for the year		-	-	-	-	(44.29)	(3.35)	-	(47.64)	-	(47.64)
Income tax on above		-	-	-	-	12.70	-	-	12.70	-	12.70
Dividends		-	-	-	-	(100.68)	-	-	(100.68)	-	(100.68)
Share Based Payments to Employees (net) (Refer Note 49)		-	-	26.88	-	-	-	-	26.88	-	26.88
Share of Profit / (loss) of Joint Venture & Associate		-	-	-	-	(70.60)	-	-	(70.60)	-	(70.60)
Balance as at March 31, 2022		2,301.84	2,159.58	26.88	308.18	14,367.62	(0.52)	0.54	19,164.12	0.05	19,164.17

Significant Accounting Policies

2

See accompanying notes forming part of the financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

For G. M. KAPADIA & CO

Chartered Accountants

Firm Registration No.104767W

ATUL SHAH

Partner

Membership No.039569

Place : Mumbai

Date : May 16, 2022

BHUPENDRA DALAL

Chairman

(DIN : 00061492)

MILAN DALAL

Managing Director

(DIN : 00062453)

MOLOY SAHA

Chief Executive Officer

ANAND KRISHNAN

Chief Financial Officer

RANDEEP KAUR

Company Secretary

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2022

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, 2022. 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 and NSE Limited in India.

The Group is engaged in business of processing and marketing fruit pulps, concentrates and spray dried fruit and vegetable powders, Powder of various spices, frozen vegetables and snacks, medicated products both into domestic and international markets.

Authorisation of financial statements

The authorisation of consolidated financial statements of the Group for the year ended March 31, 2022 were authorised for issue by the Board of Directors at their meeting held on May 16, 2022.

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 amortisation 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 (₹), which is also the Group's functional currency and all amounts are rounded off to the nearest Lakhs (₹ '00,000) upto two decimals, except when otherwise indicated.

2.3 Current versus non-current classification

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

An asset is treated as current if it is :

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

All other assets are classified as non-current.

A liability is 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 is an entity over which the Group has control. The Group controls an entity when the Group

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiary are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group combines the financial statements of the parent and its subsidiary line by line adding together like items of assets, liabilities, equity, income and expenses. Intergroup transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated Statement of Profit and Loss, consolidated Statement of Changes in Equity and Balance Sheet respectively.

(ii) Associate

Associate is an entity over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investment in Associate are accounted for using the equity method of accounting (see (iv) below), after initially being recognised at cost.

(iii) Joint Ventures

Under Ind AS 111 Joint Arrangement, investment in joint arrangement is classified as either joint operation or joint venture. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. The Group has only joint venture. Investment in Joint venture are accounted for using the equity method of accounting (see (iv) below), after initially being recognised at cost.

(iv) Equity method

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit and loss, and the Group's share of Other Comprehensive Income of the investee in Other Comprehensive Income. Dividends received or receivable from Associate and joint venture are

recognised as a reduction in the carrying amount of the investment.

When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group's does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the Group and its Associate and Joint venture are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

The carrying amount of equity accounted investments are tested for impairment in accordance with the policy described in note 2.10 below.

2.5 Business Combinations

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interest in the acquiree. For each business combination, the Company elects whether it measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition costs which are administrative in nature are expensed out.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill forms part of a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed off is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed off in

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

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 derecognised 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.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

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 recognised in Statement of Profit or Loss when asset is derecognised.

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

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit

from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, which in our case are the operating segments.

2.10 Impairment of assets

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

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

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

2.11 Inventories

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

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

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 appropriation 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.

2.12 Financial Instruments

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

Initial Recognition Financial Assets and Financial Liabilities:

Financial assets and Financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at Fair Value through Profit or Loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised in the Statement of Profit or Loss.

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.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

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 recognised from initial recognition of receivables.

2.15 Derecognition of financial assets

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

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

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

On derecognition of a financial asset other than in its entirety (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.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

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

2.17 Derecognition of financial liabilities

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

2.18 Offsetting financial Instruments:

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

2.19 Cash and Cash Equivalent

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

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

2.20 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 recognised through profit and loss as impairment loss. Any subsequent increase in fair value of asset to the extent of previously recognised impairment loss is recognised as gain and any gain exceeding this impairment loss is recognised 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,

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

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 Leave Encashment, 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.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

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

2.27 Leave Encashment

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 Leave Encashment in the period in which the employee renders the services that increases this entitlement. The Group measures the expected cost of Leave Encashment 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

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

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, associate and joint venture 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

As a lessee

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

The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Company has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct 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

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

is a lessor are recognised on either a straight-line basis or another systematic basis. The Company shall apply another systematic basis if that basis is more representative of the pattern in which benefit from the use of the underlying asset is diminished. The Company present underlying assets subject to operating leases in its balance sheet according to the nature of the underlying asset

2.30 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 that are receivable towards capital investments under Investment Promotion Scheme are recognised in the Statement of Profit or Loss in the period in which they become receivable on fulfillment of required conditions of the grant.

Govt. Grant relating to acquisition of an asset has been reduced from the carrying value of the asset. The grant is then recognised in the P&L over the useful life of the depreciable asset by way of a reduced depreciation charge.

Govt. subsidies are recognised where there is reasonable assurance that the subsidy will be received and all attached conditions have been complied with.

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 37.

Property, Plant and Equipment/Intangible Assets

Property, Plant and Equipment/ Other Intangible Assets are depreciated/amortised over their estimated useful lives, after taking into account estimated residual value. The useful lives and residual values are based on the 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.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

Employee Benefit Plans

The cost of the defined benefit gratuity plan and other-post employment benefits and the present value of gratuity obligations and Leave Encashment 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 access impairment. In case of certain assets independent external valuation has been carried out to compute recoverable values of these assets

Provisions

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

Financial Guarantee Contract

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

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

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

(₹ in Lakhs)									
Particulars	Land	Buildings	Plant and Machinery	Furniture and Fixtures	Office Equipments	Vehicles	Computers	Total	Right of Use Assets
Gross Block									
As at April 1, 2020	486.21	6,133.86	9,037.37	78.63	75.28	372.45	50.57	16,234.37	98.02
Additions	19.82	41.83	519.78	7.99	12.52	-	8.50	610.45	-
Disposals / Adjustments *	0.06	-	7.22	-	0.01	-	0.45	7.74	-
As at April 1, 2021	505.97	6,175.69	9,549.93	86.62	87.79	372.45	58.62	16,837.08	98.02
Additions	-	494.95	382.94	34.23	21.73	44.52	13.56	991.93	999.45
Disposals / Adjustments *	2.68	-	9.81	9.27	6.39	4.55	10.19	42.89	-
Other Adjustments #	-	70.00	-	-	-	-	-	70.00	-
As at March 31, 2022	503.29	6,600.64	9,923.06	111.58	103.13	412.42	61.99	17,716.12	1,097.47
Accumulated Depreciation									
Up to March 31, 2020	-	844.96	3,238.56	30.19	37.25	114.09	31.50	4,296.55	24.35
Charge for the year	-	217.76	917.08	8.15	12.00	44.01	9.97	1,208.97	27.14
Withdrawal for Disposal / Adjustments	-	-	1.03	-	0.01	-	0.12	1.16	-
Up to March 31, 2021	-	1,062.72	4,154.61	38.34	49.24	158.10	41.35	5,504.36	51.49
Charge for the year	-	224.90	796.26	8.97	13.00	42.81	9.52	1,095.46	221.99
Withdrawal for Disposal / Adjustments	-	4.43	7.95	4.97	5.77	1.30	8.43	32.85	-
Up to March 31, 2022	-	1,283.19	4,942.92	42.34	56.47	199.61	42.44	6,566.97	273.48
Net Block									
Balance as at March 31, 2021	505.97	5,112.97	5,395.32	48.28	38.55	214.35	17.27	11,332.72	46.53
Balance as at March 31, 2022	503.29	5,317.45	4,980.14	69.24	46.66	212.81	19.55	11,149.15	823.99

* Disposals / Adjustments refers to Sale and discard of assets

Capital Subsidy received during the year adjusted against Plant and Machinery

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

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

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

3b. Capital Work-in-Progress (CWIP)

(₹ in Lakhs)		
Particulars	As at March 31, 2022	As at March 31, 2021
Opening Balance	1,773.50	304.65
Additions	4,381.94	1,471.23
Capitalisation	612.43	2.38
Closing Balance	5,543.01	1,773.50

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

Capital-Work-in Progress (CWIP)

(i) Ageing Schedule as at March 31, 2022

(₹ in Lakhs)

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	4,381.94	1,032.43	128.64	-	5,543.01
Projects temporarily suspended	-	-	-	-	-

(ii) Ageing Schedule as at March 31, 2021

(₹ in Lakhs)

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	1,468.85	146.71	157.94	-	1,773.50
Projects temporarily suspended	-	-	-	-	-

4. OTHER INTANGIBLE ASSETS

(₹ in Lakhs)

Particulars	Computer Software	Trademark & Copyrights	Goodwill	Total
Gross Block				
As at April 1, 2020	138.32	0.10	1,210.00	1,348.42
Additions	-	-	-	-
Disposals / Adjustments	-	-	-	-
As at April 1, 2021	138.32	0.10	1,210.00	1,348.42
Additions	1.00	-	-	1.00
Disposals / Adjustments	-	-	-	-
As at March 31, 2022	139.32	0.10	1,210.00	1,349.42
Accumulated Depreciation				
Up to March 31, 2020	19.74	0.01	-	19.75
Charge for the year	13.22	0.01	-	13.23
Withdrawal for Disposal / Adjustments	-	-	-	-
Up to March 31, 2021	32.96	0.02	-	32.98
Charge for the year	13.47	0.03	-	13.50
Withdrawal for Disposal / Adjustments	-	-	-	-
Up to March 31, 2022	46.43	0.05	-	46.48
Net Block				
Balance as at March 31, 2021	105.36	0.08	1,210.00	1,315.44
Balance as at March 31, 2022	92.89	0.05	1,210.00	1,302.94

Range of remaining period of amortisation as at March 31, 2022 of Intangible assets is as below :

(₹ in Lakhs)

Intangible Assets	Less than 1 year	2-5 years	More than 5 years	Total
Computer Software	13.47	53.36	19.12	85.95
Trademark & Copyrights	0.02	0.03	-	0.05

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

5. INVESTMENTS : NON-CURRENT

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Quoted		
Investments In Equity Shares (Fully Paid up) (measured at FVTOCI)		
66 (As at March 31, 2021, 66 shares) Equity Shares of Hindustan Unilever Limited of face value of ₹ 1 each	1.35	1.61
2,000 (As at March 31, 2021, 2,000 shares) Equity Shares of FDC Limited of face value of ₹ 1 each	5.14	5.71
9,400 (As at March 31, 2021, 9,400 shares) Equity Shares of Bank of Maharashtra Limited of face value of ₹ 10 each	1.57	1.96
1,656 (As at March 31, 2021, 1,656 shares) Equity Shares of Union Bank of India Limited of face value of ₹ 10 each	0.64	0.56
Unquoted		
Investments In Equity Instruments (Fully Paid up) (Measured at Cost)		
Joint Venture		
9,55,000 (As at March 31, 2021, Nil shares) Equity Shares of Beyond Mango Private Limited of face value of ₹ 10 each	95.50	-
Investment in Equity Instruments of other companies (Fully Paid up) (Measured at FVTOCI)		
1,00,000 (As at March 31, 2021, 1,00,000 shares) Equity Shares of CIFCO Finance Limited of face value of ₹ 10 each	-	-
2,000 (As at March 31, 2021, 2,000 shares) Equity Shares of Western Foods Limited of face value of ₹ 10 each	-	-
6 (As at March 31, 2021, 6 shares) Equity Shares of Dravya Finance Limited of face value of ₹ 10 each	-	-
Other Investments (Measured at amortised cost)		
Investments in Government or trust Securities		
National Savings Certificate (VIII Issue)	0.30	0.30
Indira Vikas Patra #	0.00	0.00
Total	104.50	10.15
Aggregate Amount Of Quoted Investments and Market Value thereof	8.70	9.84
Aggregate Amount Of Unquoted Investments	95.80	0.31
Aggregate value of Investments measured at FVTOCI	8.70	9.84

This amount is less than ₹ 1,000/-

6. LOANS : NON-CURRENT

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Loan to staff		
Unsecured, considered good	19.07	21.63
Total	19.07	21.63

No amount is due from any of the directors or officers of the group, severally or jointly with any other person; or from firms where such director is a partner or from private companies where such director is a member except ₹ nil (As at March 31, 2021 ₹ 3.96 Lakhs) which is loan to Key Managerial Person.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

7. OTHER NON-CURRENT FINANCIAL ASSETS

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Security Deposits		
Unsecured, considered good	590.84	453.41
Term Deposits * (Originally Maturity for more than Twelve months) (restricted use)	100.86	20.51
Total	691.70	473.92

* Pledged as collateral in respect of secured loan taken from banks (Refer Note 23.4)

8. DEFERRED TAX ASSETS (NET)

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Deferred tax Assets		
Other temporary difference / unutilised tax assets	207.96	113.57
MAT Credit Entitlement	1,829.53	1,838.62
Total Deferred tax Assets	2,037.49	1,952.19
Deferred tax Liabilities		
Property, Plant and Equipment	1,077.68	1,055.80
Total Deferred tax Liabilities	1,077.68	1,055.80
Total	959.81	896.39

Components and Reconciliation of Deferred Tax (Assets)/Liabilities

Particulars	(₹ in Lakhs)			
	As At March 31, 2022	Others	Recognised in Profit or Loss / OCI	As At April 01, 2021
Other temporary difference/unutilised tax assets	207.96	-	94.39	113.57
MAT Credit Entitlement utilisation	1,829.53	(9.09)	-	1,838.62
Property, plant & Equipments	(1,077.68)	-	(21.88)	(1,055.80)
Total	959.81	(9.09)	72.51	896.39

Components and Reconciliation of Deferred Tax (Assets)/Liabilities

Particulars	(₹ in Lakhs)			
	As At March 31, 2021	Others	Recognised in Profit or Loss / OCI	As At April 01, 2020
Other temporary difference/unutilised tax assets	113.57	-	(93.06)	206.63
MAT Credit Entitlement utilisation	1,838.62	-	-	1,838.62
Property, plant & Equipments	(1,055.80)	-	69.94	(1,125.74)
Total	896.39	-	(23.12)	919.51

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

9. OTHER NON-CURRENT ASSETS

Particulars	₹ in Lakhs	
	As at March 31, 2022	As at March 31, 2021
Capital Advances	447.63	147.93
Advances other than capital advances		
Advances to suppliers		
Unsecured, Considered Doubtful	0.59	0.59
Less: Provision for Doubtful Advances	(0.59)	(0.59)
Prepaid Expenses	26.31	2.29
Advance for Investment	-	15.49
Total	473.94	165.71

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

10. INVENTORIES

Particulars	₹ in Lakhs	
	As at March 31, 2022	As at March 31, 2021
Raw Materials	598.70	470.17
Packing materials	4,101.81	3,538.37
Work-in-progress	846.28	580.22
Finished goods	12,885.79	6,634.28
Add: Goods-in-transit	43.19	38.58
	12,928.98	6,672.86
Stock-in-trade (Trading)	2,467.17	2,074.98
Total	20,942.94	13,336.60

The inventories have been pledged as security for borrowings (refer note no. 23.1)

11. INVESTMENTS : CURRENT

Particulars	₹ in Lakhs	
	As at March 31, 2022	As at March 31, 2021
Quoted		
Investments In Equity Shares (measured at FVTOCI)		
1600 (As at March 31, 2021, Nil shares) Equity Shares of Parag Milk Foods Limited of face value of ₹ 10 each	1.55	-
25 (As at March 31, 2021, Nil shares) Equity Shares of Tasty Bite Eatables Limited of face value of ₹ 10 each	2.71	-
300 (As at March 31, 2021, Nil shares) Equity Shares of Varun Beverages Limited of face value of ₹ 10 each	2.82	-
9 (As at March 31, 2021, Nil shares) Equity Shares of Hindustan Unilever Limited of face value of ₹ 1 each	0.18	-
Unquoted		
Investments in Mutual Funds (Measured at FVTPL)		
Union Medium duration Fund Regular, Growth 99,895.105 units (As at March 31, 2021, 99,895.105 units)	10.65	10.19
SBI short term Debt fund Regular, Growth 59,845.949 units (As at March 31, 2021, Nil units)	15.59	-
Total	33.50	10.19
Aggregate value of Quoted Investments and market value thereof	7.26	-
Aggregate value of Investments measured at FVTPL	26.24	10.19
Aggregate value of Investments measured at FVTOCI	7.26	-

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

12. TRADE RECEIVABLES

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Unsecured, Considered Good	9,461.97	8,251.75
Unsecured, Credit impaired	298.74	164.30
Less: Provision for impairment	(298.74)	(164.30)
Total	9,461.97	8,251.75

The receivables have been pledged as security for borrowings (Refer Note No. 23.1)

No amount is due from any of the directors or officers of the Group, 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 ₹ 283.22 Lakhs due from associate company.

Trade Receivable aging as at March 31, 2022

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed - considered good	9,081.22	258.57	122.18	-	-	9,461.97
(ii) Undisputed - considered doubtful	-	-	100.30	156.02	42.42	298.74
Total	9,081.22	258.57	222.48	156.02	42.42	9,760.71
Less : Allowance for doubtful trade receivables - Billed						(298.74)
Net						9,461.97

Trade Receivable aging as at March 31, 2021

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed - considered good	7,029.67	772.57	431.13	18.38	-	8,251.75
(ii) Undisputed - considered doubtful	-	-	-	89.51	74.79	164.30
Total	7,029.67	772.57	431.13	107.89	74.79	8,416.05
Less : Allowance for doubtful trade receivables - Billed						(164.30)
Net						8,251.75

13. CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Balances with Banks		
Current Accounts	233.79	990.33
Cash on hand	15.79	9.96
Total	249.58	1,000.29

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

14. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Unclaimed Dividend Accounts #	7.95	7.23
Margin money with banks * (original maturity for more than three months but less than twelve months)	586.96	137.70
Term Deposit (original maturity for more than three months but less than twelve months) (restricted use)	1.04	225.81
Total	595.95	370.74

*Marked as lien in favour of bank

#Earmarked Balances

15. LOANS : CURRENT

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Inter-Corporate Deposit		
Unsecured, Considered good	835.04	964.05
Advance to Others		
Unsecured, Considered good	350.00	-
Loans to Staff		
Unsecured, Considered good	23.72	18.20
Total	1,208.76	982.25

No amount is due from any of the directors or officers of the group, 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 ₹ 2.07 Lakhs (As at March 31, 2021 ₹ 4.20 Lakhs) which is Loan to Key Managerial Person.

16. OTHER FINANCIAL ASSETS

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Security Deposits	4.50	4.50
Derivative Assets	22.97	138.07
Interest Receivable on Fixed Deposits/ICD	381.82	276.99
Advance to Related Parties	10.14	5.70
Advance to others	7.05	11.86
Total	426.48	437.12

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

17. CURRENT TAX ASSETS (NET)

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Current Tax Assets		
Taxes paid (net of provision)	394.37	399.54
Total	394.37	399.54

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

18. OTHER CURRENT ASSETS

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Advances other than capital advances		
Unsecured and considered good		
Advances to Suppliers	1,952.76	463.23
Advances to Employees	59.77	64.70
Advances to Other Parties	5.63	19.44
Others		
Export Benefits Receivable	500.25	1,018.53
CENVAT / VAT/ GST Receivable	303.45	173.77
GST Refund Receivable	93.23	93.37
Prepaid Expenses	91.48	81.65
Total	3,006.57	1,914.69

No amount is due from any of the directors or officers of the group, 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

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Authorised Share Capital		
16,00,00,000 (As at March 31, 2021 16,00,00,000) Equity shares of ₹ 1/- par value	1,600.00	1,600.00
3,00,000 (As at March 31, 2021 3,00,000) Redeemable Preference shares of ₹ 100/- par value *	300.00	300.00
Total Authorised Share Capital	1,900.00	1,900.00
5,03,38,260 (As at March 31, 2021 5,03,38,260) Equity shares of ₹ 1/- par value	503.38	503.38
Total Issued, Subscribed and Paid up Share Capital	503.38	503.38

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

19.1 Reconciliation of the number of shares outstanding :

Particulars	As at March 31, 2022		As at March 31, 2021	
	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs
Equity Shares at the beginning	5,03,38,260	503.38	5,03,38,260	503.38
Add: Changes during the year	-	-	-	-
Equity Shares at the end	5,03,38,260	503.38	5,03,38,260	503.38

19.2 Rights, preferences and restrictions :

- i. The Holding Company has only one class of shares referred to as Equity Shares having par value of ₹ 1 Each holder of Equity Shares is entitled to one vote per share.
- ii. In the event of liquidation of the Holding 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.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

19.3 Dividend

The Holding Company's Board of Directors in their meeting held on May 16, 2022, have proposed a final dividend of ₹ 0.25 per equity share (Previous year ₹ 0.20 per Equity Share) for the financial year ended March 31, 2022. The proposal is subject to the approval of the shareholders at the Annual General meeting to be held on September, 2022 and if approved will result in a cash outflow of approximately ₹ 125.85 Lakhs (Previous year ₹ 100.68 Lakhs).

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

Name of the Shareholder	As at March 31, 2022		As at March 31, 2021	
	No. of Shares	% held	No. of Shares	% held
1. Mrs. Pallavi Dhupelia	1,00,00,450	19.87	1,00,00,450	19.87
2. Mr. Raymond Simkins	64,26,660	12.77	64,26,660	12.77
3. Western Press Private Limited	34,51,000	6.86	34,51,000	6.86

Promoter name	Category	Shares held by promoters				% Change during the year
		As at March 31, 2022		As at March 31, 2021		
		No. of shares	% of total share	No. of shares	% of total share	
Pallavi Dhupelia	Promoter	1,00,00,450	19.87	1,00,00,450	19.87	-
Rekha Dalal	Promoter Group	22,51,500	4.47	22,50,500	4.47	-
Satyen Dalal	Promoter Group	18,02,790	3.58	18,02,790	3.58	-
Milan Dalal	Promoter	17,02,250	3.38	16,97,250	3.37	0.01
Veena Dalal	Promoter Group	10,52,250	2.09	10,52,250	2.09	-
Asim Dalal	Promoter Group	6,90,500	1.37	6,90,500	1.37	-
Aditi Dalal	Promoter Group	4,78,500	0.95	4,78,500	0.95	-
Devdutt Dalal	Promoter Group	1,26,000	0.25	1,26,000	0.25	-
Avanti Dalal	Promoter Group	10,000	0.02	10,000	0.02	-
Gaurika Dalal	Promoter Group	4,500	0.01	4,500	0.01	-
Ameya Dhupelia	Promoter Group	4,470	0.01	4,470	0.01	-
Bhupendra Champaklal Dalal	Promoter Group	1,000	0.00	-	-	-
Western Press Private Limited	Promoter Group	34,51,000	6.86	34,51,000	6.86	-
Cifco Limited	Promoter Group	6,50,550	1.29	6,50,550	1.29	-
Satyajyoti Holdings Private Limited	Promoter Group	2,88,000	0.57	2,88,000	0.57	-
MPIL Corporation Limited	Promoter Group	2,46,360	0.49	2,46,360	0.49	-
Total		2,27,60,120	45.21	2,27,53,120	45.20	0.01

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

Disclosure of shareholding of promoters as at March 31, 2021 is as follows:

Promoter name	Category	Shares held by promoters				% Change during the year
		As at March 31, 2022		As at March 31, 2021		
		No. of shares	% of total share	No. of shares	% of total share	
Pallavi Dhupelia	Promoter	1,00,00,450	19.87	1,00,00,450	19.87	-
Rekha Dalal	Promoter Group	22,50,500	4.47	22,50,000	4.47	-
Satyen Dalal	Promoter Group	18,02,790	3.58	18,02,790	3.58	-
Milan Dalal	Promoter	16,97,250	3.37	16,97,250	3.37	-
Veena Dalal	Promoter Group	10,52,250	2.09	10,52,250	2.09	-
Asim Dalal	Promoter Group	6,90,500	1.37	7,90,500	1.57	(0.20)
Aditi Dalal	Promoter Group	4,78,500	0.95	4,78,500	0.95	-
Devdutt Dalal	Promoter Group	1,26,000	0.25	1,26,000	0.25	-
Avanti Dalal	Promoter Group	10,000	0.02	9,000	0.02	-
Gaurika Dalal	Promoter Group	4,500	0.01	4,500	0.01	-
Ameya Dhupelia	Promoter Group	4,470	0.01	4,470	0.01	-
Western Press Private Limited	Promoter Group	34,51,000	6.86	34,50,000	6.85	0.01
Cifco Limited	Promoter Group	6,50,550	1.29	6,50,550	1.29	-
Satyajyoti Holdings Private Limited	Promoter Group	2,88,000	0.57	2,88,000	0.57	-
MPIL Corporation Limited	Promoter Group	2,46,360	0.49	2,46,360	0.49	-
Total		2,27,53,120	45.20	2,28,50,620	45.39	(0.19)

20. OTHER EQUITY

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Capital Reserves	308.18	308.18
Securities Premium	2,159.58	2,159.58
General Reserve	2,301.84	2,301.84
Share Options Outstanding Account (Refer Note 49)	26.88	-
Retained Earnings	14,367.62	12,970.80
Equity Instruments through Other Comprehensive Income	(0.52)	2.83
Foreign Currency Translation Reserve	0.54	0.54
Total	19,164.12	17,743.77

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.

Share Options Outstanding Account : The Share options outstanding account is used to record the fair value of equity-settled share based payment transactions with employees. The amounts recorded in share options outstanding account are transferred to securities premium upon exercise of stock options and transferred to general reserve on account of stock options not exercised by employees.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

Retained Earnings: Retained Earnings are the profits that the Company has earned till date and is net of amount transferred to other reserves such as general reserves etc., amount distributed as dividends and adjustments on account of transition to Ind AS.

Equity instrument through other comprehensive income : The fair value change of the equity instruments measured at fair value through other comprehensive income is recognised in Equity instruments through Other Comprehensive Income.

21. BORROWINGS : NON-CURRENT

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Secured		
Term Loans		
From Banks	3,018.81	534.40
From Financial Institutions	1,572.34	1,091.93
Vehicle Loans		
From Banks	1.36	8.99
From Financial Institutions	56.49	68.47
Unsecured		
Loans from related parties		
From Directors	305.53	302.89
	4,954.53	2,006.68
Less : Disclosed under current borrowings (Refer Note 23)		
Current maturities of non-current borrowings	623.01	777.82
Total	4,331.52	1,228.86

Nature of Security and Terms of Repayment of Long-term Borrowings (including of those Current maturities shown in Note 23) :

Nature of Security	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
TERM LOANS		
From Banks:		
a. Term Loan availed from Union Bank of India - Covid Loan ₹ 375.00 Lakhs @ 8% p.a. repayable in 18 equated monthly installments commencing from January 2021	61.66	312.50
Primary Security:		
Extension of charge on existing inventory and book assets of the Company		
b. Term Loan availed from State Bank of India - Covid Loan ₹ 235.00 Lakhs @ 7.25% p.a. repayable in 18 equated monthly installments commencing from February, 2021	39.11	208.89
Primary Security:		
Extension of charge on existing inventory and book assets of the Company		
c. Term Loan availed from State Bank of India ₹ 2,400.00 Lakhs @ 11.50% p.a. repayable in 72 equated monthly installments commencing from March, 2022	2,373.18	13.01
Primary Security:		
Exclusive First Charge on movable and immovable assets of the Company alongwith Land at vankal situated at Valsad both present and future procured/ to be procured out of this term loan		
d. Term Loan availed from HDFC Bank ₹ 325.00 Lakhs @ 7.50% p.a. repayable in 60 equated monthly installments commencing from March, 2022	257.30	-
Primary Security:		
Exclusive First Charge on the assets created out of Term Loan at gonde both present and future procured/to be procured out of this term loan		

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

Nature of Security	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
e. Term Loan availed from HDFC Bank ₹ 390.00 Lakhs @ 7.50% p.a. repayable in 48 equated monthly installments commencing from February, 2022	137.01	-
Primary Security:		
Exclusive First Charge on the assets created out of Term Loan at gonde both present and future procured/to be procured out of this term loan		
f. Term Loan availed from HDFC Bank ₹ 187.50 Lakhs @ 7.50% p.a. repayable in 48 equated monthly installments commencing from February, 2022	150.55	-
Primary Security:		
Exclusive First Charge on the assets created out of Term Loan at gonde both present and future procured/to be procured out of this term loan		

Nature of Security	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
From Financial Institutions:		
a. 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.	16.10	75.57
Primary Security:		
Exclusive First Charge on the machinery of the Company procured out of this Term Loan		
b. Term Loan availed from Siemens Financial Services Private Limited of ₹ 100.00 Lakhs @ 11.50% p.a. repayable in 24 equated monthly instalments commencing from July, 2020	9.32	65.82
Primary Security:		
Exclusive First Charge on the asset of the Company procured out of this Term Loan		
c. Term Loan availed from Siemens Financial Services Private Limited of ₹ 108.90 Lakhs @ 11.50% p.a. repayable in 36 equated monthly instalments commencing from July, 2020	49.70	85.21
Primary Security:		
Exclusive First Charge on the asset of the Company procured out of this Term Loan		
d. Term Loan availed from Siemens Financial Services Private Limited of ₹ 33.34 Lakhs @ nil rate of interest repayable in 13 equated monthly instalments commencing from April, 2022	33.34	-
Primary Security:		
Exclusive First Charge on the asset of the Company procured out of this Term Loan		
e. Term Loan availed from Mahindra and Mahindra Financial Services Limited of ₹ 750.00 Lakhs @ 9.46% p.a. repayable in 51 equated monthly instalments commencing from February, 2022	727.92	-
Primary Security:		
Exclusive First Charge on the asset of the Company procured out of this Term Loan		
f. Term Loan availed from Mahindra and Mahindra Financial Services Limited of ₹ 750.00 Lakhs @ 9.46% p.a. repayable in 51 equated monthly instalments commencing from February, 2022	735.98	-
Primary Security:		
Exclusive First Charge on the asset of the Company procured out of this Term Loan		

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

Nature of Security	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
VEHICLE LOANS		
From Banks:		
a. Vehicle Loan availed from Union Bank of India of ₹ 20.00 Lakhs @ 9.40% p.a. repayable in 36 equated monthly instalments commencing from August 22, 2019 is secured against the specified car	1.36	8.99
From Financial Institutions:		
a. Vehicle Loan availed from Kotak Mahindra Prime Limited of ₹ 67.43 Lakhs @ 8.66% p.a. repayable in 59 equated monthly instalments commencing from December 1, 2017 is secured against the specified car	9.54	24.82
b. Vehicle Loan availed from Kotak Mahindra Prime Limited of ₹ 50.72 Lakhs @ 9.60% p.a. repayable in 59 equated monthly instalments commencing from March 1, 2019 is secured against the specified car	21.64	31.95
c. Vehicle Loan availed from Kotak Mahindra Prime Limited of ₹ 13.71 Lakhs @ 9.93% p.a. repayable in 59 equated monthly instalments commencing from September 5, 2019 is secured against the specified car	7.31	9.96
d. Vehicle Loan availed from Kotak Mahindra Prime Limited of ₹ 18.00 Lakhs @ 8.09% p.a. repayable in 36 equated monthly instalments commencing from April 5, 2022 is secured against the specified car	18.00	-
Unsecured Loan		
From Director @ 12.50% p.a.	305.53	302.89
Total	4,954.56	1,139.61
Add: Loans fully repaid prior to the Balance Sheet date	-	875.57
Less: Loans Processing Fees	0.02	8.50
Total	4,954.53	2,006.68

Assets pledged as security

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Current		
Receivables	9,461.97	8,251.75
Inventories	20,942.94	13,336.60
Total A	30,404.91	21,588.35
Non-current		
Land	503.29	505.97
Buildings	5,317.42	5,112.94
Plant and Machinery	4,900.98	5,331.97
Furniture and Fixtures	69.24	48.28
Office Equipments	45.63	37.39
Vehicles	201.67	209.95
Computers	17.06	14.96
Fixed Deposits with Bank	27.46	24.60
Total B	11,082.75	11,286.06
Total (A+B)	41,487.66	32,874.41

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

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

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Term loans from banks		
Principal	3,018.81	534.40
Term loans from Financial Institutions		
Principal	1,572.36	1,100.41
Interest	276.47	133.70

22. PROVISIONS : NON-CURRENT

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Provision for employee benefits		
Leave Encashment	69.29	47.77
Total	69.29	47.77

23. BORROWINGS : CURRENT

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Secured		
Loans Repayable on demand		
From Banks		
Open Cash Credit (Refer Notes 23.1 and 23.4)	2,947.74	783.26
Packing Credit / Foreign Bills purchased (Refer Notes 23.2 and 23.4)	8,100.02	8,121.25
Overdraft Facilities (Refer Notes 23.3)	5,429.50	5,402.09
Current maturities of Long-term debt (Refer Note 21)	623.01	777.82
Total	17,100.27	15,084.42

23.1 Secured by way of hypothecation of inventory and book debts and charge on all the Property, Plant and Equipments excluding the assets financed out of the Term Loan (Refer note 3, 10 and 12).

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 ₹ 27.46 Lakhs (As at March 31, 2021, ₹ 24.60 Lakhs) which includes Interest Receivable of ₹ 0.09 Lakhs (As at March 31, 2021, ₹ 4.09 Lakhs) (Refer Note 7).

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

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Loans Repayable on demand		
From Banks		
Principal	11,047.76	8,904.51
Interest	662.81	670.57

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

23.6 Details of Current maturities of non-current borrowings

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Term Loans (Refer Notes 21)		
Secured		
From Banks	198.17	406.67
From Financial Institutions	393.58	334.73
Other Loans (Refer Notes 21)		
Secured		
From Banks	1.87	6.44
From Financial Institutions	29.39	29.98
Total	623.01	777.82

24. DEFERRED TAX LIABILITIES (NET)

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Deferred Tax Liabilities		
Property, Plant and Equipment	-	0.05
Total	-	0.05

25. TRADE PAYABLES

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Total outstanding due to Micro & Small Enterprises	160.88	211.43
Total outstanding due to Other than Micro & Small Enterprises	12,841.11	6,091.26
Total	13,001.99	6,302.69

Trade Payables ageing as at March 31, 2022

Particulars	(₹ in Lakhs)				
	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	160.87	-	-	-	160.87
(ii) Others	12,621.22	35.37	25.02	159.51	12,841.12
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-
Total	12,782.09	35.37	25.02	159.51	13,001.99

Trade Payables ageing as at March 31, 2021

Particulars	(₹ in Lakhs)				
	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	191.67	8.97	10.79	-	211.43
(ii) Others	5,879.41	40.64	171.21	-	6,091.26
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-
Total	6,071.08	49.61	182.00	-	6,302.69

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

26. OTHER FINANCIAL LIABILITIES : CURRENT

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Interest accrued	208.19	61.86
Payable for acquisition of Property, Plant and Equipment	41.02	104.75
Unclaimed dividends *	7.94	7.23
Liabilities for expenses	578.36	417.67
Liability towards Loss on Joint Venture	70.11	-
Total	905.62	591.51

* There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund as at March 31, 2022 (Earmarked Balance)

27. OTHER CURRENT LIABILITIES

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Advance from customers	552.89	779.11
Statutory liabilities	92.10	87.79
Gratuity Payable	256.49	173.64
Total	901.48	1,040.54

28. PROVISIONS : CURRENT

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Provision for employee benefits		
Leave Encashment	13.76	5.24
Provision for Bonus	65.23	61.68
Provision for Sales Return		
Opening Balance	45.33	34.78
Add: Provided during the year	4.38	10.55
Closing Balance	49.71	45.33
Total	128.70	112.25

29. CURRENT TAX LIABILITIES

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Provision for taxation (net of taxes paid/adjusted)	431.23	30.80
Total	431.23	30.80

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

30. REVENUE FROM OPERATIONS

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Sale of products	63,098.20	36,415.57
Other Operating Revenue		
Export Benefits	-	551.98
Processing Charges	7.05	7.92
Sale of Scrap / Wastages	109.48	103.81
Total Revenue From Operations	63,214.73	37,079.28

Revenue from contracts with customers

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

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Domestic	35,149.20	17,949.63
Export	28,065.53	19,129.65
Total	63,214.73	37,079.28

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

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Gross Revenue	63,214.73	37,079.28
Less : Discounts and incentives	-	-
Net Revenue recognised from Contracts with Customers	63,214.73	37,079.28

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

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Closing Contract liability	552.89	779.11

31. OTHER INCOME

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Export Benefits		
Export Incentives	7.86	-
Transport & Marketing Assistance	97.40	196.15
RODTEP Income	178.67	-
Interest Income earned on financial assets (at Amortised Cost)		
Interest on employee loan	2.45	2.44
Interest on Fixed and Other Deposits	156.53	121.86
Interest income earned on financial assets measured at Fair Value		
Dividend Income	0.02	0.02

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Other Non-Operating Income :		
Insurance Claims	8.62	-
Reversal of Impairment of Trade Receivables	-	50.99
Balances / Provisions written back (Net)	22.24	10.77
Miscellaneous Income	38.47	4.21
Other Gains and Losses :		
Net gain on foreign exchange fluctuation	118.34	669.38
Net Gain on fair valuation of Mutual Fund	1.04	0.19
Net Gain on disposal of Property Plant and Equipments	14.27	7.78
Total	645.91	1,063.79

32. CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK IN PROGRESS

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Work-in-progress		
Closing Stock	846.28	580.22
Less: Opening Stock	580.22	1,034.59
	(266.06)	454.37
Finished Goods		
Closing Stock	12,928.98	6,672.86
Less: Opening Stock	6,672.86	8,584.06
	(6,256.12)	1,911.20
Stock-in-trade		
Closing Stock	2,467.17	2,074.98
Less: Opening Stock	2,074.98	1,347.64
	(392.19)	(727.34)
Total	(6,914.37)	1,638.23

33. EMPLOYEE BENEFITS EXPENSE

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Salaries, Wages and Bonus	2,660.67	2,071.50
Contribution to Provident and Other Funds	159.82	136.29
Gratuity (Refer Note 40)	38.55	38.89
Share Based Payments to Employees (Refer Note 49)	26.88	-
Staff Welfare Expenses	179.63	102.76
Total	3,065.55	2,349.44

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

34. FINANCE COSTS

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Interest and finance charges on financial liabilities		
On Cash Credit Facilities /Buyers Credit	1,139.87	1,117.99
On borrowings	132.38	121.91
On Others	469.70	188.95
Exchange differences regarded as an an adjustment to borrowing cost	34.70	4.97
Other Borrowing Costs		
Interest on Lease Liability	39.13	5.27
Brokerage on Fund Arrangements	82.20	5.53
Total	1,897.98	1,444.62

34.1 Interest on Cash Credit Facilities / Buyers Credit is net of subsidy F.Y. 2021-2022 ₹ 66.42 Lakhs (F.Y. 2020-2021 ₹ 102.64 Lakhs) received under Interest Equalisation Scheme on pre-shipment and post-shipment credit.

35. DEPRECIATION AND AMORTISATION EXPENSE

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Depreciation of Property, Plant and Equipment	1,095.46	1,208.97
Depreciation on Right of Use Assets	221.99	27.14
Amortisation of Intangible Assets	13.50	13.24
Total	1,330.95	1,249.35

36. OTHER EXPENSES

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Fruit Ripening Charges (Refer Note 36.1)	3,208.22	1,968.81
Water Charges	90.21	23.65
Testing Fees	34.19	27.33
Consumption of stores and spare parts	775.67	499.92
Power and Fuel	896.13	735.49
Rent	185.82	251.98
Repair and Maintenance		
Repairs to Buildings	71.16	33.93
Repairs to Machinery	297.12	214.96
Repairs Others	91.92	101.77
Insurance	134.93	108.71
Rates and Taxes	209.63	114.14
Freight and Forwarding (Net)	5,630.86	2,333.79
Warehousing Charges	302.97	394.54
Bank Charges	165.27	189.16
Legal and Professional Charges / Fees	415.33	367.78
Advertisement and Sales Promotion	166.64	83.96
Membership and Subscription	35.92	65.24
Travelling and Motor Car Expenses	186.59	129.13
Loss on disposal of Property, Plant and Equipments	7.50	2.08

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Loss on disposal of Investment	0.51	-
Security Charges	97.84	76.12
Interest on delayed payment under MSMED Act and Others	22.04	7.22
Bad Debts Written off	0.06	198.47
Less: Provision for Impairment of financial assets written back	-	(122.21)
Impairment of Financial Assets	407.79	-
Loss on Sale of License	78.58	-
Provision for Impairment of Advance	37.80	-
Miscellaneous Expenses	398.21	315.22
Total	13,948.91	8,121.19

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

Nature of expenses	(₹ in Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Hiring Charges	123.50	75.52
Labour Charges	1,619.27	924.38
Miscellaneous Expenses	29.76	15.89
Fruit Ripening Shed and Other Charges	614.94	388.05
Processing Charges	769.44	546.04
Travelling Expenses	49.94	17.74
Rent	1.37	1.19
Total	3,208.22	1,968.81

37. DISCLOSURE PURSUANT TO IND AS 12 ON "INCOME TAXES"

A. Components of Tax Expenses/(Income)

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Current Tax	888.56	140.71
Deferred Tax movement	(72.56)	20.71
Income Tax Expense reported in the statement of Profit or Loss	816.00	161.42

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

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Profit Before Tax	2,428.39	548.50
Corporate Tax rate as per Income Tax Act, 1961	29.12%	27.82%
Tax on Accounting Profit	756.23	200.75
Add:		
Expenses disallowed	571.04	428.55
Incremental Deferred Tax liabilities on account of other temporary differences	(72.56)	23.08
Income Exempt from Tax	(38.11)	-
Expenses allowed	(400.60)	(490.96)
Tax expenses recognised during the year	816.00	161.42

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

38. EARNINGS PER SHARE (EPS)

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹ in Lakhs)	1,529.08	393.02
Weighted Average number of Equity Shares used as denominator for calculating Basic EPS	5,03,38,260	5,03,38,260
Add: Weighted Average Potential Equity Shares	21,450	-
Total Weighted Average number of Equity Shares used as denominator for calculating Diluted EPS	5,03,59,710	5,03,38,260
Face Value per Equity Share (Refer Note 19.2)	1	1
Basic Earnings per Share	3.04	0.78
Diluted Earnings per Share	3.04	0.78

On February 3, 2022, pursuant to approval by the shareholders in the AGM, the Board has been authorised to introduce, offer, issue and provide share-based incentives to eligible employees of the Company "Foods & Inns Limited - Employee Stock Option Plan 2021" ("ESOP 2021"/ "Plan") for grants of 14,66,760 Options equivalent to same number of equity shares of the Company. The vested ESOPs shall be excisable not earlier than a minimum period of 1 (one) year and not later than a maximum period of 4 (four) years from the date of the grant.

39. DISCLOSURE AS PER IND AS 116 ON "LEASES":

As Lessee

Operating Lease

The Holding Company's significant leasing arrangements in terms of Ind AS 116 on lease are in respect of Leases for Plant & Machinery, Vehicles and office premises.

- a) The following are the changes in the carrying value of lease liability during the year ended March 31, 2022:

Particulars	(₹ in Lakhs) Year ended March 31, 2022
Balance as at April 1, 2021	53.08
Finance cost accrued during the year	39.13
Movement during the year	999.45
Payment of lease liabilities	241.08
Balance as at March 31, 2022	850.58
Current portion of Lease liability	113.81
Non Current portion of Lease liability	736.77
	850.58

The following are the changes in the carrying value of lease liability during the year ended March 31, 2021:

Particulars	(₹ in Lakhs) Year ended March 31, 2021
Balance as at April 1, 2020	79.24
Finance cost accrued during the year	5.27
Payment of lease liabilities	31.43
Balance as at March 31, 2021	53.08
Current portion of Lease liability	28.38
Non Current portion of Lease liability	24.70
	53.08

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)**

- b) Rental expense recorded for short-term leases was ₹ 377.43 Lakhs for the year ended March 31, 2022 (₹ 432.69 Lakhs for the year ended March 31, 2021).
- c) The maturity analysis of lease liabilities are disclosed in Note 43 D. The Holding Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.
- d) The period of these leasing arrangements, range between three to five years and some of them are renewable by mutual consent.
- e) Future lease payments which will start from April 1, 2022 is ₹ Nil (₹ 330 Lakhs from March 31, 2021)

As Lessor

Operating Lease

There is no Rental income recognised on assets given on operating lease is for the year ended March 31, 2022 and also for the year ended March 31, 2021.

40. EMPLOYEE BENEFITS

The Group has classified various employee benefits as under:

A. Defined Contribution Plans

The Group 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.

An amount recognised as expenses on account of "Contribution / Provision to and for Provident and other Funds" of Statement of Profit and Loss is ₹ 159.82 Lakhs (Year ended March 31, 2021 ₹ 136.29 Lakhs)

B. Defined Benefit Plans

Gratuity

Leave Encashment

Valuations in respect of above have been carried out by independent actuary, as at the balance sheet date, based on the following assumptions:

Particulars	Valuation as at	
	March 31, 2022	March 31, 2021
i. Discount Rate (per annum)	7.27%	6.87%
ii. Rate of increase in Compensation levels (per annum)	5.00%	5.00%
iii. Expected Rate of Return on Assets	7.27%	6.87%
iv. Attrition Rate	2.00%	2.00%
v. Retirement Age	58 years	58 years

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

- 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 group's actual salary increases with the assumptions used, they are in line, hence this risk is low risk.

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
	Gratuity Funded	Gratuity Funded
i. Changes in Present value of Obligation		
Present value of defined benefit obligation at the beginning of the year	362.08	351.14
Current Service Cost	28.05	26.18
Interest Cost	23.44	24.01
Actuarial (Gains)/Loss		
Actuarial (gains)/ losses arising from changes in demographic assumption	(1.06)	-
Actuarial (gains)/ losses arising from changes in financial assumption	(13.48)	(1.12)
Actuarial (gains)/ losses arising from changes in experience adjustment	58.54	(20.17)
Past Service cost	-	-
Benefits Paid	(9.32)	(17.96)
Present value of defined benefit obligation at the end of the year	448.27	362.08
ii. Changes in Fair value of Plan Assets		
Fair value of plan assets at the beginning of the year	188.44	174.25
Interest Income	12.95	11.92
Employer's Contributions	-	20.00
Benefits Paid	(9.32)	(17.96)
Return on plan assets, excluding interest income	(0.29)	0.23
Fair value of plan assets at the end of the year	191.78	188.44
iii. Net Benefit (Asset) /Liability		
Defined benefit obligation	(445.51)	(359.48)
Fair value of plan assets	191.78	188.44
Funded Status (Surplus/ (Deficit))	(256.49)	(173.64)
Net Benefit (Asset) /Liability	(256.49)	(173.64)

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
	Gratuity Funded	Gratuity Funded
The net liability disclosed above relates to funded plans are as follows:		
Projected benefit obligation at end of the year	448.27	362.08
Fair Value of plan assets at the end of the year	191.78	188.44
iv. Net Interest Cost for Current Period		
Present Value of Benefit Obligation at the Beginning of the Period	362.08	351.14
(Fair Value of Plan Assets at the Beginning of the Period)	(188.44)	(174.25)
Net Liability/(Asset) at the Beginning	173.64	176.28
Interest Cost	24.87	24.01
(Interest Income)	(12.95)	(11.92)
Net Interest Cost for Current Period	11.93	12.09
v. Expenses recognised in the Statement of Profit and Loss		
Current Service Cost	26.62	26.18
Interest cost on benefit obligation (net)	11.93	12.09
Total Expenses recognised in the Statement of Profit and Loss	38.55	38.27
vi. Remeasurement Effects Recognised in Other Comprehensive Income for the year		
Actuarial (gains)/ losses arising from changes in financial assumption	44.01	(21.30)
Return on plan asset	0.29	(0.23)
Recognised in Other Comprehensive Income	44.30	(21.53)
vii. Cash flow Projection: From the Fund		
Within the next 12 months (next annual reporting period)	48.52	49.27
2nd following year	19.82	18.73
3rd following year	49.47	19.48
4th following year	21.97	24.34
5th following year	57.67	18.92
Sum of Years 6 To 10	209.25	185.87
Sum of Years 11 and above	482.38	382.84
The average duration of the defined benefit plan obligation at the end of the reporting period is 5 years (March 31, 2021: 5 years)		
viii. Sensitivity Analysis		
Projected Benefit Obligation on Current Assumptions	448.27	362.08
Delta Effect of +1% Change in Rate of Discounting	(30.89)	(24.91)
Delta Effect of -1% Change in Rate of Discounting	35.42	29.41
Delta Effect of +1% Change in Rate of Salary Increase	32.54	27.19
Delta Effect of -1% Change in Rate of Salary Increase	(28.83)	(24.18)
Delta Effect of +1% Change in Rate of Employee Turnover	6.58	4.28
Delta Effect of -1% Change in Rate of Employee Turnover	(7.39)	(4.80)
ix. The major categories of plan assets as a percentage of total		
Insurer managed funds		

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

Changes in Fair value of Plan Assets

Particulars	(₹ in Lakhs)	
	As at March 31, 2022 Gratuity Funded	As at March 31, 2021 Gratuity Funded
Fair value of plan assets at the beginning of the year	188.44	174.25
Interest Income	12.95	11.92
Employer's Contributions	-	20.00
Benefits Paid	(9.32)	(17.96)
Return on plan assets, excluding interest income	(0.29)	0.23
Fair value of plan assets at the end of the year	191.78	188.44

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.

41. CONTINGENT LIABILITIES, FINANCIAL GUARANTEES AND COMMITMENTS

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
A. Contingent Liabilities not provided for		
Claims against the group not acknowledged as debt		
i. Income-tax matters under appeal	171.69	170.03
ii. Service Tax matters under appeal	2.43	2.43
iii. Additional Statutory Bonus for Financial Year 2014-2015	22.54	22.54
Total	196.66	195.00
B. Financial Corporate Guarantee		
The Holding Company has given Corporate Guarantee to Union Bank Of India towards credit facility extended by them to related party.	144.46	-
C. Capital and other commitments		
a. Estimated amount of contracts remaining to be executed on capital account and not provided for	1,377.94	1,551.59
b. Others		
i. Quantum of Export Obligation of Packing Materials with 20% value addition against Advance licences- Duty saved *	65.38	277.49
ii. Export obligations of ₹ Nil (F.Y. 2020-21 - ₹ 72.45 Lakhs) against EPCG Licenses utilised for purchase of Fixed Assets but not yet installed - Duty saved **	-	72.45
Total	65.38	349.94

* Export obligations against the advance licence of ₹ 636.41 Lakhs (F.Y. 2020-2021 - ₹ 424.30 Lakhs) have already been fulfilled by the Holding 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 ₹ 301.59 Lakhs (F.Y. 2020-2021 - ₹ 312.99 Lakhs) have already been fulfilled by the Holding Company, However, procedural formalities for the closure of the EPCG Licenses are pending.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

42. The Holding Company sought clarification regarding applicable Goods and Services Tax rate on supply of a product of the Holding Company from the Authority for Advance Ruling of a particular state in which the Holding Company has operations. On receipt of adverse order, the Holding Company filed an appeal. On receipt of unfavorable appellate order, the Holding Company has been advised to prefer writ petition. The Board of Directors in their meeting held on May 16, 2022 has approved filing of writ petition post summer vacation and has also decided to take corrective actions, if any, post the matter is disposed by the High Court. There is no claim against the Holding Company, however, it is not possible to determine financial impact this may have on the operations of the Holding Company as the Holding Company may be able to pass any such tax to its customers.

43. CAPITAL MANAGEMENT AND FINANCIAL RISK MANAGEMENT POLICY

A. Capital Management

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

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

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

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

Net debt (total borrowing) divided by "Total equity" (as shown in the balance sheet).

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Total Debt	21,431.79	16,313.28
Total Equity	19,667.55	18,247.19
Debt Equity Ratio	1.09	0.89

B. Financial Risk Management and Policies

Risk is events, situation or circumstances which may lead to negative consequences on the Group's business. Risk management is a structure approach to manage uncertainty. The Group'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 Holding Company's Board. The Group's principal financial liabilities comprise of loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the group's operations and to provide guarantees to support its operations in select instances. The Group's principal financial assets include trade and other receivables, and cash and cash equivalents that derive directly from its operations and investments. The group is exposed to market risk, credit risk, liquidity risk etc. The objective of the group's financing policy are to secure solvency, limit financial risks and optimise the cost of capital. The group's capital structure is managed using equity and debt ratios as part of the group'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 group 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.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

The above mentioned risks may affect the group's income and expenses, or the value of its financial instruments. The group's exposure to and management of these risks are explained below:

i. Foreign Currency Risk:

The group is subject to the risk that changes in foreign currency values impact the group's export, import and other payables.

The group is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to US Dollar, Euro and Great Britain Pound.

The Holding Company manages currency exposures within prescribed limits, through use of derivative instruments such as Options, futures and Forward contracts etc. Foreign currency transactions are covered with strict limits placed on the amount of uncovered exposure, if any, at any point in time.

The carrying amount of the group's foreign currency denominated monetary assets and liabilities as at the end of the reporting period is as follows :

Particulars	As at March 31, 2022		As at March 31, 2021	
	Amount in Foreign currency (in Lakhs)	Amount (₹ in Lakhs)	Amount in Foreign currency (in Lakhs)	Amount (₹ in Lakhs)
Payable USD	4.59	349.37	14.32	1,053.00
Receivable USD	47.72	3,598.35	38.84	2,857.40
Payable EUR	0.67	57.32	0.57	49.06
Receivable EUR	1.97	165.44	12.13	1,044.24
Payable GBP	0.68	67.70	0.39	39.23
Receivable GBP	4.50	443.53	2.52	254.29

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

Particulars	As at March 31, 2022		As at March 31, 2021	
	Amount in Foreign currency (in Lakhs)	Amount (₹ in Lakhs)	Amount in Foreign currency (in Lakhs)	Amount (₹ in Lakhs)
Payable USD	4.59	349.37	14.32	1,053.00
Receivable USD	-	-	0.34	25.05
Payable EUR	0.67	57.32	0.57	49.06
Payable GBP	0.68	67.70	0.39	39.23
Receivable GBP	4.50	443.53	2.52	254.29

Foreign currency sensitivity:

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

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

Particulars	(₹ in Lakhs)			
	As at March 31, 2022		As at March 31, 2021	
	5% increase	5% decrease	5% increase	5% decrease
Impact on Profit and Loss				
USD	(17.47)	17.47	(53.90)	53.90
EURO	(2.87)	2.87	(2.45)	2.45
GBP	18.79	(18.79)	10.75	(10.75)
Total	(1.55)	1.55	(45.61)	45.61

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

ii. **Forward foreign exchange contracts**

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

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

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

Outstanding contracts	(₹ in Lakhs)			
	Foreign currency (In Lakhs)		Fair Value Assets/(Liabilities)	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
USD - Sell	\$206.85	\$92.63	16,097.69	7,001.95
EUR - Sell	€ 23.00	€ 32.22	2,054.09	2,843.58

iii. **Interest Rate**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. During the year the group is less exposed to interest rate risk because the group has borrowed funds substantially at Fixed interest rates. The interest rate risk is managed by the group by the use of interest rate swap wherever relevant and by monitoring monthly cash flow which is reviewed by management to prevent loss of interest.

The exposure of the group's borrowings to interest rate changes at the end of the reporting period are as follows:

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Variable rate borrowings *	13.63	71.53
Fixed rate borrowings *	1,763.02	1,362.59

* Include ₹ 0.02 Lakhs (as at March 2021: ₹ 8.50 Lakhs) as Prepaid Financial Charges.

Interest rate sensitivity analysis

The sensitivity analysis below have been determined based on the exposure to interest rates on the borrowings at the end of the reporting period. For floating rate borrowings, the analysis is prepared assuming the amount of borrowing outstanding at the end of the reporting period was outstanding for whole of the year. A 100 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel.

Particulars	(₹ in Lakhs)			
	Impact on Profit : Increase/(Decrease)		Impact on equity Increase/(Decrease)	
	Year ended March 31, 2022	Year ended March 31, 2021	Year ended March 31, 2022	Year ended March 31, 2021
Interest rates - increase by 100 basis points *	(0.14)	(0.72)	(0.14)	(0.72)
Interest rates - decrease by 100 basis points *	0.14	0.72	0.14	0.72

* assuming all other variables as constant

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
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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 Group's borrowings in ₹, USD (being the significant currencies in which it has borrowed funds), while assuming all other variables (in particular foreign currency rates) to be constant.

The sensitivity disclosed in the above table is attributable to variable interest rate borrowings. The above sensitivity analysis is based on a reasonably possible change in the under-lying interest rate of the group's borrowings in ₹ & USD (being the significant currencies last year in which it has borrowed funds), while assuming all other variables (in particular foreign currency rates) to be constant.

iv. Price risk

The Holding Company is expose to price risk due to its Investment in equity instruments and mutual funds. The fair value of a financial instrument will fluctuate due to changes in market traded price. As at March 31, 2022, the carrying value of such equity instruments recognised at FVTOCI amounts to ₹ 15.96 Lakhs (As at March 31, 2021 ₹ 9.84 Lakhs) and carrying value of such mutual funds recongnised at FVTPL amounts to ₹ 26.24 Lakhs (As at March 31, 2021 ₹ 10.19 Lakhs).

Price risk sensitivity:

10% increase or decrease in prices will have the following impact on profit/(loss) before tax and on other components of equity.

Particulars	(₹ in Lakhs)			
	Impact on Profit : Increase/(Decrease)		Impact on equity Increase/(Decrease)	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
Price - increase by 10%*	4.22	2.00	4.22	2.00
Price - decrease by 10% *	(4.22)	(2.00)	(4.22)	(2.00)

C. Credit Risk

Credit risk refers to risk that a counterparty will default on its contractual obligations resulting in financial loss to the group by failing to discharge its contractual obligations as agreed. The group's exposure to credit risk arises primarily from financial assets such as trade receivables, derivative financial instruments, other balances with banks, loans and other receivables. The outstanding trade receivables are regularly monitored and appropriate action is taken for collection of overdue receivables. Credit risk arising from derivative financial instruments and other balances with banks is limited and there is no collateral held against these because the counterparties are banks and recognised financial institutions with high credit ratings assigned by the international credit rating agencies. The group's exposure are continuously monitored.

In addition, the Holding Company is exposes to credit risk in relation to financial guarantees given to banks for the facilities availed by subsidiary. The group's maximum exposures in this respect is the maximum amount the Holding Company would have to pay if the guarantee is called upon.

The group uses a provision matrix to determine impairment loss on portfolio of its Trade Receivables. The provision matrix is based on its historically observed default rates over the expected life of the Trade Receivable and is adjusted for forward-looking estimates. At every reporting date, the historically observed default rates are updated and changes in forward-looking estimates are analysed. The group follows a simplified approach (i.e. based on life time ECL) for recognition of impairment loss allowances on trade receivables. For the purpose of measuring the life time ECL allowance for trade receivables, the group uses a provision matrix which comprises a customer spread across the geographical areas and the same are grouped into homogenous group and assessed for impairment collectively. The outstanding trade receivables are regularly monitored and appropriate action is taken for collection of overdue receivables.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
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Table showing Movement in Expected Credit Loss Allowance

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Balance at the beginning of the year	164.30	203.63
Net Movement in expected credit loss allowance on trade receivables calculated at lifetime expected credit loss	134.44	(39.33)
Balance at the end of the year	298.74	164.30

D. Liquidity Risk

Liquidity risk is the risk that the group will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value. The group maintains a cautious liquidity strategy, with a positive cash balance throughout the year. Management monitors the Group's liquidity position through rolling forecasts on the basis of expected cash flows. Cash flow from operating activities provides the funds to service and finance the financial liabilities. The Group's approach for managing liquidity is to ensure that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to group's reputation. In addition, processes and policies related to such risks are overseen by the senior management. The management monitors the Group's net liquidity position through rolling forecasts on the basis of expected cash flows.

The table below provides details regarding the remaining contractual maturities of group's financial liabilities at the reporting date based on contractual undiscounted payments.:

Particulars	(₹ in Lakhs)			
	Less than 1 Year/ On Demand	1-5 years	More than 5 years	Total
As at March 31, 2022				
Non-derivative financial liabilities				
Borrowings	17,100.27	3,935.99	395.53	21,431.79
Trade Payables	13,001.99	-	-	13,001.99
Lease Liability	113.81	736.77	-	850.58
Other Financial Liabilities	905.62	-	-	905.62
	31,121.69	4,672.76	395.53	36,189.98
As at March 31, 2021				
Non-derivative financial liabilities				
Borrowings	15,084.42	1,224.52	4.34	16,313.28
Trade Payables	6,302.69	-	-	6,302.69
Lease Liability	28.38	24.70	-	53.08
Other Financial Liabilities	591.51	-	-	591.51
	22,007.00	1,249.22	4.34	23,260.56

Financing arrangement

The Group has sufficient sanctioned line of credit from its bankers / financiers; commensurate to its business requirements. The group reviews its line of credit available with bankers and lenders from time to time to ensure that at all point of time there is sufficient availability of line of credit.

The Group pays special attention to the net operating working capital invested in the business. In this regard, as in previous years, considerable work has been performed to control and reduce collection periods for trade and other receivables, as well as to optimise accounts payable with the support of banking arrangements to mobilise funds.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

44. FINANCIAL INSTRUMENTS

The fair values of the financial assets and liabilities are defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Valuation

- i. The fair values of investment in government securities and quoted investment in equity shares is based on the current bid price of respective investment as at the Balance Sheet date.
- ii. The fair value of Forward Foreign Exchange contracts is determined using forward exchange rates at the balance sheet date.
- iii. The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the group does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.
- iv. The fair values for long term loans, long term security deposits given and remaining non current financial assets were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs.
- v. The fair values of long term security deposits taken and non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs.

Fair Value measurement hierarchy

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

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

The categories used are as follows:

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

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

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

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

Particulars	(₹ in Lakhs)			
	As at March 31, 2022		As at March 31, 2021	
	Carrying Amounts	Fair Value	Carrying Amounts	Fair Value
Financial Assets				
Measured at Fair Value Through Profit and Loss				
Derivatives				
Forward Contracts	22.97	22.97	138.07	138.07
Investments in Mutual Funds	26.24	26.24	10.19	10.19
	49.21	49.21	148.26	148.26
Measured at Cost				
Investment in Joint venture and Associates	95.50	95.50	-	-
	95.50	95.50	-	-

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
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Particulars	As at March 31, 2022		As at March 31, 2021	
	Carrying Amounts	Fair Value	Carrying Amounts	Fair Value
(₹ in Lakhs)				
Measured at Amortised Cost				
Investment in Government Securities	0.30	0.30	0.30	0.30
Loans	1,227.83	1,227.83	1,003.88	1,003.88
Security Deposit	595.34	595.34	457.91	457.91
Fixed Deposits	100.86	100.86	20.51	20.51
Interest	381.82	381.82	276.99	276.99
Trade Receivable	9,461.97	9,461.97	8,251.75	8,251.75
Cash and Bank Balance	845.53	845.53	1,371.03	1,371.03
Advances	17.19	17.19	17.56	17.56
	12,630.84	12,630.84	11,399.93	11,399.93
Measured at FVTOCI				
Investment in equity instruments	15.96	15.96	9.84	9.84
	15.96	15.96	9.84	9.84
Total Financial Assets	12,791.51	12,791.51	11,558.03	11,558.03
Financial Liabilities				
Measured at Amortised Cost				
Borrowing	21,431.79	21,431.79	16,313.28	16,313.28
Lease Liability	850.58	850.58	53.08	53.08
Trade Payables	13,001.99	13,001.99	6,302.69	6,302.69
Other Financial Liabilities	905.62	905.62	591.51	591.51
Total Financial Liabilities	36,189.98	36,189.98	23,260.56	23,260.56

Level wise disclosure of financial instruments

Particulars	As at March 31, 2022	As at March 31, 2021	Level	(₹ in Lakhs)
				Valuation techniques and key inputs
Foreign currency forward contracts - Assets	22.97	138.07	2	Quotes from banks or dealers
Foreign Exchange Forward Contracts - Liabilities	-	-	2	Quotes from banks or dealers

45. RELATED PARTY DISCLOSURES

Related Party Disclosures as required by Ind AS 24 on "Related Party Disclosures" are given below:

Name of Related Parties and related party relationship where control exits with whom transactions have taken place during the year.

a Name Of Company	Principal Place of Business	Proportionate ownership interest	
		As at March 31, 2022	As at March 31, 2021
Tri Global Foods Private Limited (w.e.f. April 1, 2021) - (Associate)	India	49%	NIL
Beyond Mango Private Limited (w.e.f. July 9, 2021)- (Joint Venture)	India	50%	NIL

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

Muller & Phipps (India) Limited

Western Press Private Limited

MPIL Corporation Limited

Kusum Masala Products

c Key Managerial Personnel (KMP) and their relatives

i. Key Managerial Personnel (KMP)

Mr. Moloy Saha - Chief Executive Officer

ii. Executive Directors

Non-Independent Directors

Mr. Milan Dalal (w.e.f. April 1, 2022 Managing Director)

iii. Non-executive Directors

Non-Independent Directors

Mr. Bhupendra Dalal - Chairman

Mr. Milan Dalal (Upto March 31, 2022)

Mr. Raymond Simkins

Mrs. Pallavi Dhupelia

iv. Independent Directors

Mr. Vinod Kumar Beswal

Mrs. Kamlini Maniar

Mr. Hormazdiyaar Vakil

Mr. Maneck Davar

v. Relatives of Directors

Mr. Devdutt Dalal - Grandson of Chairman and Son of Managing Director

Mr. Ameya Dhupelia - Son of Non Executive Director

Transaction with Related Parties

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Compensation to key management personnel		
Salary and benefits	111.50	70.93
Payments to Directors		
Sitting fees	17.90	19.35
Commission	2.50	14.00
Salary and benefits to Relatives of Directors		
Salary and benefits	86.66	73.94
Interest Receivable on ICD Written off		
Muller & Phipps (India) Limited	-	133.86

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Particulars	(₹ in Lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Rent paid to Related parties		
MPIL Corporation Limited	6.00	7.50
Interest received from related parties		
Tri Global Foods Private Limited	47.38	-
Interest received on Loan to key management personnel	1.32	2.27
Interest paid to Related Parties		
Mrs. Pallavi Dhupelia	37.36	21.13
Sale of Goods		
Mr. Bhupendra Dalal	0.03	0.00
Mr. Milan Dalal	0.12	0.02
Western Press Private Limited	-	1.43
Tri Global Foods Private Limited	79.42	-
Muller & Phipps (India) Limited	9.02	-
Purchase of Goods		
Tri Global Foods Private Limited	75.60	-
Western Press Private Limited	3.02	10.03
Loans Taken		
Mrs. Pallavi Dhupelia	100.00	150.00
Loans Repaid		
Mrs. Pallavi Dhupelia	100.00	-
Repayment of Loan by key management personnel	6.10	5.25
Sale of Land		
Beyond Mango Private Limited	12.51	-
Investments made during the year		
Tri Global Foods Private Limited	0.49	-
Beyond Mango Private Limited	95.50	-
Transactions incurred by Company on behalf of Related Parties		
Incorporation Expenses incurred		
Beyond Mango Private Limited (Net of reimbursement)	2.66	-
ICD Given		
Tri Global Foods Private Limited	106.97	-
Repayment of ICD Given		
Tri Global Foods Private Limited	45.98	-

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

Outstanding Balances

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Trade Receivables		
Muller & Phipps (India) Limited	10.80	3.18
Tri Global Foods Private Limited	283.22	-
Mr. Bhupendra Dalal	0.03	-
Mr. Milan Dalal	0.06	-
Trade Payables		
Western Press Private Limited	0.06	0.06
MPIL Corporation Limited	-	1.66
Tri Global Foods Private Limited	55.18	-
Advances recoverable in cash or in kind		
Western Press Private Limited	7.58	16.14
Loan receivable from key management personnel	2.07	8.16
Advance for expenses given to key management personnel	31.84	24.84
Interest Receivable on ICD		
Western Press Private Limited	0.80	0.80
Tri Global Foods Private Limited	65.49	-
Interest receivable on Loan given to key management personnel	8.93	11.90
Loans Taken		
Mrs. Pallavi Dhupelia	305.53	302.89
ICD Given		
Tri Global Foods Private Limited	413.99	-
Security Deposit Given		
MPIL Corporation Limited	255.00	255.00
Advance Given for Incorporation Expenses		
Beyond Mango Private Limited	2.66	-
Commission Payable		
Mr. Raymond Simkins	0.17	2.72
Director sitting fees payable		
Mr. Milan Dalal	0.54	-
Mr. Bhupendra Dalal	0.95	-
Mr. Hormazdiyaar Vakil	1.35	-
Mr. Raymond Simkins	0.69	1.03

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

Particulars	(₹ in Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Non Current Investment		
Tri Global Foods Private Limited	0.49	-
Beyond Mango Private Limited	95.50	-
Salary Payable to key management personnel	5.38	1.34
Salary Payable to relatives of Directors	6.26	5.87

Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances on account of trade receivable, trade payable, other receivable, other payable and interest receivable on loan at the year end are unsecured and settlement occurs in cash.

Details of Loans repayable on demand

Type of Borrower	Type of Loan	(₹ in Lakhs)			
		As at March 31, 2022		As at March 31, 2021	
		Loan Outstanding ₹ in Lakhs	% of Total Loan Outstanding	Loan Outstanding ₹ in Lakhs	% of Total Loan Outstanding
Associates	Inter-Corporate Deposit	413.99	33.72%	-	-
Total		413.99	33.72%	-	-

46. DISCLOSURE AS PER IND AS 108 ON "SEGMENT REPORTING":

Based on internal reporting provided to the chief operating decision maker, Sale of Fruit Pulp, Frozen snacks, fruit & spices powder is the only reportable segment for the group

Revenue from contracts with customers

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

Particulars	(₹ in Lakhs)	
	Year Ended March 31, 2022	Year Ended March 31, 2021
Domestic	35,149.20	17,949.63
Export	28,065.53	19,129.65

II. Non-current Operating asset

Particulars	(₹ in Lakhs)	
	Year Ended March 31, 2022	Year Ended March 31, 2021
In India	18,819.09	14,468.19
Outside India	-	-

Non-current assets for this purpose consist of property, plant and equipment, intangible assets, right of use and capital work in progress.

Information about major customers

Revenue of ₹ 8,491.85 Lakhs (₹ 4,049.14 Lakhs for the year ended March 31, 2021) are derived from a single external customer. These revenues are attributed to the domestic segment.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

47. EXPORT BENEFITS

(i) MEIS

The Group was 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 group recognises such Export Benefits on the basis of export of goods. Accordingly, the group has recognised Export benefits of ₹ NIL for the year ended March 31, 2022 (March 31, 2021 ₹ 551.98 Lakhs) on export of goods. This MEIS scheme came to a closure as on December 31, 2020. MEIS income has been disclosed under Other Operating Income in financial statements.

(ii) TMA

The group is also entitled to Transport & Marketing Assistance (TMA) vide Public Notice No. 82/2015.2020 dated March 29, 2019 and Public Notice No. 02/2015-2020 dated April 13, 2020 for export of specified agricultural products in specified overseas market. Accordingly, the Holding Company has recognised benefits of ₹ 97.40 Lakhs for the year ended March 31, 2022 (March 31, 2021 ₹ 196.15 Lakhs) on export of specified agricultural products to specified overseas markets mentioned in the scheme. This has been classified under Other Income in the financial statement once the conditions of the scheme are complied with.

(iii) RoDTEP

The group is also entitled to Remission of Duties and Taxes on Exported Products (RoDTEP) scheme w.e.f January 1, 2021 vide Public Notice No.19/2015-20 notified on August 17, 2021. Accordingly, the Holding Company has recognised benefits of ₹ 178.69 Lakhs in the year ended March 31, 2022.

48. ADDITIONAL INFORMATION REQUIRED BY SCHEDULE III

As at March 31, 2022

Name of the entity in the group	(₹ in Lakhs)							
	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
Parent Company								
Foods and Inns Limited	97.32%	19,140.18	96.20%	1,471.01	106.29%	(37.14)	95.97%	1,433.88
Subsidiaries (Group's share)								
Indian								
Kusum Spices	2.68%	527.32	8.41%	128.67	(6.29%)	2.20	8.76%	130.87
Non controlling interest	0.00%	0.05	(0.00)%	(0.01)	(0.00)%	-	(0.00)%	(0.01)
Joint Venture (Group's share)								
Indian								
Beyond Mango Private Limited	(0.00)%	-	(0.18)%	(2.76)	0.00%	-	(0.18)%	(2.76)
Associates (Group's share)								
Indian								
Tri Global Foods Private Limited	(0.00)%	-	(4.44)%	(67.84)	(0.00)%	-	(4.54)%	(67.84)
Total	100.00%	19,667.55	100.00%	1,529.08	100.00%	(34.94)	100.00%	1,494.15

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

As at March 31, 2021

Name of the entity in the group	(₹ in Lakhs)							
	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
Parent Company								
Foods and Inns Limited	97.43%	17,778.50	63.82%	250.81	98.14%	20.70	65.56%	271.51
Subsidiaries (Group's share)								
Indian								
Kusum Spices	2.57%	468.65	36.19%	142.22	1.86%	0.39	34.44%	142.61
Foreign								
FNI Asia PTE Limited	0.00%	-	(0.00%)	(0.01)	0.00%	-	(0.00%)	(0.01)
Non controlling interest	0.00%	0.04	(0.00%)	(0.01)	0.00%	-	0.00%	*
Total	100.00%	18,247.19	100.00%	393.02	100.00%	21.09	100.00%	414.13

* This amount is less than ₹ 1,000/-

49. EQUITY SETTLED SHARE BASED PAYMENTS

EMPLOYEE STOCK OPTION PLAN

On February 3, 2022, pursuant to approval by the shareholders in the AGM, the Board has been authorised to introduce, offer, issue and provide share-based incentives to eligible employees of the Holding Company "Foods & Inns Limited - Employee Stock Option Plan 2021" ("ESOP 2021"/ "Plan") for grants of 14,66,760 stock options convertible into equivalent to number of equity shares of ₹ 1 each at exercise price of ₹ 54.

Terms of vesting

Vesting period (years)	The vested stock options shall be exercisable not earlier than a minimum period of 1 (one) year and not later than a maximum period of 4 (four) years from the date of the grant (i.e. March 7, 2022).
Type of vesting	Graded - 25% at the end of each year from the date of grant

Movement of options granted	2021-22	
	Average exercise price per share option	Number of options
Opening balance	-	-
Granted during the year	₹ 54.00	14,66,760
Forfeited during the year	-	-
Vested during the year	-	-
Closing balance		14,66,760

The model inputs for fair value of option granted as on the grant date

Inputs	2021-22
Exercise price	₹ 54.00
Dividend yield	0.24%
Risk free interest rate	5.47%- 6.50%
Expected volatility	54.55% to 58.66%
Fair value per option	₹ 52.26
Expected life (years)	2.92 - 5.92
Model used	Black Scholes

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022 (Contd.)

The expected life of options is calculated based on the simplified method and is calculated as the average of the minimum life (vesting period) and the maximum life (i.e. vesting period + exercise period)

During the year ended March 31, 2022, the Holding Company recorded an employee stock compensation expense of ₹ 26.88 Lakhs (Previous year ₹ Nil) in the Statement of Profit and Loss and the balance in share options outstanding account as at March 31, 2022 is ₹ 26.88 Lakhs (Previous year: ₹ Nil).

50. Additional Regulatory Information detailed in clause 6L of General Instructions given in Part I of Division II of the Schedule III to the Companies Act, 2013 are furnished to the extent applicable to the Company.

51. On March 23, 2022, the Ministry of Corporate Affairs (MCA) has notified Companies (Indian Accounting Standards) Amendment Rules, 2022. This notification has resulted into amendments in the following existing accounting standards which are applicable to group from April 1, 2022.

- i. Ind AS 103 – Business Combination
- ii. Ind AS 109 – Financial Instrument
- iii. Ind AS 16 – Property, Plant and Equipment
- iv. Ind AS 37 –Provisions, Contingent Liabilities and Contingent Assets

Application of above standards are not expected to have any significant impact on the group's financial statements.

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

As per our report of even date

For and on behalf of the Board of Directors

For G. M. KAPADIA & CO

Chartered Accountants
Firm Registration No.104767W

ATUL SHAH

Partner
Membership No.039569

BHUPENDRA DALAL

Chairman
(DIN : 00061492)

MILAN DALAL

Managing Director
(DIN : 00062453)

MOLOY SAHA

Chief Executive Officer

ANAND KRISHNAN

Chief Financial Officer

RANDEEP KAUR

Company Secretary

Place : Mumbai

Date : May 16, 2022

Place : Mumbai

Date : May 16, 2022



Foods & Inns

FOODS AND INNS LIMITED

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