



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the members of M/s **MTR FOODS PRIVATE LIMITED** will be held at the registered office of the Company at No.1, 2nd Floor, 100 Feet Inner Ring road, Ejipura Ashwini Layout, Viveknagar, Bangalore – 560 047 on Monday, **30th Day of September 2022**, at 5.30 PM to transact the following ordinary business:

1. To receive, consider and adopt the Directors Report, Auditors Report and the Audited Balance Sheet as at 31st March, 2022.

Date: 28.09.2022

Place: Bangalore

For MTR Foods Private Limited



Aneesh Kongot
(Company Secretary)
PAN : AVEPK7186J

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself /herself and the proxy so appointed shall be a member of the Company. Proxies in order to be effective must be lodged with the company not less than 48 hrs before the meeting.
2. Notice of AGM has been issued pursuant to the provisions of Section 101 of the Companies Act, 2013 and that the consent for "Shorter Notice" has already been received by the Company from the shareholders holding not less than 95% of the paid up capital of the Company.



NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. The proxy form duly completed, stamped and signed should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting
2. The aforesaid meeting being held at short notice; we request you to accord your written consent to convening the meeting at a shorter notice in the form attached as Annexure I to this notice.

Form No. MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U15136KA1996PTC021007

Name of the Company: MTR Foods Private Limited

Registered office: No.1, 2nd & 3rd Floor, 100 Feet Inner Ring Road, Ejipura, Ashwini Layout, Vivek Nagar, Bengaluru - 560047, Karnataka, India.

Name of the Member(s):	
Registered address:	
Email address:-	
Folio No./ Client ID	
No. of shares held:-	

I, being the member of ORKLA INDIA LIMITED holding _____ Shares, hereby appoint

Name:	
Address:	
Email address:-	
Signature:-	

, Or failing him

Name:	
Address:	
Email address:-	
Signature:-	

, Or failing him

Name:	
Address:	
Email address:-	
Signature:-	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Annual General Meeting of members of the Company, to be held on Wednesday, 30th September, 2022 at 05.30 P.M. (IST) at No.1, 2nd & 3rd Floor, 100 Feet Inner Ring Road Ejipura, Ashwini Layout, Vivek Nagar, Bengaluru - 560047 or any adjournment thereof.

I wish my above Proxy to vote in the manner as indicated in the box below:

Sl. No.	Ordinary Business	For	Against
1	To receive, consider and adopt the Directors Report, Auditors Report and the Audited Balance Sheet as at 31st March, 2022.		

It is optional to indicate your preference in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate

Signed on ___ day of _____

Signature of Shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

I hereby record my presence at the Annual General Meeting of MTR FOODS PRIVATE LIMITED (the 'Company') held at the Registered Office of the Company at No. 1, 2nd & 3rd Floor, 100 Feet Inner Ring Road Ejipura, Ashwini Layout, Vivek Nagar Bangalore 560047 on Saturday, September 30, 2022 at 05:30 P.M. (IST). Following are my details:

Name of Member	
Address	
Regd. Folio No	
No. of Shares held	
Name of the Proxy (If any)	
Name of the Authorized Representative (If any)	

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the **Annual General Meeting**.

Signature of Member / Proxy/ Authorized Representative:

Note: Please fill up this attendance slip and hand over at the entrance of the meeting place.



Consent by Shareholder for shorter notice

[Pursuant to Section 101 of the Companies Act, 2013]

To

The Board of Directors
MTR Foods Private Limited
No.1, 2nd and 3rd Floor
100 Feet Inner Ring Road
Ejipura, Ashwini Layout
Vivek Nagar Bangalore - 560047
Karnataka, India

Dear Sirs,

Sub: Consent for holding Annual General Meeting of MTR Foods Private Limited at a shorter notice

We, [.] , being the shareholder of MTR Foods Private Limited holding _____ equity shares of INR 10 in the Company in our name hereby give our consent pursuant to section 101(1) of the Companies Act, 2013, to hold the Annual General Meeting on 30th September 2022 at shorter notice.

For [.]

Director/Authorised Signatory

Date:

Place

Route Map

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mtr foods private limited register

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MTR Foods Private Limited

4.5 ★★★★★ (140)
Corporate office
Temporarily closed

Directions Save Nearby Send to your phone Share

You visited in March

No.1, 2nd & 3rd Floor, 100 Feet Inner Ring Road, Ejjipura, Intermediate Ring Rd, Ashwini Layout, Ejjipura, Bengaluru, Karnataka 560047

Temporarily closed

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BOARD'S REPORT

Dear Members,

We are pleased to present 26th Annual Report on business and operations together with the Audited Financial Statements and the Auditor's Report of your Company for the Year ended March 2022.

FINANCIAL RESULTS (Standalone and Consolidated)

The Financial highlights of the Company for the financial year 2022 are as follow:

(Amount in Rs. Lakhs)

Particulars	Standalone		Consolidated	
	31-Mar-2022	31-Mar- 2021	31-Mar- 2022	31-Mar- 2021
Operating Income	97,489	95,018	1,84,108	96,691
Other Income	636	870	1546	1063
Total Income	98,125	95,888	1,85,654	97,754
Total Expenditure	84234	79,839	1,66,776	81,163
Profit / (Loss) before Exceptional and Extraordinary items and Tax	13890	16,049	18,879	16,591
Less: Exceptional Items	-	-	-	-
Less :Share of Loss from Associates	-	-	62	130
Less: Current Tax & tax of earlier years	3766	4,309	5413	4,361
Deferred Tax	(173)	(180)	(444)	(234)
Profit Or Loss after Tax	10,297	11,920	13,910	12,334
Finance Cost on Forward Contract Liability	(2,128)		(2,128)	
Net Profit after Tax	8,169	11,920	11,719	12,334
Other Comprehensive Income	0	(20)	(16)	(21)
Balance as per Last Balance Sheet	39,130	27,230	38,581	26,268
Less: Amount Utilised for Buy back of Shares and tax Theron	0	0	0	0
Transfer to Reserves	0	0	0	0
Balance Transferred to Balance Sheet	47,299	39,130	50,284	38,581

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FINANCIAL PERFORMANCE

REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS:

General Economy and Markets:

The last few years have shown that we live in a volatile world and it takes just a few days to transform a relatively stable global environment to that of one filled with uncertainty and complexity. The devastating pandemic that we witnessed brought into sharp focus not just normal challenges such as social disparities and climate in general but also abnormal challenges like the hunt for viable vaccines and administering them to the vast global populations in a timely and effective manner. We also saw unprecedented volatility and unpredictability in the business environment, growing geopolitical tensions between countries as well as societal imbalances especially in the developing and underdeveloped regions in Asia and Africa. Amidst all this tumult, there was a fair degree of unanimity amongst various global communities that the way forward is for businesses and society to build a sustainable, equitable and climate friendly future.

India remains one of the fastest growing FMCG markets with a strong historical record and potentially can continue to sustain a strong growth path many years into the future on the back of its strong population base as well as favourable demographic dividend. However, the high inflation rates that we have seen in India (largely fuelled by the overall uncertainty, unpredictability of supply chains and commodity markets) has led to the high growth rates of the past to somewhat moderate. However, notwithstanding the slow-down in FMCG market (mainly volume growth), the penetration of FMCG products and categories both in urban and rural India boosts the overall growth outlook. More and more people are entering the robust middle class, a continuously growing working population, rapid urbanisation, accelerated technology adoption all point to a high growth trajectory for FMCG for several years into the future. The Indian consumer is evolving rapidly and we have also seen that the pandemic and its aftermath has accelerated several consumer buying and behavioural trends that will have far-reaching impact on how and what the consumer will buy in the future. We see that the Indian consumer will have an increased affinity towards products which are more convenient to consume, products that offer a holistic health and well being and a clear and definite shift towards buying on electronic platforms using digital technology and payment platforms. The younger population – Millennials and Gen-Z – is also gravitating towards a choice for superior brands, products that are sustainable from a climate and environment point of view as well as prefer to buy from those businesses that are socially responsible and sensitive towards society and its people.

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Your Company operates in the FMCG environment and the year 2021-22 was yet another challenging year for all of us. The pandemic's second wave was severe in terms of impact and the swiftness with which it affected the community. Our market too was impacted severely by this and it was only due to the swift vaccine roll-out and executive action in terms of administering the vaccine to vast multitudes of population that this impact was somewhat contained. Else it would have had a debilitating impact on the humanitarian and economic profile of India for a longer period than what we saw finally. In this uncertain operating business environment, your Company's focus remained on the health and safety of our employees, distribution partners and their employees, stakeholders etc to ensure uninterrupted supply of our products into the markets, meeting the changing needs of our consumers, and at the same time genuinely caring for the larger communities, safeguarding the environment and generally ensuring business continuity in a robust and controlled way.

Against this challenging backdrop, our strong financial results for the financial year 2021-22 demonstrate strategic clarity, strength of our brands, our execution ability and market agility. Your Company & its Board wish to place on record their sincere appreciation to the Company's employees, business partners, distributors, vendors, customers & other stakeholders for their continued exemplary work to deliver excellent results in a difficult year, yet again.

Despite the overall business uncertainty and volatility and sustained supply chain disruptions in markets and operations during 2021-22 which impacted all sectors of the economy, the Net sales of your company, during the year, grew by **~3%** largely due to the high base growth effects of the year 2020-21. While domestic market maintained its strong margin profile, exports market continued to be impacted by non-availability of shipping containers and high freight costs resulting from high Turn around times at various ports across the world. Sales growth was sustained through both volume (in some categories) and price growths (in almost all categories) as the entire focus of the business teams was to ensure continuous supply of stocks into markets. Due to supply chain disruptions and also restricted availability commodity prices went up significantly which was countered by swift pricing actions initiated very early in the year itself. Gross Margin was slightly better compared to earlier years mainly due to a favourable sales mix (sales of high margin categories such as Masalas) and a robust overhead cost control process put in place to cut all non-essential costs across the business value chain.

Relative to last year, the year 2021-22 saw intense competition in most categories and markets that your Company participates in. Competition in home markets continued to be strong which was countered by sharply targeted market specific consumer promotions and pricing actions – in all channels including digital E-commerce channels. While Advertising & Sales promotion spends were severely curtailed to protect profits in the initial part of the financial year, it was fully restored once competitive intensity resumed. Advertising and sales promotion costs recorded in the P&L increased by **Rs 297 Lakhs** during the year from **Rs 7424 Lakhs** in 2020-21 to **Rs 7721 Lakhs** in 2021-22.

Cost Control & profitability :

The supply chains that were deeply impacted due to Covid disruptions impacted overall cost structure of most businesses. In addition the war in Ukraine towards the end of the financial year brought in more

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uncertainty and volatility. Your Company had to take sharp price corrections to cover cost increases to protect margins and profits. As stated earlier, based on the price increases rolled out, the rising commodity and other costs were not only offset but such swift pricing actions also helped to deliver a handsome margin during the year. However the margin this year was lower by 2% compared to the previous year as 2020-21 saw an unprecedented 50% growth in Sweet Mixes which is a high margin category while growth in this category could not be sustained in 2021-22/

Although operational costs went up significantly due to Covid 2nd wave induced actions viz: social distancing norms, sanitisation measures, increasing transport infrastructure for employees etc, aggressive cost control measures were driven across the business value chain to more than offset these cost increases. Consequently, overheads growth has been broadly under control during the year despite an inflationary environment in the broader economy. However due to the broad based opening up of markets and market normalisations post vaccine roll-outs, travel and other administrative costs normalised which pushed up overheads to the pre-Covid level seen in earlier years.

As a result of all the aforesaid actions in Pricing, Cost control areas, offset by higher overheads as stated above EBIDTA is lower by **Rs2299 lakhs** and as a % to sales was lower at **18%** (Rs 17281 Lakhs) compared to **21%** (Rs 19580 Lakhs) last year, due to strong performance of last year.

Interest cost was lower than last year as your Company had surplus liquid resources with strong profitability and continued its negative working capital trend throughout the year despite the need to increase its finished good inventory cover to ensure business continuity and uninterrupted supplies to markets and consumers. Surplus cash continues to be invested in highly rated short-term liquid investments to ensure high safety as per Group policy. However this year's Finance Cost is higher by Rs 2128 Lakhs which is not a cash expenditure but has arisen due to the full 100% disclosure of Eastern investments on MTR's standalone Balance Sheet as on 31st March 2021 and consequently the finance charge for the year 2021-22 has been accounted as such this year.

With EBIDTA registering a decline of **3%** to Sales – compared to last year -, profit before taxes for the year at Rs **11762** Lakhs was Rs **4287** Lakhs lower than last year due to the above mentioned Finance charge, higher normalised overhead costs and lower margins due to lower Sweet Mix sales. During the year, the reduced Corporate tax rate of 25.2% has been considered in line with last year.

Strategic / Structural Initiatives :

On 16th and 17th March 2021, Your Company (the Board and shareholders) executed documentation to acquire a control equity stake of 67.82% in Eastern Condiments Private Limited (Eastern). This acquisition was completed with closing date 31st March 2021. Post closing the share purchase, the intent is to file a merger application before the concerned authorities (National Company Law Tribunal) seeking merger of Eastern into your Company. Upon merger, against the residual stake of 32.18% held by the promoters, they will be issued 9.99% shares in MTR. This partnership has the potential of providing a solid growth platform to expand the Spices and Masalas segment into a high growth segment in the near future for your Company in India.

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During the financial year 2021-22, appropriate actions were taken to shift the Registered Office of Eastern to Bengaluru and an Application for merger of Eastern into MTR was also filed at the Bengaluru bench of the National Company Law Tribunal. Hearings have commenced after the financial year end and hopefully we will complete the merger process in the next few months.

Information Technology :

IT systems for today's business must invariably be characterized by 100% Ontime Availability, a Capability that has a symbiotic relationship with employees and a Resilience that adapts and responds to the changing needs of the business and its teams. The pandemic has led to several changes in the ways we work in the frontlines, back-ends as well as in administrative offices. It has also led to consumers and customers increasing their digital interfaces with partners which has in turn led to an explosive trend in increased online transactions. While several automated systems and processes were rolled out during 2021-22, sharp focus was provided to Sales and Manufacturing related applications.

Industrial Relations :

Your Company had harmonious relations with employees at all levels, functional and locations during the year. The Long Term Wage Settlement with the factory workmen was signed in June 2019 but effective from April 2018. This agreement ended in March 2021, and negotiations were completed during the current financial year and the Long Term Wage Agreement signed for a period of 3 years.

Despite the all pervading effect of Covid, your Directors look forward to the future with a strong sense of optimism of improved business operations through the above initiatives in the ensuing years. There has been no change in the nature of business of company.

During the year, Your Company recorded a total income of Rs **97489**Lakhs as against Rs **95018** Lakhs in the previous year registering an increase of Rs **2471 Lakhs**. The Net profit of the Company for Financial Year 2021-22 was Rs **8169** Lakhs – lower by Rs **3751 Lakhs** – against Net profit of Rs **11,920** Lakhs achieved last year.

DIVIDEND AND TRANSFER TO RESERVES

With a view to conserve resources for Company's operations and debt servicing, your Directors do not recommend payment of dividend for the year ended 2022. The profit earned during the year has been transferred to General Reserve of the Company.

CAPITAL STRUCTURE

At present, the Authorized share capital of the Company is Rs 50,00,00,000/- (Fifty Crores) divided into 5,00,00,000/- (Five Crore) Equity Shares of Rs. 10/- each.

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In the beginning of the financial year ending 31st March 2021, the issued and paid up Share Capital of the Company was Rs. 9,80,92,690 /- (Nine Crore Eighty Lakhs Ninety-Two Thousand and Six Ninety) comprising of 98,09,269 (Ninety eight lakhs Nine Thousand two hundred and Sixty Nine) Equity Shares of Rs. 10/- each. During the year (in March 2021) fresh equity shares were issued on Rights basis to its shareholders to fund the acquisition of Eastern Condiments Pvt Ltd. Under this Rights issue, 25,21,000 Equity shares were issued to Orkla Asia Pacific Pvt Ltd at a price of Rs 4418 per share.

SUBSIDIARY / ASSOCIATES

During the year under review, the Company has two subsidiary companies viz: Eastern Condiments Private Limited, Rasoi Magic Foods (India) Private Limited and one associate company viz M/s Potful India Private Limited.

The consolidated financials of your Company together with the said subsidiary is also appended to this Report.

DIRECTORS

During the year under review, no changes were made to the Constitution of the Board.

MEETINGS OF THE BOARD

Information in respect of the composition of Board, qualification of Board members, field of specialization, status of Directorships, meetings held during the financial year 2020-22 and their attendance at each meeting of the Board are as under:

Composition of Board

During the year, the composition of the Board of Directors of your Company has been in conformity with the requirements of the Companies Act, 2013. The Board of Directors of the Company as on 31st March 2022 consisted of 7 Directors comprising 1 Director as Executive director and 6 Directors as non-executive director (s).

A. BOARD OF DIRECTORS

During the year, 7 Board meetings were held i.e. on 11th May 2021, 31st August 2021, 20th October 2021, 30th November 2021, 15th December 2021, 20th December 2021, and 31st January 2022. The brief details of the Directors who attended the number of meetings is as under:

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S No.	Name of the Director	Category	No. of meetings attended
1	ATLE VIDAR NAGEL JOHANSEN	Non – Executive Director	07
2	JORDAHL PAUL	Non – Executive Director	07
3	SANJAY SHARMA	Executive Director	06
4	NAKKIM ARE	Non – Executive Director	06
5	ELSE HELENA MARGARETA	Non – Executive Director	06
6	KAROLINE RIIS	Non – Executive Director	04
7	CLAES JOHAN WILHELMSSON	Non – Executive Director	06

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

In pursuance to the provisions of Section 135 and Schedule VII of the Companies Act, 2013, CSR Committee of the Board of Directors was formed to recommend

- (a) the policy on Corporate Social Responsibility and implementation of the CSR projects or programs to be undertaken by the company as per CSR Policy
- (b) recommend the amount of expenditure to be incurred on CSR activities; and
- (c) monitor the CSR Policy of the Company from time to time and institute a transparent monitoring mechanism for implementation of CSR Projects/programme/activities under taken by the Company.

The Corporate Social Responsibility Committee comprised of following directors as its members as on 31st March, 2022:

Mr. Sanjay Sharma
 Mr. Nakkim Are
 Mr. Else Helena Margareta

The report of CSR as per The Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed as **Annexure – 1**



INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements. During the year under review, such controls were tested and no reportable material weakness in the design or operation were observed.

IMPLEMENTATION OF QUARTERLY COMPLIANCE REPORTING MECHANISM

As per Section 134(5)(f) of the Companies Act, 2013, the Board of Directors confirms that they have devised proper systems to ensure compliance with the provisions of applicable laws and that system were adequate and are operating effectively. In order to give due attention to the Compliance to applicable laws, a system of reporting the compliance status on quarterly basis has been adopted by the Company, vide which each of the functional heads reports the Compliance with respect to their department on a quarterly basis with exception, if any thereof and a consolidated status on the same is put up before the Board.

BUY BACK OF SHARES

The Company has not Bought Back any Shares during the year.

PUBLIC DEPOSITS

During the year under review, your Company has not invited any deposits from public/shareholders as per Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

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 attached as **Annexure – 2**.

STATUTORY AUDITORS

S R Batliboi and Associates LLP, Chartered Accountants, Statutory Auditors of your Company, have been appointed as the Statutory auditors till the Conclusion of 28th Annual General Meeting

The Company has received a letter from them to the effect that their appointment, if made, would be within the limits prescribed under Section 141(3)(g) of the Companies act, 2013 and that they are not disqualified for appointment.

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AUDITORS REPORT

There are no qualifications, reservations or adverse remarks made by the Auditors in their report. The provisions relating to submission of Secretarial Audit Report is not applicable to the Company.

COST AUDIT

The provisions of Section 148 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are not applicable to the Company.

RISK MANAGEMENT

Risks are events, situations or circumstances which may lead to adverse consequences on the Company's business. Effective risk management process is key to sustained operations thereby protecting shareholder value, improving governance process, achieving strategic objectives and being well prepared for adverse situations or unforeseen circumstances, if they occur in the lifecycle of the business activities. The Risk Management Policy of the Company has been approved by the Board and is reviewed by the Board from time to time. The policy has been carved out of the broader risk policy framework for the parent group in general which is updated from time to time. Policy elaborates the detailed description of type of risk and its monitoring plan. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage.

The business risk framework defines the risk management approach across the enterprise at various levels and across various functions and is reviewed twice during the financial year.

RELATED PARTY TRANSACTIONS

There were no materially significant related party transactions made by the Company during the year with Promoters, Directors, or other designated persons which may have a potential conflict with the interest of the Company at large.

All other related party transaction entered during the year under review are attached as an **Annexure - 3**

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in **Form MGT 9** is annexed herewith as **Annexure**

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ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE

Particulars required under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & Outgo, are set out in the **Annexure 5** to this Director's Report.

COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company

VIGIL MECHANISM

The provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 are not applicable to the Company.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT THE WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti-Sexual Harassment Policy (Policy) in line with the requirements of The Sexual Harassment of Women at the Work Place (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under the Policy. There are no Complaints received during 2020-22.

MATERIAL CHANGES AND COMMITMENT, IF ANY

Except as disclosed above or elsewhere in this Annual Report, there have been no material changes and commitments, which can affect the financial position of the Company between the end of financial year and the date of the report.

Except as disclosed elsewhere in this Annual Report, during the financial year under review, no material changes have occurred in the nature of the Company's business and generally in the classes of business in which the Company has an interest.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

There has been no order passed by any Regulator, Court or Tribunal against the Company which can impact its going concern status and company's operation in future.

BRC Certified Company
CIN: U15136KA1996PTC021007
Orkla Group Company

Regd. Office:
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DIRECTOR'S RESPONSIBILITY STATEMENT

In accordance with the requirements of Section 134(5) of the Companies Act, 2013 the Board of Directors hereby state and confirm that:

- a) In the preparation of the annual accounts for the year ending March 31, 2021, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) The directors had selected such accounting policies and applied them consistently and made judgements and estimated 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 the financial year and of the profit and loss of the company for that period;
- c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The directors had prepared the annual accounts on a going concern basis;
- e) The Company being unlisted, sub clause (e) of section 134(3) of the Companies Act, 2013 pertaining to laying down internal financial controls is not applicable to the Company
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such system are adequate and operating effectively

ACKNOWLEDGEMENT

Your directors wish to place on record their appreciation and acknowledge with gratitude the support and co-operation, extended by banks and financial institutions, government and shareholders and look forward to having the same support in all our future endeavors.



Your Directors also place on record their sincere appreciation for significant contribution made by the employees at all levels through their dedication, hard work and commitment and look forward to their continued support.

For and On behalf of the Board of Directors

Date: Bengaluru
Place: 27th September 2022


Atle Vidar Johansen
Chairman
(DIN:01361367)




Sanjay Sharma
Director
(DIN:02581107)



[Annexure -I]

Format for the Annual Report on CSR Activities to be Included in the Board's Report For Financial Year 2021-2022

1. Brief outline on CSR Policy of the Company.

MTR CSR Vision is to Integrate MTR Social and Environmental responsibilities in a manner to ensure sustainability in operations and relationships with Key stakeholders and Communities. While we will endeavour to achieve our larger objective of community empowerment, our primary focus will be "Eradicating Hunger and Poverty", "Promotion of Education" and "Rural development". MTR CSR Policy is aligned to schedule VII of the Companies Act and available at www.mtrfoods.com

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Sanjay Sharma	Chairman, CSR Committee	2	2
2.	Are Nakkim	Member, CSR Committee	2	2
3.	Helena Giertz	Member, CSR Committee	2	2

3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company. – www.mtrfoods.com

4. details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report). – Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any – Not applicable

6. Average net profit of the company as per section 135(5). : Rs 11460 Lakhs



7. (a) Two percent of average net profit of the company as per section 135(5) : Rs 229 Lakhs

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years : Nil

(c) Amount required to be set off for the financial year, if any : Nil

(d) Total CSR obligation for the financial year (7a+7b-7c) : Rs 229 Lakhs

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs Lakhs.)	Amount Unspent (in Rs. Lakhs)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
180	53	27/09/2021	NA	NA	NA

(b) Details of CSR amount spent against ongoing projects for the financial year: Nil

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Project duration.	Amount allocated for the project (in Rs.).	Amount spent in the current financial Year (in Rs.).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.).	Mode of Implementation - Direct (Yes/No).	Mode of Implementation - Through Implementing Agency	
				State.	District.						Name	CSR Registration number.
1.	Happiness Box	Eradicating Hunger Poverty and Malnutrition	Yes	Karnataka		1 Year	2.49	2.49	-	No	Akshaya Patra	

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2.	Lake Rejuvenation Project	Yes	Karnataka	1 year	2.20	1.50	0.70	Yes		
3.	FPO – Chilli Project	Yes	Karnataka	1 year	2.72	2.34	0.38	Yes		
	Total				7.41	6.33	1.08			

(c) Details of CSR amount spent against **other than ongoing projects** for the financial year:

(1) Sl. No.	(2) Name of the Project	(3) Item from the list of activities in schedule VII to the Act.	(4) Local area (Yes/No).	(5) Location of the project.		(6) Amount spent for the project (in Rs. Lakhs).	(7) Mode of implementation - Direct (Yes/No).	(8) Mode of implementation - Through implementing agency.	
				State.	District.			Name.	CSR registration number.
1.	Happiness Box	Eradicating Hunger Poverty and Malnutrition	Yes	Karnataka		31.5	Yes	Akshaya patra	
2.	Ambulance to Udipi Hospital	Rural Development Projects	Yes	Karnataka		33.04	No		
3.	COVID Support – Grama Vikas	Disaster Management	Yes	Karnataka		16.20	No	Grama Vikas	
4.	COVID Support – CBIC	Disaster Management	Yes	Karnataka		6.54	No	C.B.C.I.Society For Medical Education	
5.	FPO	Rural Development Projects	Yes	Karnataka		21.86	No		
6.	Pediatric ICU	Disaster Management	Yes	Karnataka		77.24	Yes	Society Of Jesus Mary And Joseph St Stanislaus Convent	

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	Total			179.78			
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- (d) Amount spent in Administrative Overheads : Nil
- (e) Amount spent on Impact Assessment, if applicable : Nil
- (f) Total amount spent for the Financial Year (8b+8c+8d+8e) : 179.78 Lakhs
- (g) Excess amount for set off, if any – Nil

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	Rs 229 Lakhs
(ii)	Total amount spent for the Financial Year	Rs 180 Lakhs
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

9. (a) Details of Unspent CSR amount for the preceding three financial years: Nil

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs. Lakhs)	Amount spent in the reporting Financial Year (in Rs. Lakhs).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs. Lakhs)
				Name of the Fund	Amount (in Rs).	Date of transfer.	
1.	2020-21	103	63.2	NA	-	NA	39.7
2.	2019-20	-	-	NA	-	NA	Nil
3.	2018-19	-	-	NA	-	NA	Nil
	Total						



(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced.	Project duration.	Total amount allocated for the project (in Rs. Lakhs).	Amount spent on the project in the reporting Financial Year (in Rs Lakhs).	Cumulative amount spent at the end of reporting Financial Year. (in Rs. Lakhs)	Status of the project - Completed /Ongoing.
1	01/2021	FPO Project	2022	1 year	53	0	0	Ongoing
	Total				53			

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year : Nil

(asset-wise details).

- Date of creation or acquisition of the capital asset(s).
- Amount of CSR spent for creation or acquisition of capital asset.
- Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.
- Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).



The Company had to hold certain Projects in view of COVID-19 Pandemic and had taken COVID relief measures on Priority. The Company had complied by Transferring the funds to separate bank account and will be spending the Funds for the ongoing projects in the coming financial years

Place: Bangalore
Date: 27th September 2022


Sanjay Sharma
CEO and Director
MTR Foods Private Limited


Atle Vidar Johansen
Director,
MTR Foods Private Limited



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Annexure -2

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT UNDER SECTION 186

(i) **Details of Loans**

S. No.	Date of Loan	Date of Board Resolution	Date of Special Resolution (If ANY)	Name of Borrower	Purpose for which the loan is proposed to be utilized by the recipient	Amt. (Rs Lakhs)	Rate of Interest	Security	Prevailing yield
1.	23/09/2021	23/09/2021	NA	Potful India Pvt Ltd	Business Purpose	500	7%	Shares of the Promoter	NA
NA									

(ii) **Detail of Investment**

S. No.	Date of Investment	Date of Board Resolution	Date of special resolution (if any)	Name of investee	Purpose for which the proceeds from investment is proposed to be utilized by the recipient	Amt. (Rs Lakhs)	Expected rate of return
NA							




(iii) Details of guarantee /security provided


S. No.	Date of providing security/guarantee	Date of Board Resolution	Date of Special resolution (if any)	Name of recipient	Purpose for which the security/guarantee is proposed to be utilized by the recipient.	Amt.	Commission
NA							

Date: 27th September 2022
Place: Bangalore

For MTR FOODS PRIVATE LIMITED


Atle Vidar Johansen
Chairman
(DIN:01361367)




Sanjay Sharma
Director
(DIN:02581107)

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Annexure - 3

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto:

1. Details of contracts or arrangements or transactions not at Arm's length basis:

Sr. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	NIL
2.	Nature of contracts/arrangements/transaction	NIL
3.	Duration of the contracts/arrangements/transaction	NIL
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
5.	Justification for entering into such contracts or arrangements or transactions'	NIL
6.	Date of approval by the Board	NIL
7.	Amount paid as advances, if any	NIL
8.	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NIL

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2. Details of material contracts or arrangement or transactions at arm's length basis:

SL. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	Rasoi Magic Foods (India) Private Limited – Subsidiary
2.	Nature of contracts/arrangements/transaction	1. Sales, Services and Others 2. Purchases 3. Reimbursements 4. Interest on Loan
3.	Duration of the contracts /arrangements /transaction	5 years
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	<ul style="list-style-type: none"> • Rs. 72 Lakhs/- • Rs 132 Lakhs/- • Rs. 9 Lakhs/- • Rs. 16 lakhs/-
5.	Date of approval by the Board	-
6.	Amount paid as advances, if any	-

SL. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	Orkla ASA – Ultimate Holding Company
2.	Nature of contracts/arrangements/transaction	Receipt of Services Reimbursements Share based payments
3.	Duration of the contracts /arrangements /transaction	Monthly/Yearly/Upfront
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	<ul style="list-style-type: none"> • Rs. 269 Lakhs • Rs. 108 Lakhs • Rs 41 Lakhs
5.	Date of approval by the Board	-
6.	Amount paid as advances, if any	-

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SL. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	Eastern Condiments Private Limited – Subsidiary Company
2.	Nature of contracts/arrangements/transaction	<ul style="list-style-type: none"> • Sale of Goods • Purchase of Traded Goods • Reimbursement of Expenses
3.	Duration of the contracts /arrangements /transaction	Monthly/Yearly/Upfront
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	<ul style="list-style-type: none"> • 109 Lakhs • 621 Lakhs • 494 Lakhs
5.	Date of approval by the Board	-
6.	Amount paid as advances, if any	-

SL. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	Orkla IT AS – Fellow Subsidiary
2.	Nature of contracts/arrangements/transaction	Reimbursements of expenses
3.	Duration of the contracts /arrangements /transaction	Monthly/Yearly/Upfront
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	<ul style="list-style-type: none"> • Rs. 47 Lakhs
5.	Date of approval by the Board	-
6.	Amount paid as advances, if any	-

SL. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	Jordan Asia Pacific SDN, BHD – Fellow Subsidiary
2.	Nature of contracts/arrangements/transaction	Purchase of traded Goods

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3.	Duration of the contracts /arrangements /transaction	Monthly/Yearly/Upfront
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	• Rs 339 Lakhs
5.	Date of approval by the Board	-
6.	Amount paid as advances, if any	-

SL. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	Potful India Private Limited – Associate
2.	Nature of contracts/arrangements/transaction	• Interest on Loan
3.	Duration of the contracts /arrangements /transaction	Monthly/Yearly/Upfront
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	• Rs. 18 Lakh
5.	Date of approval by the Board	-
6.	Amount paid as advances, if any	Rs Nil

For MTR FOODS PRIVATE LIMITED

Date: 27th Sep 2022

Place: Bangalore

Atle Vidar Johansen
Chairman
(DIN:01361367)



Sanjay Sharma
Director
(DIN:02581107)



Annexure - 4

EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2021

[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	U15136KA1996PTC021007
Registration Date	21.08.1996
Name of the Company	MTR FOODS PRIVATE LIMITED
Category / Sub- Category of the Company	Category-Company limited by shares Sub-Category-Indian Non-Government Company
Address of the Registered Office and contact details	No.1, 2nd Floor, 100 Feet Inner Ring Road, Ejipura Ashwini Layout, Viveknagar, Bangalore – 560 047
Whether listed company	No
Name, address and contact details of Registrar and Transfer Agent, if any	NA

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:

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Instant Foods & RTE	10618	42.3%
2	Spices & Masalas	10795	42.2%
3	Vermicelli and Macaroni	10740	10.0%

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III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1	Orkla Asia Pacific Pte Ltd	NA	Holding	99.99	
2	Rasoi Magic Foods (India) Pvt Ltd	U15400KA2007PTC062356	Subsidiary	99.95	
3	Eastern Condiments Private Limited	U15499KA1989PTC153490	Subsidiary	67.82	
4	POT FUL India Private Limited	U74999KA2017PTC103484	Associate	26.5	

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	De-mat	Physical	Total	% of total shares	De-mat	Physical	Total	% of total shares	
A. Promoters									
(1) Indian (A)(1)									
(2) Foreign									
a) NRIs - Individuals									
b) other - individuals									
c) Bodies Corporate		1,23,30,269	1,23,30,269	100%		1,23,30,269	1,23,30,269	100%	-

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d) Banks / FI									
e) Any Other...									
Sub-Total (A)(2)		1,23,30,269	1,23,30,269	100%	1,23,30,269	1,23,30,269	100%	-	
Total Shareholding of Promoters(A) = (A)(1)+(A)(2)		1,23,30,269	1,23,30,269	100%	1,23,30,269	1,23,30,269	100%	-	
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds /UTI	-	-	-	-	-	-	-	-	-
b) Banks/ FI	-								
c) Central Govt.	-								
d) Venture Capital Funds	-								
e) Venture Capital Funds	-								
f) Insurance Companies	-								
g) FIs	-								
h) Foreign Venture Capital Funds	-								
i) Others (specify)	-								
Sub-total (B)(1):	-								
(2) Non-Institutions	-								
a) Bodies Corporate	-								
i) Indian	-								
ii) Overseas	-								
b) Individuals	-								
i. Individual Shareholders holding nominal	-								

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share capital upto 1 Lakh									
ii. Individual Shareholders holding nominal share capital in excess of 1 lakh	-								
c) Others (specify)	-								
i. Shares held by Pakistani Citizens vested with the Custodian of Enemy Property	-								
ii. Other Foreign Nationals	-								
iii. Foreign Bodies	-								
iv. NRI/ OCBs	-								
v. Clearing Members / Clearing House	-								
vi. Trusts	-								
vii. Limited Liability Partnership	-								
viii. Foreign Portfolio Investor (Corporate)	-								

BRC Certified Company
CIN: U15136KA 1996PTC021007
Orkla Group Company

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Ashwini Layout, Viveknagar SO,
Bengaluru - 560 047. INDIA

T: +91 80 4081 2100 / 07
Web: www.mtrfoods.com

Factory:
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Hebbagodi, Anekal Taluk
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ix. Qualified Foreign Investor	-								
Sub-Total (B)(2)	-								
Total Public Shareholding (B)=(B)(1)+(B)(2)	-								
C. Shares held by Custodian for GDRs & ADRs	-								
Grand Total (A+B+C)		1,23,30,269	1,23,30,269	100%	1,23,30,269	1,23,30,269	100%		

(ii) Shareholding of Promoters:

For each of the Promoter Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
Orkla Asia Pacific Pte Ltd	1,23,30,209	99.9999%	1,23,30,209	99.9999%
Orkla Foods Ingredients AS, Norway	60	0.0005%	60	0.0005%

(iii) Change in Promoters' Shareholding (please specify, if there is no change)- Yes

	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
At the beginning of the year	1,23,30,269	100%	1,23,30,269	100%
Change During the year	0	100%	0	100%
At the End of the Year	1,23,30,269	100%	1,23,30,269	100%

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(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

(v) Shareholding of Directors and Key Managerial Personnel: NIL

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment
(Amount in Rs. Lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
		1000		1000
i) Principal Amount	-		-	
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	1000	-	1000
Change in Indebtedness during the financial year				
* Addition	-	4000	-	4000
* Reduction	-	(2500)	-	(2500)
Net Change	-	1500	-	1500
Indebtedness at the end of the financial year				
i) Principal Amount	-	2500	-	2500
ii) Interest due but not paid	-		-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	2500	-	2500

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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A. Remuneration to Managing Director, Whole-time Directors and/or Manager: Nil

B. Remuneration to other directors: Nil

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(Amount in Rs. Lakhs)

SN.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount (In Rs. Lakhs)
		CEO	CFO	CS	Total
1	Gross Salary	707	259	26	992
	TOTAL				

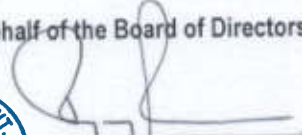
VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

For and On behalf of the Board of Directors

Date: Bengaluru
Place: 27th Sep 2022


Atle Vidar Johansen
Chairman
(DIN:01361367)




Sanjay Sharma
Director
(DIN:02581107)

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ANNEXURE -5

(Pursuant to Section 134 (3)(m) of Companies Act, 2013 & Rule 8 (2) of The Companies (Accounts) Rules, 2014)

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTIONS AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

A. CONSERVATION OF ENERGY

Your Company had established a 300 Kw Solar power on the roof-tops of manufacturing plants in Bengaluru, which was commissioned in 2015-16. This plant is working efficiently and continues to yield satisfactory results and a substantial % of the power consumption in the factory is met by this "Green energy" initiative. In addition to this roof-top solar power plant, your Company had, in the previous year, entered into a supply agreement with a solar power producer in Karnataka whereby up-to 70% of the power requirement of your Company's factory will be met by solar energy. This arrangement, commissioned at the current year end, is on an open access model which means NIL capex but energy gains of up-to Rs 8-10m p.a. will be realized by your Company.

The company has a system in place to monitor consumption of energy and continues its efforts to conserve energy efficiently.

Details of energy consumption are given below:

Details	2021-22	2020-21
Electricity		
Purchased Units(Kwh)	1,03,32,034	99,84,904
Total Cost(Rs Lakhs)	822.38	755.75
Cost Per Unit	8.0	7.6
Other Consumption of Fuel		
PNG/LPG		
Quantity(MT/BTU) (2019-20 – MT)	5146	5272
Total Cost(Rs in Lakhs)	61.82	42.34
Cost Per Ton/BTU	1201	803
Briquette		
Quantity(MT)	4521	4215
Total Cost (Rs in Lakhs)	283.92	256.98
Cost Per Ton	6280	6097
HSD		
Quantity(Ltrs)	117730	119260

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Total Cost (Rs in Lakhs)	103.18	78.49
Cost Per Litre	87.6	65.8

B. TECHNOLOGY ABSORPTION

The existing Effluent Treatment plant at your Company's manufacturing complex in Bengaluru has been upgraded significantly in the year 2015-16 by establishing a state-of-the-art Effluent Treatment plant, now working efficiently with the expanded manufacturing facility. A new standalone Sewerage Treatment Plant (STP) was also set up in the previous year, to ensure that the combined enhanced load of all new facilities and workmen is handled with efficiency. Both these plants have now stabilized and have contributed to lowering the water load of the factory through effective recycling processes and water management techniques. With these initiatives, your Company is firmly on a path to meet its long-term goal of a Water Neutral organization.

(C). FOREIGN EXCHANGE EARNINGS AND OUTGO


Particulars	Current Year	Previous year
Foreign Exchange Earnings (Rs in Lakhs)	9440	6974.88
Foreign Exchange Outgo (Rs in Lakhs)	1016	1282.06

For and On behalf of the Board of Directors

Date: Bengaluru
Place: 27th Sep 2022


Atle Vidar Johansen
Chairman
(DIN:01361367)




Sanjay Sharma
Director
(DIN:02581107)

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INDEPENDENT AUDITOR'S REPORT

To the Members of MTR Foods Private Limited

Report on the Audit of the Standalone Financial Statements**Opinion**

We have audited the accompanying Standalone financial statements of MTR Foods Private Limited ("the Company"), which comprise the Standalone Balance sheet as at March 31, 2022, the Standalone Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Standalone Cash Flow Statement and the Standalone Statement of Changes in Equity for the year then ended, and notes to the Standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's Report, but does not include the Standalone financial statements and our auditor's report thereon.

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 such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management 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, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by 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 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.

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 sub-section (11) of Section 143 of the Act based on our audit, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Standalone Cash Flow Statement and Standalone Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid Standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - (e) 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;
 - (f) With respect to the adequacy of the internal financial controls with reference to these Standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
 - (g) The provisions of Section 197 read with Schedule V of the Act are not applicable to the Company for the year ended March 31, 2022;
 - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone financial statements – Refer note 41 to the Standalone financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;



S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. a) The Management has represented that, to the best of its knowledge and belief, as disclosed in note 52 to the Standalone financial statements, no funds have been advanced or loaned or invested either from borrowed funds or share premium or any other sources or kind of funds by the Company to or in any other persons or entities, including foreign entities (“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;

b) The Management has represented that, to the best of its knowledge and belief, as disclosed in note 52 to the Standalone financial statements, no funds have been received by the Company from any person or entity, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. No dividend has been declared or paid during the year by the Company.

For S.R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per Sunil Gaggar
Partner

Membership Number: 104315

UDIN: 22104315AVNEAI2429



Place: Bengaluru

Date: September 27, 2022

S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

Annexure 1 referred to in paragraph 1 under the heading “Report on Other Legal and Regulatory Requirements” of our report of even date

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(i) (a)(A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.

(a)(B) The Company has maintained proper records showing full particulars of intangibles assets.

(b) All property, plant and equipment have not been physically verified by the Management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) The title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in note 3 to the financial statements included in property, plant and equipment are held in the name of the Company except title deed of an immovable property, in the nature of the land, as indicated in the below table are not held in the name of the Company:

Description of property	Gross carrying value (Rs. in lakhs)	Held in name of	Whether promoter, director or their relative or employee	Period held	Reason for not being held in the name of Company
Plot 88, Bommasandra, Bengaluru	460	Karnataka Industrial Area Development Board (KIADB)	No	19 Years	Company has made an application to KIADB for execution of absolute sale deed in its favour, which is currently pending at KIADB.

(d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2022.

(e) As disclosed in note 52 to the Standalone financial statements, there are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) The inventory has been physically verified by the Management during the year except for inventories lying with third party. In our opinion, the frequency of verification is reasonable and the coverage and procedures for such verification is appropriate. Discrepancies of 10% or more in aggregate for each class of inventory were not noticed. Inventories lying with third parties have been confirmed by them as at March 31, 2022 and no discrepancies of 10% or more in aggregate for each class of inventory were not noticed.



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(b) The Company has not been sanctioned working capital limits in excess of Rs. five crores in aggregate from banks or financial institutions during any point of time of the year on the basis of security of current assets. Accordingly, the requirement to report on clause 3(ii)(b) of the Order is not applicable to the Company.

(iii) (a) During the year the Company has provided loans, stood guarantee to companies and other parties as follows:

	Guarantees (Rs. in lakhs)	Loans (Rs. in lakhs)
Aggregate amount granted/ provided during the year		
- Subsidiaries		600
- Associates		500
- Others		
To Employees		359
To Vendor	1,270	-
Balance outstanding as at balance sheet date in respect of above cases		
- Subsidiaries		550
- Associates		500
- Others		
To Employees		237
To Vendor	1,270	

(b) During the year the guarantees provided and the terms and conditions of the grant of all loans and guarantees to companies, other parties are not prejudicial to the Company's interest.

(c) The Company has granted loans during the year to companies, other parties where the schedule of repayment of principal and payment of interest has been stipulated except for a loan granted to one company repayable on demand, and the repayment or receipts are regular except in the following cases:

Name of the entity	Amount (Rs. in lakhs)	Principal/Interest	Due Date	Date of payment	Extent of delay
Rasoi Magic Foods (India) Private limited (Subsidiary)	4.98	Interest	September 30, 2021	October 05, 2021	5 Days
	5.43	Interest	December 31, 2021	March 25, 2022	84 Days
	5.27	Interest	March 31, 2022	May 5, 2022	35 Days
Potful India Private Limited(Associate)	9.49	Interest	January 05, 2022	January 21, 2022	16 Days

(d) There are no amounts of loans and advances in the nature of loans granted to companies, firms, Limited Liability Partnerships or any other parties which are overdue for more than ninety days.

(e) There were no loans or advance in the nature of loan granted to companies, firms, Limited Liability Partnerships or any other parties which was fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.



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(f) As disclosed in note 13 to the Standalone financial statements, the Company has granted loans repayable on demand to a company. Of these following are the details of the aggregate amount of loans granted to promoters or related parties as defined in clause (76) of Section 2 of the Companies Act, 2013 ("the Act"):

Particulars	Related Parties (Rs. in lakhs)
Aggregate amount of loans - Repayable on demand	550
Percentage of loans to the total loans	42%

- (iv) Provisions of Section 185 of the Act in respect of a loan given to a company in which a director of the Company is a director have been complied with. There are no guarantees or securities given to which Section 185 of the Act is applicable. In respect loans and guarantees given, provisions of Section 186 of the Act, as applicable, have been complied with by the Company.
- (v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of Sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- (vi) The Central Government has not specified the maintenance of cost records under Section 148(1) of the Act, for the products of the Company.
- (vii) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, duty of customs, cess and other material statutory dues applicable to it. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

(b) According to the records of the Company, the dues of income-tax, sales-tax, service tax, goods and services tax, customs duty, value added tax, excise duty and cess on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount of dispute (Rs. in Lakhs)	Payment under protest (Rs in Lakhs)	Period to which the amount relates	Forum where dispute is pending
The Central Excise and Customs Act, 1944	Excise duty	8	-	March 2006 to May 2007	Commissioner of Central Excise & Customs (Appeals)
The Central Excise and Customs Act, 1944	Excise duty	70	-	November 2004 to February 2006	Honorable Supreme Court of India
The Central Excise and Customs Act, 1944	Excise duty	1	-*	March 2011 to December 2012	Customs Excise Service Tax Appellate Tribunal
The Central Excise and Customs Act, 1944	Excise duty	-*	-*	January 2014 to December 2014	Commissioner of Central Excise & Customs (Appeals)



S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

Name of the statute	Nature of dues	Amount of dispute (Rs. in Lakhs)	Payment under protest (Rs in Lakhs)	Period to which the amount relates	Forum where dispute is pending
The Central Excise and Customs Act, 1944	Excise duty	-*	-*	January 2015 to December 2015	Commissioner of Central Excise & Customs (Appeals)
The Central Excise and Customs Act, 1944	Excise duty	11	11	March 2011 to December 2011	Customs Excise Service Tax Appellate Tribunal
The Central Excise and Customs Act, 1944	Excise duty	66	66	January 2012 to October 2013	Commissioner of Central Excise & Customs (Appeals)
The Central Excise and Customs Act, 1944	Excise duty	43	43	November 2013 to October 2014	Commissioner of Central Excise & Customs (Appeals)
The Central Excise and Customs Act, 1944	Excise duty	38	38	November 2014 to October 2015	Commissioner of Central Excise & Customs (Appeals)
Karnataka Value Added Tax Act, 2003	VAT/ CST	251	-	December 2006 to September 2007	Honorable Supreme Court of India
Maharashtra Value Added Tax Act, 2002	VAT	97	-	April 2013 to March 2014	Joint Commissioner of Sales tax
Maharashtra Value Added Tax Act, 2002	CST	27	-	April 2014 to March 2015	Joint Commissioner of Sales tax

*Rounded off to nearest lakhs

- (viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- (ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) As disclosed in note 52 to the Standalone financial statements, the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company did not have any term loans outstanding during the year hence, the requirement to report on clause (ix)(c) of the Order is not applicable to the Company.
- (d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, 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.



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- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.
- (x) (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 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 /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) No fraud by the Company or no material fraud on the Company has been noticed or reported during the year.
- (b) During the year, no report under sub-section (12) of Section 143 of the Act has been filed by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the Management, there are no whistle blower complaints received by the Company during the year.
- (xii) The Company is not a nidhi Company as per the provisions of the Act. Therefore, the requirement to report on clause 3(xii)(a), (b) & (c) of the Order is not applicable to the Company.
- (xiii) Transactions with the related parties are in compliance with Sections 188 of the Act where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards. The provisions of Section 177 of the Act are not applicable to the Company and accordingly the requirements to report under clause 3(xiii) of the Order insofar as it relates to Section 177 of the Act is not applicable to the Company.
- (xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.
- (b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- (xv) According to the information and explanations given by the Management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in Section 192 of the Act.
- (xvi) (a) The provisions of Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.
- (b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause (xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.
- (d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred cash losses in the current financial year. The Company has not incurred cash losses in the immediately preceding financial year.



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- (xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- (xix) On the basis of the financial ratios disclosed in note 46 to the Standalone financial statements, 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.
- (xx) (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of Section 135 of the Act. This matter has been disclosed in note 39 to the financial statements.
- (b) In respect of ongoing projects, the Company has transferred unspent amount to a special account, within a period thirty days from end of the financial year in compliance with Section 135 (6) of the Act as disclosed in note 39 to the Standalone financial statements, except in respect of the following:

Financial year	Amount unspent on corporate social responsibility activities for ongoing projects (Rs. in lakhs)	Amount transferred to Special Account within 30 days from end of the financial year	Amount transferred after due date (Date of transfer – September 27, 2022) (Rs. in lakhs)
2021-22	53.22	-	53.22

For S. R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Sunil Gagger
Partner
Membership Number: 104315
UDIN: 22104315AVNEAI2429



Place: Bengaluru
Date: September 27, 2022

S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

Annexure 2 to the Independent Auditor's Report of even date on the Standalone Financial Statements of MTR Foods Private Limited

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to Standalone financial statements of MTR Foods Private Limited ("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.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting 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 issued by the Institute of Chartered Accountants of India ("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 the 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 these Standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, as 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 these Standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these Standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to Standalone financial statements included obtaining an understanding of internal financial controls with reference to these Standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's 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 is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to these Standalone financial statements.

Meaning of Internal Financial Controls with reference to these Standalone Financial Statements

A company's internal financial controls with reference to Standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to Standalone financial



S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

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


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

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

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to Standalone financial statements and such internal financial controls with reference to Standalone financial statements were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004


per Sunil Gaggar
Partner
Membership Number: 104315
UDIN: 22104315AVNEAI2429



Place: Bengaluru
Date: September 27, 2022

MTR Foods Private Limited
Standalone Balance Sheet as at March 31, 2022
(All amounts are in Indian Rupees Lakhs, unless stated otherwise)

	Notes	As at March 31, 2022	As at March 31, 2021
Assets			
Non-current assets			
Property, plant and equipment	3	19,004	18,673
Capital work-in-progress	3	157	224
Right-of-use assets	4(a)	2,018	2,001
Intangible assets	5	144	138
Financial assets			
Investment in subsidiaries and associates	6(a)	1,88,440	1,88,440
Other investments	6(b)	-	39
Loans	7	542	54
Other financial assets	8	598	491
Other non-current assets	9	17	134
Deferred tax assets (net)	10	851	698
		2,11,771	2,10,892
Current assets			
Inventories	11	9,629	9,000
Financial assets			
Investments	6(c)	11,040	3,093
Trade receivables	12	2,414	1,786
Loans	13	754	167
Cash and cash equivalents	14	224	766
Bank balances other than above	15	-	1,000
Other financial assets	16	489	196
Other current assets	17	1,776	1,651
		26,326	17,659
Total assets		2,38,097	2,28,551
Equity and liabilities			
Equity			
Equity share capital	18	1,233	1,233
Other equity	19	1,85,994	1,77,714
Total equity		1,87,227	1,78,947
Non-current liabilities			
Financial liabilities			
Lease liabilities	4(b)	2,654	2,698
Other financial liabilities	24(a)	354	29,619
Government grants	20	107	107
Other non-current liabilities	21	93	74
		3,208	32,498



MTR Foods Private Limited
Standalone Balance Sheet as at March 31, 2022
 (All amounts are in Indian Rupees Lakhs, unless stated otherwise)

	Notes	As at March 31, 2022	As at March 31, 2021
Current liabilities			
Financial liabilities			
Lease liabilities	4(b)	480	435
Borrowings	22	2,500	1,000
Trade payables			
Total outstanding dues of micro enterprises and small enterprises	23	748	1,183
Total outstanding dues of creditors other than micro enterprises and small enterprises	23	6,357	7,889
Other financial liabilities	24(b)	34,531	3,327
Other current liabilities	25	1,195	1,170
Provisions	26	1,700	1,872
Current tax liabilities (net)	27	151	230
		47,662	17,106
Total liabilities		50,870	49,604
Total equity and liabilities		2,38,097	2,28,551
Summary of significant accounting policies	2.2		

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date

For S.R. Batliboi & Associates LLP
 ICAI Firm registration number: 101049W/E300004
 Chartered Accountants


 per Sunil Gaggar
 Partner

Membership no.: 104315




**For and on behalf of the board of directors of
 MTR Foods Private Limited**


 Atle Vidar Johnsen
 Chairman
 DIN: 01361367


 B.G. Shenoy
 Chief Financial Officer

Place: Bengaluru
 Date: September 27, 2022


 Sanjay Sharma
 Director & Chief Executive Officer
 DIN: 02581107


 K. Aneesh
 Company Secretary
 (Membership no: 32470)



Place: Bengaluru
 Date: September 27, 2022

MTR Foods Private Limited
Standalone Statement of Profit and Loss for the year ended March 31, 2022
(All amounts are in Indian Rupees Lakhs except share data and per share data, unless stated otherwise)

	Notes	For the year ended March 31, 2022	For the year ended March 31, 2021
Income			
Revenue from operations	28	97,489	95,018
Other income	29	636	870
Total income		98,125	95,888
Expenses			
Cost of raw materials and packing materials consumed	30	43,499	41,412
Purchase of traded goods	31	8,204	7,154
(Increase)/ decrease in inventories of finished goods, work-in-progress and traded goods	32	(653)	(739)
Employee benefits expense	33	11,633	11,694
Depreciation and amortisation expense	34	2,939	3,066
Finance costs	35	2,580	465
Other expenses	36	18,161	16,787
Total expenses		86,363	79,839
Profit before tax		11,762	16,049
Tax expense:			
- Current tax	37	3,766	4,309
- Deferred tax charge / (credit)	37	(173)	(180)
Total tax expense		3,593	4,129
Profit for the year		8,169	11,920
Other comprehensive income/ (loss) (OCI)			
Items that will not be reclassified to Statement of Profit and Loss:			
(a) Re-measurement gains/ (losses) on defined benefit plans		118	(26)
Income tax effect on above	37	(30)	6
(b) Fair value gains/ (losses) on equity instruments		(39)	(14)
Income tax effect on above	37	10	3
Total other comprehensive income/ (loss) for the year, net of tax		59	(31)
Total comprehensive income/ (loss) for the year		8,228	11,889
Earnings per equity share [nominal value of shares: Rs. 10 (March 31, 2021: Rs. 10)]			
Basic	50	63	121
Diluted	50	63	121

Summary of significant accounting policies 2.2

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date

For S.R. Batliboi & Associates LLP
 ICAI Firm registration number: 101049W/E300004
 Chartered Accountants

per Sunil Gagar
 Partner
 Membership no.: 104315



**For and on behalf of the board of directors of
 MTR Foods Private Limited**

Atle Vidar Johnsen
 Chairman
 DIN: 01361367

Sanjay Sharma
 Director & Chief Executive Officer
 DIN: 02581107

B.G. Shenoy
 Chief Financial Officer

K. Aneesh
 Company Secretary
 (Membership no: 32470)



Place: Bengaluru
 Date: September 27, 2022

Place: Bengaluru
 Date: September 27, 2022

MTR Foods Private Limited
Standalone Cash Flow Statement for the year ended March 31, 2022
(All amounts are in Indian Rupees Lakhs, unless stated otherwise)

Notes	For the year ended March 31, 2022	For the year ended March 31, 2021
A. Cash flows from operating activities		
Profit before tax	11,762	16,049
Adjustments to reconcile profit before tax to net cash flows:		
Government grants received	-	(10)
Share based payment expenses	52	46
Depreciation of property, plant and equipment	2,338	2,398
Amortisation of intangible assets	100	161
Depreciation on right-of-use assets	501	507
Interest expense - others	2,177	50
Interest expense - lease liabilities	328	352
Unwinding of security deposit	(26)	(21)
Gain on termination/modification of right-of-use assets	(1)	-
Provision for doubtful debts and advances	-	6
Write back of expected credit loss	(9)	-
(Profit)/ loss on sale of current investments	(149)	(514)
Bad debts / Advance written off	-	5
Provision for balances with government authorities	150	-
Fair value gain on financial instruments at fair value through profit and loss	(52)	(10)
Liabilities no longer required written back	(34)	(50)
(Gain)/Loss on sale of property plant and equipment	(4)	(15)
Assets written off	-	3
Interest income	(121)	(60)
Loss on assets held for sale	-	18
Unrealised foreign exchange loss/(gain)	(8)	(23)
Operating profit before working capital changes	17,004	18,892
Movements in Working capital :		
Decrease / (increase) in trade receivables	(601)	(154)
Decrease / (increase) in inventories	(629)	(1,773)
Decrease/(increase) in financial assets and other assets	(699)	(224)
Increase/(decrease) in trade payable	(1,946)	1,807
Increase/(decrease) in financial liabilities and other liabilities	(143)	(50)
Increase/(decrease) in provisions	(54)	90
Cash generated from operations	12,932	18,588
Direct tax paid (net)	(3,861)	(4,199)
Net cash from operating activities (A)	9,071	14,389
B. Cash flow from investing activities		
Purchase of property, plant and equipment and intangible assets (including capital work in progress and capital advances)	(2,636)	(1,395)
Proceeds from sale of property, plant and equipment	4	26
Purchase of units of mutual funds	(38,100)	(38,300)
Sale of units of mutual funds	30,350	42,400
Loan given to subsidiary company	(600)	(850)
Repayment of loan by subsidiary company	50	900
Loan given to associate company	(500)	-
Repayment of loan by associate	-	75
Proceeds from disposal of stake in associate	-	175
Investments in bank deposits (having original maturity of more than three months)	(4,500)	(3,000)
Proceeds of investment in bank deposits (having original maturity of more than three months)	5,500	2,000
Investment in shares of subsidiary	-	(1,27,438)
Interest received	137	52
Net cash used in investing activities (B)	(10,295)	(1,25,355)



MTR Foods Private Limited
Standalone Cash Flow Statement for the year ended March 31, 2022
(All amounts are in Indian Rupees Lakhs, unless stated otherwise)

Notes	For the year ended March 31, 2022	For the year ended March 31, 2021
C. Cash flow from financing activities		
Proceeds from issue of equity shares on a rights basis, net of issue related expenses	-	1,11,266
Proceeds from short term borrowings	4,000	1,000
Repayment of short term borrowings	(2,500)	(350)
Interest paid	(33)	(32)
Repayment of lease liabilities	(457)	(393)
Interest on lease liabilities paid	(328)	(352)
Net cash from financing activities (C)	682	1,11,139
Net increase / (decrease) in cash and cash equivalents (A+B+C)	(542)	173
Cash and cash equivalents at the beginning of the year	766	593
Cash and cash equivalents at the end of the year	224	766
Components of cash and cash equivalents		
Balances with banks:		
On current accounts	222	764
Cash on hand	2	2
Total cash and cash equivalents (refer note 14)	224	766

Summary of significant accounting policies

2.2

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date

For S.R. Batliboi & Associates LLP
ICAI Firm registration number: 101049W/E300004
Chartered Accountants


per Sunil Gaggar
Partner
Membership no.: 104315




For and on behalf of the board of directors of
MTR Foods Private Limited


Atle Vidar Johnsen
Chairman
DIN: 01361367


Sanjay Sharma
Director & Chief Executive Officer
DIN: 02581107


B.G. Shenoy
Chief Financial Officer


K. Anesh
Company Secretary
(Membership no: 32470)



Place: Bengaluru
Date: September 27, 2022

Place: Bengaluru
Date: September 27, 2022

MTR Foods Private Limited
 Standalone Statement of Changes in Equity for the year ended March 31, 2022
 (All amounts are in Indian Rupees Lakhs, except share data and per share data, unless otherwise stated)

a) Equity share capital

Equity shares of Rs. 10 each, issued, subscribed and fully paid-up

As at March 31, 2021

As at March 31, 2022

	Nos.	Amount
As at March 31, 2021	1,23,30,269	1,233
As at March 31, 2022	1,23,30,269	1,233

For movement in share capital, refer note 18.

b) Other Equity

	Reserve and surplus				Shares to be issued on account of investment in subsidiary (refer note 51)	Other comprehensive income	Total
	Security premium reserve	Capital redemption reserve	Retained earnings	Other equity-share based payment		Fair value gains/(losses) on equity instruments	
As at April 1, 2020	-	337	27,230	46	-	152	27,765
Issue of shares during the year	1,11,014	-	-	-	-	-	1,11,014
Profit for the year	-	-	11,920	-	-	-	11,920
Other comprehensive income/(loss) (net of tax)	-	-	(20)	-	-	(11)	(31)
Total comprehensive income for the year	-	-	11,900	-	-	(11)	11,889
Compensation cost related to employee share based payment plans (refer note 42)	-	-	-	85	-	-	85
Cross charge from ultimate holding company for employee share based payment plans	-	-	-	(39)	-	-	(39)
Redeemable optionally convertible preference shares (ROCPs) to be issued on account of acquisition	-	-	-	-	27,000	-	27,000
As at March 31, 2021	1,11,014	337	39,130	92	27,000	141	1,77,714
Profit for the year	-	-	8,169	-	-	-	8,169
Other comprehensive income/(loss) (net of tax)	-	-	88	-	-	(29)	59
Total Comprehensive income for the year	-	-	8,257	-	-	(29)	8,228
Compensation cost related to employee share based payment plans (refer note 42)	-	-	-	91	-	-	91
Cross charge from ultimate holding company for employee share based payment plans	-	-	-	(39)	-	-	(39)
As at March 31, 2022	1,11,014	337	47,387	144	27,000	112	1,85,994

Summary of significant accounting policies, Refer Note 2.2

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date

For S.R. Batliboi & Associates LLP
 ICAI Firm registration number: 101049W/E300004
 Chartered Accountants

per Sunil Gagar
 Partner
 Membership no.: 104315



For and on behalf of the board of directors of
 MTR Foods Private Limited

Ate Vidar Johnsen
 Chairman
 DIN: 01361367

B.C. Shenoy
 Chief Financial Officer

Sanjay Sharma
 Director & Chief Executive Officer
 DIN: 02581107

K. Anesh
 Company Secretary
 (Membership no: 32470)



Place: Bengaluru
 Date: September 27, 2022

Place: Bengaluru
 Date: September 27, 2022

1. Corporate Information

MTR Foods Private Limited ("the Company" or "MTR") was incorporated at Bangalore in 1996 under the Companies Act, 1956, and is engaged in the manufacture and sale of ready-to-eat food products, instant food mixes, spices and masalas, vermicelli, milk-based products, confectionery and beverages. The Company also undertakes trading of certain food products such as, spices, spice mix, pickles, papads and oral care products. The Company is headquartered in Bengaluru and has its manufacturing facilities in Bengaluru.

The standalone financial statements were approved for issue by the Company's Board of Directors on September 27, 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) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirement of division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the standalone financial statements.

These standalone financial statements have been prepared on historical cost basis as explained in the accounting policies below, except for the following assets and liabilities measured at fair value as required by the relevant Ind AS:

- Certain financial assets and liabilities measured at fair value; and
- Derivative financial instruments;

The financial statements are presented in INR and all values are rounded to the nearest lakhs (INR 00,000), except when otherwise indicated.

2.2 Summary of significant accounting policies:

(a) Current versus non-current classification

The Company presents assets and liabilities in the Standalone Balance Sheet based on current/non-current classification. An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period; or
- Cash and 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:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period; or
- There is no conditional right to defer settlement of the liability for at least twelve months after the reporting period.

All other liabilities 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 realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

(b) Foreign currency translation

The financial statements are presented in Indian Rupees Lakhs ('INR 00,000'), which is the functional currency of the Company.

Transactions in foreign currencies are initially recorded by the entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the Company uses average rate if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

In determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which the Company initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Company determines the transaction date for each payment or receipt of advance consideration.

(c) Fair Value Measurement

The Company measures financial instruments such as derivative instruments and investments (other than investment in subsidiaries and associates) at fair value at each balance sheet date.

Fair value is 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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- (i) In the principal market for the asset or liability, or
- (ii) In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the standalone financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:



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- (i) Level 1 — inputs are quoted (unadjusted) market prices in active markets for identical assets or liabilities that the entity can access at the measurement date
- (ii) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- (iii) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the standalone financial statements on a recurring basis, the Company determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Fair-value related disclosures for financial instruments and non-financial assets that are measured at fair value or where fair values are disclosed, are summarised in the following notes:-

- (i) Disclosure for fair valuation methods, significant estimates and judgements Note 47 and 2.3
- (ii) Financial Instruments (including those carried at amortised cost) Note 6a, 6b, 6c, 7, 8, 12, 13, 14, 15, 16, 22, 23, 24a, 24b, 4b and 47

(d) Revenue recognition

Revenue from contract with customers

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

To recognize revenues, the Company applies the following five- step approach:

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

(i) Sale of goods:

Revenue is measured at the fair value of the consideration received receivable net of returns and allowances, trade discounts and volume rebate, taking into account contractually defined terms of payment excluding taxes or duties collected on behalf of the government.

The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated if any. In determining the transaction price for the sale of goods, the Company considers the effects of variable consideration, the existence of significant financing components, noncash consideration, and consideration payable to the customer (if any).

Goods and Services tax (GST) is not received by the Company in its own account. Rather, it is collected on value added to commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

(ii) Variable consideration:

If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. The



contracts for the sale of goods provide with the customers with a right to return, cash discounts, and volume rebates/trade incentives. The rights of return, cash discount and volume rebates/trade incentives give rise to variable consideration.

- **Volume rebates**

The Company gives volume rebates/trade incentives to customers once the quantity of products purchased during the period exceeds a threshold specified in the contract. Rebates are offset against amounts payable by the customer. The Company applies the most likely amount method or the expected value method to estimate the variable consideration in the contract. The selected method that best predicts the amount of variable consideration is primarily driven by the number of volume thresholds contained in the contract. The most likely amount is used for those contracts with a single volume threshold, while the expected value method is used for those with more than one volume threshold. The Company then applies the requirements on constraining estimates in order to determine the amount of variable consideration that can be included in the transaction price and recognised as revenue. A refund liability for the expected future rebates (i.e., the amount not included in the transaction price).

- **Right to return**

As a practice, the Company provides a customer with a right to return in case of any defects or on grounds of quality. The Company uses the expected value method to estimate the goods that will not be returned because this method best predicts the amount of variable consideration to which the Company will be entitled. The requirements in Ind AS 115 on constraining estimates of variable consideration are also applied in order to determine the amount of variable consideration that can be included in the transaction price. For goods that are expected to be returned, instead of revenue, the Company recognises a refund liability. A right of return asset and corresponding adjustment to change in inventory is also recognised for the right to recover products from a customer.

- (iii) **Rendering of services**

Revenue from the management services is recognized as and when services are rendered. The Company collects goods and services tax on behalf of the government and, therefore, it is not an economic benefit flowing to the Company. Hence it is excluded from the revenue.

- (iv) **Contract balances**

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration.

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section (n) Financial instruments – initial recognition and subsequent measurement.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

- (v) **Assets and liabilities arising from rights of return**

Right of return assets

A right-of-return asset is recognised for the right to recover the goods expected to be returned by customers. The asset is measured at the former carrying amount of the inventory, less any expected costs to recover the goods and any potential decreases in value. The Company updates the measurement of the asset recorded for any revisions to its expected level of returns, as well as any additional decreases in the value of the returned products.



Refund liabilities

A refund liability is recognised for the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Company ultimately expects it will have to return to the customer. The Company updates its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period. Refer to above accounting policy on variable consideration.

(vi) Interest income

For all financial instruments measured at amortised cost, interest income is recorded using the Effective Interest Rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating EIR, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in Other income in the standalone statement of profit and loss.

(vii) Dividend Income

Revenue is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

(viii) Export incentives income

Export incentives under various schemes notified by government are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

(e) Income-tax

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is recognized either in other comprehensive income or in equity, in correlation to the underlying transaction. Management periodically evaluates positions taken in 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 liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit or taxable profit or loss.
- In respect of taxable temporary differences associated with the investments in subsidiaries and associates, when the timing of the reversal of the temporary differences can be controlled and if it is probable that the temporary differences will not reverse in the foreseeable future.

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



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against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither accounting profit nor taxable profit or loss.
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised

The carrying amount of deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient future taxable income will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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

Deferred tax relating to items recognized outside profit or loss is recognized either in other comprehensive income or in equity, in correlation to the underlying transaction.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

Goods and Services Tax paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the amount of goods and services tax paid, except:

- i) When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable
- ii) When receivables and payables are stated with the amount of tax included

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

(f) Property, plant and equipment

On transition to Ind AS, the Company had elected to continue with the carrying value of all its property, plant and equipment recognised as at April 1, 2019 measured as per the Indian GAAP and use that carrying value as deemed cost of property, plant and equipment.

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Capital work in progress is stated at cost, net of accumulated impairment loss, if any. The cost comprises of purchase price, taxes, duties, freight and other incidental expenses directly attributable and related to acquisition and installation of the concerned assets and are further adjusted by the amount of tax credit availed wherever applicable. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in statement of profit and loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.



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Freehold land is carried at historical cost. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

The Company identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gains or losses arising from derecognition of the assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

The assets' residual values, useful lives and depreciation methods are reviewed and adjusted prospectively if appropriate, at the end of each reporting period

Depreciation on Property, plant and equipment is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management except in case of leasehold improvements.

Particulars	Useful life used by the management (in years)	Useful life as per Schedule II (in years)
Plant and machinery	5-12	15
Office equipment/ Computers	3-5	5
Factory buildings	30	30
Electrical fittings	10	10
Furniture and fixtures	10	10
Vehicles	6	8

Leasehold Improvements are depreciated over the primary period of the lease, or useful life, whichever is lower, on a straight-line basis.

In respect of assets acquired which have been previously used by another party, depreciation is provided over the remaining useful lives of such assets determined within their overall useful lives as stated above.

The Company, based on technical assessment made by technical expert and management estimate, depreciates certain items of property, plant and equipment over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

(g) Intangible assets

On transition to Ind AS, the Company had elected to continue with the carrying value of all its intangible assets recognised as at April 1, 2019 measured as per the Indian GAAP and use that carrying value as deemed cost of intangible assets.

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the



amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

A summary of amortisation policies applied to the Company's intangible assets is as below:

Assets	Useful life (in years)
Software	3 years

(h) Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, and lease payments made at or before the commencement date less any lease incentives received.

Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Category of assets	Estimated Useful life
Building	2 to 11 Years

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment.

ii) Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.



In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

iii) Short-term leases and leases of low-value assets

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

The standard provides specific transition requirements and practical expedients, which have been applied by the Company as follows:

- Applied the short-term leases exemptions to leases with lease term that ends within 12 months of the date of initial application
- Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application.

(i) Inventories

Inventories are valued as follows:

Raw materials, packing materials and stores, spares and consumables

Lower of cost and net realizable value. 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 is determined on a weighted average basis. Stores and spares which do not meet the definition of property, plant and equipment are accounted as inventories.

Work-in-progress & finished goods including traded goods

Lower of cost and net realizable value. Cost of Work in progress and finished goods includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of traded goods includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on a weighted average basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

(j) Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing 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. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.



The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss.

(k) Provisions and contingent liabilities

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

(l) Retirement and other employee benefits

Defined contribution plan:

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Defined benefit plan:

The Company operates a defined benefit gratuity plan in India. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.



Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognized in the statement of profit and loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Company recognizes related restructuring costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognizes the following changes in the net defined benefit obligation as an employee benefits expense in the statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Interest expense and Income

Leave Encashment / compensated absences:

Accumulated leave, which is expected to be utilized within the next twelve months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gain/loss are immediately taken to the statement of profit and loss and are not deferred.

The Company presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for twelve months after the reporting date.

(m) Share based payments

Employees of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for cash payments based on equity instruments (equity settled transactions) of the ultimate holding company.

The Company classifies a share-based payment transaction as equity settled when it receives goods or services as consideration for its own equity instruments or receives goods or services but has no obligation to settle the transaction with the supplier.

Further, it classifies a share-based payment transaction as cash settled if it acquires the goods or services by incurring a liability to transfer cash or other assets to the supplier of those goods or services for amounts that are based on the price of its own equity instruments or that of another group entity.

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. The cost is recognised together with a corresponding increase in share-based payment reserves in equity or capital contribution from parent depending on which entity is settling the transaction. The costs are recognised, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective



of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

(n) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and 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) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent solely payments of principal and interest (SPPI).

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit and loss (P&L). On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are SPPI on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the EIR method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables. For more information on receivables, refer to Note 12.

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Investments in subsidiaries and associates are recorded at cost less impairment. Equity instruments which are held for trading and contingent consideration recognised by



an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in OCI subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

The Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the financial assets measured at amortised cost.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables and other receivable. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL impairment loss allowance (or reversal) is recognized as income/ expense in the statement of profit and loss. This amount is reflected under the head 'other expenses' in the statement of profit and loss. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortised cost, trade and other receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount.



Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

- Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, including payable to employees and borrowings

Subsequent measurement

All financial liabilities are subsequently measured at amortised cost using the effective interest rate (EIR). 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. EIR is the rate that exactly discounts the estimated future cash payments over the expected life of the financial liability or a shorter period, where appropriate, to the net carrying amount on initial recognition.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

The following table shows various reclassification and how they are accounted for:

Original Classification	Revised Classification	Accounting Treatment
Amortised Cost	FVTPL	Fair value is measured at reclassification date. Difference between previous amortized cost and fair value is recognised in P&L
FVTPL	Amortised Cost	Fair value at reclassification date becomes its new gross carrying amount. EIR is calculated based on the new gross carrying amount
Amortised Cost	FVTOCI	Fair value is measured at reclassification date. Difference between previous amortized cost and fair value is recognised in OCI. No change in EIR due to reclassification.
FVOCI	Amortised Cost	Fair value at reclassification date becomes its new amortised cost carrying amount. However cumulative gain or loss in OCI is



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		adjusted against fair value. Consequently, the asset is measured as if it had always been measured at amortised cost.
FVTPL	FVTOCI	Fair value at reclassification date becomes its new carrying amount. No other adjustment is required.
FVTOCI	FVTPL	Assets continue to be measured at fair value. Cumulative gain or loss previously recognised in OCI is reclassified to P&L at the reclassification date.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

(o) Derivative financial instruments

The Company uses derivative financial instruments, such as forward currency contracts, to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to the statement of profit and loss, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to the statement of profit and loss when the hedge item affects the statement of profit and loss or treated as basis adjustment, if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability.

(p) Investment in Subsidiary and associate

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 in control or joint control over those policies.

The investment in subsidiary and associate are carried at cost as per IND AS 27. Investment accounted for at cost is accounted for in accordance with IND AS 105 when they are classified as held for sale and Investment carried at cost is tested for impairment as per IND AS 36. An investor, regardless of the nature of its involvement with an entity (the investee), shall determine whether it is a parent by assessing whether it controls the investee. An investor controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Thus, an investor controls an investee if and only if the investor has all the following:

- power over the investee;
- exposure, or rights, to variable returns from its involvement with the investee and
- the ability to use its power over the investee to affect the amount of the investor's returns.

On disposal of investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

(q) Segment accounting policies

Identification of segments:

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Chief Operating Decision Maker is considered to be the Board of Directors which makes strategic decisions and is responsible for allocating resources and assessing performance of the operating segments.

In accordance with Ind AS 108- Operating segments, segment information has been provided in the consolidated financial statements of the Company and therefore no separate disclosure on segment information is given in these standalone financial statements.



(r) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

(s) Cash and cash equivalents

Cash and cash equivalents in the Balance Sheet and for the purpose of the statement of cash flows comprise cash on hand and cash at bank including fixed deposits with original maturity period of three months

(t) Cash dividend

The Company recognises a liability to pay dividend to equity holders of the parent when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

(u) Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received, and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

(v) 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 occur. 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

2.3 Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and assumptions

The key assumptions concerning the future and other key 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. The Company's assumptions and estimates are based on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.



(a) Defined benefit plans (gratuity benefits)

The Company operates a defined benefit gratuity plan under the Payment of Gratuity Act, 1972 in India, which is a defined benefit obligation. The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using 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 and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds where remaining maturity of such bond correspond to expected term of defined benefit obligation.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. The estimate of future salary increases is based on expected future inflation rates, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Further details about gratuity obligations are given in note 38.

(b) Leases

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

The Company estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Company has several lease contracts that include extension and termination options. The Company applies judgement in evaluating whether it is reasonably certain whether to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the leased asset).

The management while evaluating lease periods have not considered the renewal periods of real estate leases as the management is not reasonably certain of exercising the renewal options available as on the balance sheet date. Further, the management is reasonably certain of not exercising any termination options available as part of the contract as on the balance sheet date for all such leases and hence have not considered them in evaluation of lease periods.

(c) Provision for sales return

The Company provides for sales return on damaged goods based on trend of previous years. The Company reviews the trend at regular intervals to ensure the applicability of the same in the changing scenario and based on the management's assessment of market conditions.

(d) Estimating variable consideration for discount, volume rebates and trade incentives

Revenue is measured at the fair value of consideration received/receivable from its customers and in determining the transaction price for the sale of products, the Company considers the effects of various factors such as volume based



discounts, rebates and other promotion incentives schemes ('trade schemes') provided to the customers. At year end, amounts for trade schemes that have been incurred and not yet provided to the customers are estimated and accrued.

In estimating the variable consideration towards discounts, volume rebates and trade incentives taking into consideration the terms of the volume thresholds and expected likely payout based on historical experience, current trend and future expectations of future expectations of customers meeting the thresholds.

Before including any amount of variable consideration in the transaction price, the Company considers whether the amount of variable consideration is constrained. The Company determined that the estimates of variable consideration are not constrained based on its historical experience, business forecast and the current economic conditions. In addition, the uncertainty on the variable consideration will be resolved within a short time frame.

(e) Provision on inventories

The Company has a defined policy for provision on inventory sub-categorised into raw materials, packing materials and finished goods. The Company provides provision based on the policy, expired, obsolete and slow moving inventory.

(f) Useful life of assets considered for depreciation of property, plant and equipment

The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by management at the time the asset is acquired and reviewed at each financial year end. The useful lives are based on technical advice, prior asset usage experience and the risk of technological obsolescence.

(g) Impairment allowance for doubtful debts

Trade receivables do not carry any interest and are stated at their nominal value as reduced by appropriate allowances for estimated irrecoverable amounts. Under Ind AS, impairment allowance has been determined based on Expected Credit Loss (ECL) model. Estimated irrecoverable amounts are based on the ageing of the receivable balance and historical experience. Individual trade receivables are written off if the same are not collectible. Further details about impairment allowance are given in Note 48.



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3 Property, plant and equipment

	Land*	Buildings	Leasehold Improvements	Plant and Machinery	Office Equipment	Electrical Fittings	Furniture and Fixtures	Vehicles	Total
Deemed Cost									
At April 1, 2020	4,440	5,753	41	11,311	228	651	456	1	22,881
Additions	-	55	-	1,374	84	42	27	36	1,618
Disposals	-	-	-	-	-	-	-	(1)	(1)
Transfer to asset held for sale	-	-	-	(56)	-	-	-	(1)	(57)
At March 31, 2021	4,440	5,808	41	12,629	312	693	483	35	24,441
Additions	-	36	56	2,261	122	88	106	-	2,669
Disposals	-	-	-	-	-	-	-	-	-
Transfer to asset held for sale	-	-	-	(5)	-	-	-	-	(5)
At March 31, 2022	4,440	5,844	97	14,885	434	781	589	35	27,105
Depreciation and impairment									
At April 1, 2020	-	327	15	2,821	85	105	74	1	3,428
Depreciation for the year (refer note 34)	-	330	6	1,790	93	104	73	2	2,398
Disposals	-	-	-	-	-	-	-	(1)	(1)
Transfer to asset held for sale	-	-	-	(56)	-	-	-	(1)	(57)
At March 31, 2021	-	657	21	4,555	178	209	147	1	5,768
Depreciation for the year (refer note 34)	-	329	5	1,729	94	95	79	7	2,338
Disposals	-	-	-	-	-	-	-	-	-
Transfer to asset held for sale	-	-	-	(5)	-	-	-	-	(5)
At March 31, 2022	-	986	26	6,279	272	304	226	8	8,101
Net carrying value as at:									
At March 31, 2021	4,440	5,151	20	8,074	134	484	336	34	18,673
At March 31, 2022	4,440	4,858	71	8,606	162	477	363	27	19,004

(i) The Company had elected to carry forward the carrying values of the Property, plant and equipment as on March 31, 2019 under the Previous GAAP as deemed cost on the transition date (April 1, 2019) under Ind AS 101 'First-time adoption of Indian Accounting Standards'.

(ii) *Title deeds of Immovable Property not held in name of the Company

Relevant line item in the Balance sheet	Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the company
Property, plant and equipment	Land	460	Karnataka Industrial Areas Development Board (KIADB)	No	15-12-2001	Title deed pertaining to Land (Plot 88), with a cost of Rs 460 originally acquired on lease cum sale basis from Karnataka Industrial Areas Development Board (KIADB) is pending registration in the name of the Company. The Company has made an application to KIADB for execution of absolute sale deed in its favour, which is currently pending with KIADB.
Total		460				



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MTR Foods Private Limited
Notes to the Standalone financial statements for the year ended March 31, 2022
(All amounts are in Indian Rupees Lakhs, unless stated otherwise)

(iii) Capital work-in-progress

	Total
Cost	
At April 1, 2020	440
Additions	191
Capitalised	(407)
At March 31, 2021	224
Additions	176
Capitalised	(243)
At March 31, 2022	157

Capital work in progress (CWIP) Ageing Schedule

Particulars	As at March 31, 2022				Total
	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	99	-	-	-	99
Projects temporarily suspended	36	9	13	-	58
Total	135	9	13	-	157

Particulars	As at March 31, 2021				Total
	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	187	20	-	-	207
Projects temporarily suspended	4	13	-	-	17
Total	191	33	-	-	224

Completion is overdue to its original plan:

Particulars	As at 31 March 2022				Total
	To be completed in				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
GA117- GJM Plant	-	36	-	-	36
Total	-	36	-	-	36

As at March 31, 2021 there is no projects which are overdue to its original plan.

As at March 31, 2022 and as at March 31, 2021, the Company has no projects whose cost has exceeded compared to its original plan.



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MTR Foods Private Limited
Notes to the Standalone financial statements for the year ended March 31, 2022
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4 Right-of-use assets and lease liabilities

(4a) Right-of-use assets (ROU)

	As at March 31, 2022	As at March 31, 2021
At the beginning of the year	2,001	2,431
Additions	520	78
Amortization (refer note 34)	(501)	(507)
Deletions	(11)	(1)
Adjustments due to modification [refer note (i) below]	9	-
At the end of the year	2,018	2,001

(4b) Lease liabilities

	As at March 31, 2022	As at March 31, 2021
At the beginning of the year	3,133	3,485
Additions	463	70
Retirements	(13)	-
Interest expense on lease liabilities	328	352
Lease rent concession	-	(29)
Payments	(785)	(745)
Adjustment due to modification [refer note (i) below]	8	-
Closing balance	3,134	3,133

Note :

- (i) The modification/adjustment is on account of change in the lease term or change in the lease payments accordingly the lease liability is re-measured as on date of modification and the difference between the lease liability as on date of modification and the re-measured lease liability as per above is adjusted to the carrying amount of ROU.

	As at March 31, 2022	As at March 31, 2021
Non-current	2,654	2,698
Current	480	435

The following are the amounts recognised in profit and loss :

	Year ended March 31, 2022	Year ended March 31, 2021
Gain on retirement of right-of-use assets	1	-
Depreciation expense of right-of-use assets(refer note 34)	501	507
Interest expense on lease liabilities(refer note 35)	328	352
Expense relating to short-term leases (included in other expenses and Staff welfare expense)	652	563
Expense relating to leases of low value assets (included in other expenses)	50	43
Rent concession	-	(29)

Also refer note 40 for other disclosures in respect of leases.



MTR Foods Private Limited
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5 Intangible assets

Deemed Cost	Computer software	Total
At April 1, 2020	383	383
Additions	71	71
Disposals	-	-
At March 31, 2021	454	454
Additions	106	106
Disposals	-	-
At March 31, 2022	560	560
Depreciation		
At April 1, 2020	155	155
Charge for the year	161	161
Disposals	-	-
At March 31, 2021	316	316
Charge for the year	100	100
Disposals	-	-
At March 31, 2022	416	416
Net carrying value as at:		
At March 31, 2021	138	138
At March 31, 2022	144	144

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MTR Foods Private Limited
Notes to Standalone financial statements for the year ended March 31, 2022
(All amounts are in Indian Rupees Lakhs, unless stated otherwise)

6 Investments

Non-Current Investments

6(a) Investment in subsidiaries and associates

	As at March 31, 2022	As at March 31, 2021
In subsidiaries: (at cost unless stated otherwise)		
Unquoted equity shares:		
50,000 (March 31, 2021: 50,000) Equity shares of Rs. 10 each fully paid-up in Rasoi Magic Foods (India) Private Limited [refer note (i) below]	2,707	2,707
96,56,900 (March 31, 2021: 96,56,900) Equity shares of Rs. 10 each fully paid-up in Eastern Condiments Private Limited [refer note: 50]	1,84,416	1,84,416
	(A) 1,87,123	1,87,123
In associates: (at cost unless stated otherwise)		
Unquoted equity shares:		
3,514 (March 31, 2021: 3,514) Equity shares of Rs.10 each fully paid-up in Pot Ful India Private Limited (Goodwill on acquisition of Rs.1,105) [refer note (ii) below]	1,317	1,317
	(B) 1,317	1,317
Total	(A+B) 1,88,440	1,88,440

6(b) Other Investments: (Carried at fair value through other comprehensive income)

Unquoted equity instruments:		
1,403 (March 31, 2021: 1,403) Equity shares of Rs.10 each fully paid-up in Firmroots Private Limited [refer note (iii) below]	-	39
Total	-	39

6(c) Current Investments :(at fair value through profit or loss account)

Unquoted mutual funds:		
Aditya Birla Sun Life Liquid Fund 1,622,789.345 units (March 31, 2021 : 517,397,591 units)	5,568	1,716
ICICI Prudential Liquid Fund 1,735,406.32 units (March 31, 2021 : 451,559,058 units)	5,472	1,377
Total	11,040	3,093
Aggregate book value of unquoted investments	1,99,480	1,91,572
Aggregate amount of impairment in value of investments	-	-

Note:

- i) As at March 31, 2022, Rasoi Magic Foods (India) Private Limited ("Rasoi") has a negative net worth of Rs. 263 (March 31, 2021: Rs. 309). The Management is of the view that Rasoi is of strategic importance to the Company and there is no diminution in the value of the investment. The Company has committed to support Rasoi to fund its operations, as may be required.
- ii) On December 1, 2018, the Company had acquired 1,112 shares of Pot Ful India Private Limited ('Pot Ful'), comprising of 10% shareholding in Pot Ful as at April 1, 2019. During the year ended March 31, 2020, the Company acquired 252 equity shares from the promoters of Pot Ful and subscribed to 2,150 equity shares resulting in 26.5% shareholding in Pot Ful. Effective July 15, 2019 Pot Ful became an associate of the Company.
- iii) On October 13, 2017, the Company had acquired 8,065 shares of Firmroots Private Limited ('FPL'), comprising of 43% shareholding, at fair value of Rs. 4,340 per share. During the year ended March 31, 2020, FPL had converted its Series A CCPS into equity shares, reducing the Company's shareholding to 33%. As at March 31, 2020, on account of continued losses incurred by FPL, the Company had recognised an impairment loss allowance of Rs. 1,513 per share. During the year ended March 31, 2021, the Company sold 6,662 shares of FPL at fair value of Rs. 2,627 per share, resulting into loss of Rs.200 per share. This loss is set off from the impairment allowance recognised in the year ended March 31, 2020. As at March 31, 2021, the Company has 5.54% shareholding in FPL resulting into FPL ceasing to be an associate of the Company w.e.f December 24, 2020. Accordingly, investments in FPL as at March 31, 2021 has been remeasured at fair value through OCI as per Ind AS 109. Management has assessed the fair value of the investment in FPL as at March 31, 2022 amounting to Rs. Nil (March 31, 2021 Rs. 39).



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7 Non current - loans (at amortised cost)

	As at March 31, 2022	As at March 31, 2021
Unsecured, considered good		
Loans to employees	42	54
Loans to related parties (refer note (i) below)	500	-
	542	54
Sub-classification of Loans:		
Loan receivables considered good- Secured	-	-
Loan receivables considered good- Unsecured	542	54
Loan receivables which have significant increase in credit risk	-	-
Loan receivables - credit impaired	-	-
	542	54
i) Loans to related parties comprise of the following:		
a) PotFul India Private Limited (Associate)	500	-
Maximum amount outstanding during the year	500	-

The Company has given a loan to Pot Ful India Private Limited for its principal business activities. One of the promoter director of the associate pledged his equity shares as security. The loan is repayable in September 2024 at an interest rate of 7% per annum.

8 Other non current financial assets

	As at March 31, 2022	As at March 31, 2021
Security deposits for leased premises	334	265
Other deposits	264	226
	598	491

9 Other non-current assets

	As at March 31, 2022	As at March 31, 2021
Capital advances	17	90
Prepaid expenses	-	44
	17	134

10 Deferred tax assets /(liability)[net]

	As at March 31, 2022	As at March 31, 2021
Deferred tax assets /(liability)[net]	851	698
	851	698

Deferred tax relates to the following

	Standalone Balance sheet		Standalone statement of Profit and loss and OCI	
	As at March 31, 2022	As at March 31, 2021	Year ended March 31, 2022	Year ended March 31, 2021
Property, plant and equipment: Difference in written down value as per Companies Act, 2013 and as per Income tax Act for the financial reporting period	(254)	(345)	(91)	(126)
Employee retirement benefit expenditure and bonus payable charged to the statement of profit and loss account but allowed for tax purposes on payment basis	372	375	3	(28)
Impact of Ind AS-116 ROU assets & lease liabilities	315	285	(30)	(20)
Other expenses allowable in tax on payment basis	418	383	(35)	(15)
Net deferred tax assets/ (liabilities)	851	698	(153)	(189)

Reconciliation of deferred tax assets (net)

	As at March 31, 2022	As at March 31, 2021
Balance at the beginning of the year	698	509
Tax income/(expense) during the year recognised in profit or loss	173	180
Tax income/(expense) during the year recognised in OCI	(20)	9
Balance at the end of the year	851	698



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11 Inventories

	As at March 31, 2022	As at March 31, 2021
At lower of cost and net realisable value		
Raw materials (includes Goods-in-transit Rs. Nil (March 31, 2021: Rs. 125))	2,897	2,659
Packing materials	978	1,280
Work-in-progress	442	250
Finished goods	3,918	3,736
Traded goods	788	509
Stores, spares and consumables	606	566
	9,629	9,000

As at March 31, 2022 Rs. 238 (March 31, 2021; Rs. 182) was recognised as provision towards slow moving inventories.

12 Trade receivables

	As at March 31, 2022	As at March 31, 2021
Trade receivables include:		
Receivable from related parties (refer note 45)	16	58
Receivable from others	2,479	1,728
	2,495	1,786
Break-up for security details:		
Secured, considered good	-	-
Unsecured, considered good	2,414	1,786
Trade Receivables, which have significant increase credit risk	-	-
Trade Receivables, credit impaired	81	90
	2,495	1,876
Less: Allowance for expected credit loss	(81)	(90)
	2,414	1,786

Trade receivables Ageing Schedule

As at March 31, 2022	Current but not due	Outstanding for the following periods from the due date of payment					Total
		Less than 6 Months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables – considered good	2,075	329	5	5	-	-	2,414
Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivable - credit impaired	-	-	-	10	3	4	17
Disputed trade receivables - considered good	-	-	-	-	-	-	-
Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables - credit impaired	-	-	-	-	-	64	64
Total	2,075	329	5	15	3	68	2,495

As at March 31, 2021	Current but not due	Outstanding for the following periods from the due date of payment					Total
		Less than 6 Months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables – considered good	1,399	387	-	-	-	-	1,786
Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivable - credit impaired	-	3	9	8	4	2	26
Disputed trade receivables - considered good	-	-	-	-	-	-	-
Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables - credit impaired	-	-	-	-	64	-	64
Total	1,399	390	9	8	68	2	1,876



MTR Foods Private Limited
Notes to Standalone financial statements for the year ended March 31, 2022
(All amounts are in Indian Rupees Lakhs, unless stated otherwise)

No trade or other receivable is due from directors or other officers of the Company either severally or jointly with any other person.

For terms and condition relating to related party receivables, refer note 45.

Trade receivables are generally non-interest bearing and are on terms of 7 to 30 days, except for export sales which are generally on terms of 30-60 days, however the same vary from for each customer on basis of agreed terms. They are recognised at their original invoice amount which represent their fair value on initial recognition.

13 Current financial assets- Loans

	As at March 31, 2022	As at March 31, 2021
Loans to employees	204	167
Loans to related parties (refer note (i) below)	550	-
	754	167
Sub-classification of Loans:		
Loan receivables considered good- Secured	-	-
Loan receivables considered good- Unsecured	754	167
Loan receivables which have significant increase in credit risk	-	-
Loan receivables - credit impaired	-	-
	754	167
i) Loans to related parties comprise of the following:		
a) Rasoi Magic Foods (India) Private Limited (Subsidiary)	550	-
Maximum amount outstanding during the year	600	-

The Company had granted an unsecured loan facility to Rasoi Magic Foods (India) Private Limited at the interest rate prevailing for one year Government securities, for its principal business activities. The said loan is repayable on demand, details as follows:

Type of Borrower	As at March 31, 2022		As at March 31, 2021	
	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Loan to related parties (Subsidiary)	550	42%	-	0%
Total	550		-	

14 Cash and cash equivalents

	As at March 31, 2022	As at March 31, 2021
Balances with banks:		
On current accounts	222	764
Cash on hand	2	2
	224	766

15 Bank balances other than above

	As at March 31, 2022	As at March 31, 2021
Bank deposits (with original maturity of more than 3 months and having remaining maturity of less than 12 months)	-	1,000
	-	1,000

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Details of non-cash transactions from investing activities and changes in liabilities arising from financing activities

	As at April 1, 2021	Adjustment	Cash flows (net)	Non-cash changes		As at March 31, 2022
				Fair Value adjustments	Others	
Investing activities						
Non-current investments (also refer note: 50)	1,88,479	-	-	(39)	-	1,88,440
Current investments	3,093	-	7,750	48	149	11,040
Total	1,91,572	-	7,750	9	149	1,99,480

	As at April 1, 2020	Adjustment	Cash flows (net)	Non-cash changes		As at March 31, 2021
				Fair Value adjustments	Others	
Financing activities						
Current borrowings	1,000	-	1,500	-	-	2,500
Lease liabilities	3,133	-	(785)	-	786	3,134
Total	4,133	-	715	-	786	5,634

	As at April 1, 2020	Adjustment	Cash flows (net)	Non-cash changes		As at March 31, 2021
				Fair Value adjustments	Others	
Investing activities						
Non-current investments (also refer note: 50)	4,252	-	1,27,263	(14)	56,978	1,88,479
Current investments	6,676	-	(4,100)	3	514	3,093
Total	10,928	-	1,23,163	(11)	57,492	1,91,572

	As at April 1, 2020	Adjustment	Cash flows (net)	Non-cash changes		As at March 31, 2021
				Fair Value adjustments	Others	
Financing activities						
Current borrowings	350	-	650	-	-	1,000
Lease liabilities	3,485	-	(745)	-	393	3,133
Total	3,835	-	95	-	393	4,133

16 Current financial assets-Others

	As at March 31, 2022	As at March 31, 2021
Security deposits for leased premises	98	70
Other receivables	378	102
Interest accrued on fixed deposits	-	16
Derivative assets (refer below note)	13	8
	489	196

Except for a mark to market gain above, all financial assets are carried at amortised cost.

17 Other current assets

	As at March 31, 2022	As at March 31, 2021
Unsecured, considered good		
Prepaid expenses	273	225
Balances with statutory/ government authorities		
Unsecured, considered good	561	983
Unsecured, considered doubtful	150	-
	711	983
Less: provision for doubtful balances	(150)	-
	561	983
Advances recoverable in kind**		
Unsecured, considered good	686	339
Unsecured, considered doubtful	18	18
	704	357
Less: provision for doubtful advances	(18)	(18)
	686	339
Export incentive receivables	256	104
Property, plant and equipment held for sale	-	-
	1,776	1,651

**Includes advances given to suppliers against purchase of raw materials and advances to employees against future services.

*Rounded off to the nearest lakhs



MTR Foods Private Limited

Notes to the Standalone financial statements for the year ended March 31, 2022

(All amounts are in Indian Rupees Lakhs except share data and per share data, unless stated otherwise)

18 Share Capital

a) Authorised shares

	As at March 31, 2022		As at March 31, 2021	
	No. of shares	Amount	No. of shares	Amount
As at the beginning of the year	5,00,00,000	5,000	5,00,00,000	5,000
Increase during the year	-	-	-	-
As at the end of the year	5,00,00,000	5,000	5,00,00,000	5,000
Issued, subscribed and paid-up share capital				
Equity shares of Rs.10 each fully paid up	1,23,30,269	1,233	1,23,30,269	1,233
Total issued, subscribed and paid-up share capital	1,23,30,269	1,233	1,23,30,269	1,233

b) Reconciliation of the number of equity shares outstanding at the beginning and at the end of the reporting period:

	As at March 31, 2022		As at March 31, 2021	
	Numbers	Amount	Numbers	Amount
As at the beginning of the year	1,23,30,269	1,233	98,09,269	981
Add: Issued during the year	-	-	25,21,000	252
	1,23,30,269	1,233	1,23,30,269	1,233

During the year ended March 31, 2021, the Board of Directors approved a Rights Issue of the equity shares and approved by the members of the Company vide resolution dated March 26, 2021 at securities premium of Rs. 4,408 per equity share.

c) Terms/ rights attached to equity shares

i) The Company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees.

ii) In the event of liquidation of the Company, the holders of equity shares would be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

d) Shares held by holding/ ultimate holding company and/ or their subsidiaries/ associates

Out of equity shares issued by the Company, shares held by its holding company, ultimate holding company, and their subsidiaries/ associates are as below:

	As at March 31, 2022		As at March 31, 2021	
	Numbers	Amount	Numbers	Amount
(i) Orkla Asia Pacific Pte Ltd, Singapore, the immediate holding company	1,23,30,209	1,233	1,23,30,209	1,233
Equity shares of Rs. 10 each fully paid up				
(ii) Orkla Food Ingredients AS, Norway, Associate Company	60	-*	60	-*
Equity shares of Rs. 10 each fully paid up				

* Rounded off to nearest lakhs



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MTR Foods Private Limited
Notes to the Standalone financial statements for the year ended March 31, 2022
(All amounts are in Indian Rupees Lakhs except share data and per share data, unless stated otherwise)

e) Details of shares held by promoters

As at March 31, 2022					
Promoter Name	No of shares at the beginning of the year	Change during the year	No of shares at the end of the year	% of Total shares	% change during the year
(i) Orkla Asia Pacific Pte Ltd, Singapore, the immediate holding company	1,23,30,209	-	1,23,30,209	99.9995%	-
Equity shares of Rs. 10 each fully paid up					
(ii) Orkla Food Ingredients AS, Norway, Associate Company	60	-	60	-*	-
Equity shares of Rs. 10 each fully paid up					
Total	1,23,30,269	-	1,23,30,269	100%	-

As at March 31, 2021					
Promoter Name	No of shares at the beginning of the year	Change during the year	No of shares at the end of the year	% of Total shares	% change during the year
(i) Orkla Asia Pacific Pte Ltd, Singapore, the immediate holding company	98,09,209	25,21,000	1,23,30,209	99.9995%	26%
Equity shares of Rs. 10 each fully paid up					
(ii) Orkla Food Ingredients AS, Norway, Associate Company	60	-	60	-*	-
Equity shares of Rs. 10 each fully paid up					
Total	98,09,269	25,21,000	1,23,30,269	100%	26%

* Rounded off to nearest number

f) Details of shareholders holding more than 5% shares in the Company

As at March 31, 2021			As at March 31, 2021		
Numbers	% holding	Numbers	% holding	Numbers	% holding
1,23,30,209	99.9995%	1,23,30,209	99.9995%		

Equity shares of Rs.10 each fully paid
Orkla Asia Pacific Pte Ltd, Singapore

As per records of the Company, including its register of shareholders/ members and other declaration received from shareholders regarding beneficial interest, the above shareholding represent both legal and beneficial ownership of shares.

g) Aggregate number of shares bought back during the period of five years immediately preceding the reporting date:

As at March 31, 2022		As at March 31, 2021	
33,73,731		33,73,731	

Equity shares bought back by the Company



MTR Foods Private Limited

Notes to the Standalone financial statements for the year ended March 31, 2022

(All amounts are in Indian Rupees Lakhs except share data and per share data, unless stated otherwise)

In accordance with the approval of the shareholders on March 13, 2019, provisions of Companies Act, 2013 and Companies (Share Capital and Debentures) Rules, 2014 and subsequent amendments made thereafter, the Company offered to buy-back its equity shares of face value of Rs.10 each, from the shareholders.

During the year ended March 31, 2019, the Company bought back 1,373,731 equity shares at price of Rs.495 per share, utilizing a sum of Rs.6,800. The amount paid towards buy-back of shares in excess of the face value, was appropriated out of Securities premium account, amounted to Rs.1,955 and out of Surplus in the Statement of Profit and Loss amounted to Rs.4,708. The Company extinguished the above mentioned shares as on March 31, 2019 and created Capital Redemption Reserve of Rs.137 by way of appropriation against Surplus in the Statement of Profit and Loss amounting to Rs.137.

19 Other Equity

	As at March 31, 2022	As at March 31, 2021
Capital redemption reserve	337	337
Retained earnings	47,387	39,130
Security Premium Reserve (Net off stamp duty on issue of shares of Rs.111)	1,11,014	1,11,014
Other equity (Share based payment)	144	92
Other comprehensive income (Fair value gain/(loss) on equity investment)	112	141
Shares to be issued on account of investment in subsidiary (refer note:50)	27,000	27,000
Total other equity	1,85,994	1,77,714

Note : refer Statement of changes in equity, for movement of other equity.

A. Description, nature and purpose of reserves:

- i. **Capital redemption reserve:** The Company has bought back equity shares and as per the provisions of the Companies Act, 2013, the Company is required to create capital redemption reserve out of the profits of the Company available for distribution of dividend. The reserve can be utilized against issue of fully paid up bonus shares of the Company.
- ii. **Retained earnings:** It comprises of the accumulated profits/(loss) of the Company.
- iii. **Security Premium Reserve:** Securities Premium is used to record the premium on issue of shares, and is utilised in accordance with the provisions of the Companies Act, 2013.



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MTR Foods Private Limited

Notes to the Standalone financial statements for the year ended March 31, 2022

(All amounts are in Indian Rupees Lakhs, unless stated otherwise)

20 Government grants

	As at March 31, 2022	As at March 31, 2021
Grant received for capital assets under Export Promotion Capital Goods (EPCG) scheme (refer note 44b)	107	107
	<u>107</u>	<u>107</u>

Movement in liability is as follows:

	As at March 31, 2022	As at March 31, 2021
Opening balance	107	117
Received during the year	-	-
Released to the statement of profit and loss	-	(10)
Refunded	-	-
Closing balance	<u>107</u>	<u>107</u>
Current	-	-
Non-current	107	107

21 Other non-current liabilities

	As at March 31, 2022	As at March 31, 2021
Interest on Government grants (refer note 44b)	93	74
	<u>93</u>	<u>74</u>

22 Borrowings

	As at March 31, 2022	As at March 31, 2021
Short term loan from Bank (Unsecured) [refer note (i) below]	2,500	1,000
	<u>2,500</u>	<u>1,000</u>

Details of security and terms of repayment

i) The Company has taken a short term loan of Rs. 2,500 (March 31, 2021 : Rs. 1,000) for a duration of less than 1 year and carrying at floating interest rate range between 3.16% to 3.43% (March 31, 2021 : 3.02% to 3.53% per annum).

23 Trade payables

	As at March 31, 2022	As at March 31, 2021
Total outstanding dues of micro and small enterprises (refer note below)	748	1,183
Total outstanding dues of creditors other than micro and small enterprises*	6,357	7,889
	<u>7,105</u>	<u>9,072</u>

* Includes payable to related parties (refer note 45)

* Trade payables are non-interest bearing and are normally settled on 30 to 60 day terms.



Trade Payable Ageing Schedule

As at March 31, 2022	Unbilled	Current but not due	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	35	702	5	5	1	-	748
Total outstanding dues of creditors other than micro enterprises and small enterprises	4,671	1,394	255	6	7	24	6,357
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-	-
Total	4,706	2,096	260	11	8	24	7,105

As at March 31, 2021	Unbilled	Current but not due	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	119	1,001	62	1	-	-	1,183
Total outstanding dues of creditors other than micro enterprises and small enterprises	6,012	1,616	226	8	4	23	7,889
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-	-
Total	6,131	2,617	288	9	4	23	9,072

Details of Dues to Micro and Small Enterprises as defined under MSMED Act, 2006

	As at March 31, 2022	As at March 31, 2021
(i) The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
Principal amount due to micro and small enterprises**	851	1,275
Interest due on above	-*	6
(ii) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.		
Principal	236	844
Interest	1	4
(iii) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006.	-	8
(iv) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-*	14
(v) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	8	14

The above disclosures are provided by the Company based on the information available with the Company in respect of the registration status of its vendors/suppliers.

** Includes payable towards capital creditors as on March 31, 2022 to the extent of Rs. 103 (March 31, 2021: Rs.92)
Rounded off to nearest lakhs



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MTR Foods Private Limited
Notes to the Standalone financial statements for the year ended March 31, 2022
(All amounts are in Indian Rupees Lakhs, unless stated otherwise)

24 Other financial liabilities

	As at March 31, 2022	As at March 31, 2021
24(a) Other non current financial liabilities		
Liability on account of investment in subsidiary (refer note: 50)	-	29,619
Payable to employees	354	-
	354	29,619
24(b) Other current financial liabilities		
Payable to employees	1,537	2,367
Payable for purchase of capital goods*	194	195
Deposits from suppliers	44	44
Refund liabilities (refer note 28 (d))	650	361
Liability on account of investment in subsidiary (refer note: 50)	32,106	360
	34,531	3,327

*Includes outstanding dues to micro & small enterprises of Rs.103 (March 31, 2021 : Rs. 92)

25 Other current liabilities

	As at March 31, 2022	As at March 31, 2021
Statutory dues payable *	469	368
Payable towards CSR expenditure	93	103
Contract liabilities (advance from customers) (refer note 28(c))	633	699
	1,195	1,170

* Includes dues towards provident fund, employee state insurance dues, profession tax, withholding taxes and goods and services tax.

26 Provisions

	As at March 31, 2022	As at March 31, 2021
Employee benefit obligation:		
Provision for gratuity (refer note 38)	22	157
Provision for compensated absences	536	573
Other provisions (refer note 41(i))	1,142	1,142
Total	1,700	1,872

27 Current tax liabilities (net)

	As at March 31, 2022	As at March 31, 2021
Income tax liabilities (net of advance tax)	151	230
	151	230

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MTR Foods Private Limited
Notes to Standalone financial statements for the year ended March 31, 2022
(All amounts are in Indian Rupees Lakhs, unless stated otherwise)

28 Revenue from operations

	Year ended March 31, 2022	Year ended March 31, 2021
Sale of products	(A) 97,099	94,772
Other operating revenue:		
Scrap sales	131	121
Export incentives	256	104
Others	3	21
	(B) 390	246
Total revenue from operations	(A+B) 97,489	95,018

(a) Disclosure of disaggregated revenue recognised in the Standalone Statement of Profit and Loss based on geographical segment:

	Year ended March 31, 2022	Year ended March 31, 2021
Revenue from customers within India	86,872	86,191
Revenue from customers outside India	10,617	8,827
Revenue as per the Standalone Statement of Profit and Loss	97,489	95,018

(b) Timing of revenue recognition

	Year ended March 31, 2022	Year ended March 31, 2021
Goods transferred at a point in time	97,099	94,772
Goods transferred over time	-	-
	97,099	94,772

(c) Contract balances

	As at March 31, 2022	As at March 31, 2021
Contract assets - Trade receivables (refer note 12)	2,414	1,786
Contract liabilities - Advance from customers (refer note 25)	633	699

Trade receivables are generally non-interest bearing and are on terms of 7 to 30 days, except for export sales which are generally on terms of 30-60 days, however the same vary from for each customer on basis of agreed terms. They are recognised at their original invoice amount which represent their fair value on initial recognition.

In March 2022, Rs. (9) (March 2021: Rs. 6) was recognised as provision/(reversal) of expected credit loss on contract assets.

(d) Refund liabilities :

	As at March 31, 2022	As at March 31, 2021
Refund liabilities (Refer note 24(b))	650	361

(e) Reconciliation of revenue as recognised in the Standalone Statement of Profit and Loss with the contracted price:

	Year ended March 31, 2022	Year ended March 31, 2021
Revenue as per contracted price	1,04,884	99,961
Less:		
Sales return	(2,005)	(985)
Discounts and volume rebates	(5,390)	(3,958)
Revenue as per the Standalone Statement of Profit and Loss	97,489	95,018



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MTR Foods Private Limited

Notes to Standalone financial statements for the year ended March 31, 2022
(All amounts are in Indian Rupees Lakhs, unless stated otherwise)

29 Other income

	<u>Year ended</u> <u>March 31, 2022</u>	<u>Year ended</u> <u>March 31, 2021</u>
Interest income		
Loan to subsidiary company	16	1
Loan to associates	18	-
Bank deposit	87	54
Others	-	5
Unwinding of security deposit	26	21
Gain on termination/modification of right-of-use assets	1	-
Gain on sale of Property, plant and equipment	4	15
Profit on sale of investments in units of mutual funds	149	514
Write back of Expected credit loss	9	-
Fair value gain on financial instruments at FVTPL	52	10
Lease rent concession(refer note 4b)	-	29
Gain on foreign exchange fluctuations	175	78
Liabilities no longer required written back	34	50
Other non-operating income	65	93
	<u>636</u>	<u>870</u>

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MTR Foods Private Limited

Notes to Standalone financial statements for the year ended March 31, 2022

(All amounts are in Indian Rupees Lakhs, unless stated otherwise)

30 Cost of raw material and packing materials consumed

	Year ended March 31, 2022	Year ended March 31, 2021
a) Raw materials		
Inventory at the beginning of the year	2,659	2,224
Add: Purchases (net)	37,974	36,911
	<u>40,633</u>	<u>39,135</u>
Less: Inventory at the end of the year	2,897	2,659
	<u>37,736</u>	<u>36,476</u>
b) Packing materials		
Inventory at the beginning of the year	1,280	655
Add: Purchases (net)	5,461	5,561
	<u>6,741</u>	<u>6,216</u>
Less: Inventory at the end of the year	978	1,280
	<u>5,763</u>	<u>4,936</u>
Total (a+b)	<u><u>43,499</u></u>	<u><u>41,412</u></u>
31 Purchase of stock-in-trade		
Purchase of stock-in-trade	8,204	7,154
	<u>8,204</u>	<u>7,154</u>

32 Changes in inventories of finished goods, work-in-progress and traded goods

	Year ended March 31, 2022	Year ended March 31, 2021
Inventories at the beginning of the year		
Traded goods	509	420
Work in progress	250	312
Finished goods	3,736	3,024
	<u>4,495</u>	<u>3,756</u>
Inventories at the end of the year		
Traded goods	788	509
Work in progress	442	250
Finished goods	3,918	3,736
	<u>5,148</u>	<u>4,495</u>
Decrease/ (increase) in inventories	<u>(653)</u>	<u>(739)</u>

33 Employee benefits expense

	Year ended March 31, 2022	Year ended March 31, 2021
Salaries, wages and bonus	9,790	9,950
Contribution to provident and other funds(refer note 38)	418	396
Gratuity expense (refer note 38)	158	149
Staff welfare expenses	1,176	1,114
Share based payment (refer note 42)	91	85
	<u>11,633</u>	<u>11,694</u>



MTR Foods Private Limited

Notes to Standalone financial statements for the year ended March 31, 2022

(All amounts are in Indian Rupees Lakhs, unless stated otherwise)

34 Depreciation and amortisation expense

	Year ended March 31, 2022	Year ended March 31, 2021
Depreciation of Property, plant and equipment (refer note 3)	2,338	2,398
Amortisation of Intangible assets (refer note 5)	100	161
Depreciation of Right-of-use assets (refer note 4)	501	507
	2,939	3,066

35 Finance costs

	Year ended March 31, 2022	Year ended March 31, 2021
Interest expense on borrowings	33	32
Interest expense on lease liabilities (refer note 4b)	328	352
Unwinding of discount	2,128	-
	2,489	384
Bank charges	75	63
Interest on income tax	16	18
	91	81
	2,580	465

36 Other expenses

	Year ended March 31, 2022	Year ended March 31, 2021
Consumption of stores and spares	419	451
Power and fuel	1,314	1,159
Processing & water charges	294	313
Repairs and maintenance		
Plant and machinery	406	618
Buildings	86	202
Others	962	859
Rent (refer note 40)	173	79
Provision for balances with government authorities	150	-
Rates and taxes	102	226
Insurance	174	133
Communication costs	31	27
Travelling and conveyance	375	172
Legal and professional fees	1,079	1,369
Payments to auditors [refer note (i) below]	94	94
Advertising and sales promotion	6,987	6,812
Freight and forwarding charges	3,688	2,725
Sales commission	734	612
Provision for doubtful debts and advances	-	6
Loss on Assets held for sale	-	18
Advance Written off	-	5
Assets written off/Scrapping	-	3
CSR expenses [refer note (39)]	233	183
Miscellaneous expenses	860	721
	18,161	16,787



G



MTR Foods Private Limited

Notes to Standalone financial statements for the year ended March 31, 2022

(All amounts are in Indian Rupees Lakhs, unless stated otherwise)

	Year ended March 31, 2022	Year ended March 31, 2021
Note (i): Payment to auditors :		
As auditor:		
Audit fee	72	87
In other capacity:		
Other services	22	7
	<u>94</u>	<u>94</u>

37 Income tax expense

	Year ended March 31, 2022	Year ended March 31, 2021
Current income tax charge	3,766	4,309
Deferred tax credit	(173)	(180)
Total	<u>3,593</u>	<u>4,129</u>
Deferred tax related to items recognised in OCI during the year		
Re-measurement gains/ (losses) on defined benefit plans	30	(6)
Fair value gains/ (losses) on equity instruments	(10)	(3)
Total charge/(credit)	<u>20</u>	<u>(9)</u>

Reconciliation of tax (income)/ expense and the accounting profit/ (loss) multiplied by India's domestic tax rate:

Accounting profit/ (loss) before income tax	11,762	16,049
Tax expense/(credit) at India's statutory income tax rate of 25.168%	2,960	4,039
Tax effect of:		
Non-deductible expenses for tax purposes	626	85
Others	7	5
Total	<u>3,593</u>	<u>4,129</u>

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38 Employee benefit obligation

A. Defined contribution plans

The Company makes contribution determined as a specified percentage of employee salaries, in respect of qualifying employees towards provident fund which is a defined contribution plan. For provident fund, the Company has an obligation under law to make the specified contribution and the contribution are charged to profit and loss account. The amount recognised as an expense towards contribution to the provident fund during the year aggregated to Rs.418. (March 31, 2021: Rs. 396).

Amount recognised as an expense and included in Note - 33 as "Contribution to provident and other funds"

	Year ended March 31, 2022	Year ended March 31, 2021
Contribution to Government Provident Fund	417	395
Contribution to Employee State Insurance (ESI)	1	1
Total	418	396

B. Defined benefit plans

1. Gratuity

The Company has a defined benefit gratuity plan. Under the gratuity plan, every employee who has completed atleast five years or more of service gets a gratuity on departure at 15 days of last drawn salary for each completed year of service. The scheme is funded with an insurance company in the form of qualifying insurance policy.

The following table summarise the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet.

Net defined benefit obligation (DBO)

	As at March 31, 2022	As at March 31, 2021
Present value of defined benefit obligation	(2,159)	(2,066)
Fair value of plan assets	2,137	1,907
	(22)	(159)

a. Reconciliation of net defined benefit liability/(asset)

(i) Reconciliation of present value of defined benefit obligation

	Year ended March 31, 2022	Year ended March 31, 2021
Opening defined benefit obligation	2,066	1,790
Current service cost	149	138
Net interest cost	133	123
Benefits paid	(85)	(17)
Actuarial (gain)/ losses recognised in other comprehensive income		
- changes in demographic assumptions	(20)	-
- changes in financial assumptions	3	71
- experience adjustments	(87)	(39)
Closing defined benefit obligation	2,159	2,066

(ii) Reconciliation of present value of plan assets

Balance at the beginning of the year	1,907	1,633
Employer's Contribution	177	173
Benefits paid	(85)	(17)
Expected return	124	112
Actuarial gains / (losses)	14	6
Balance at the end of the year	2,137	1,907

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	Year ended March 31, 2022	Year ended March 31, 2021
b. Net benefit expense		
(i) Recognised in profit or loss		
Current service cost	149	138
Interest cost (net)	9	11
	158	149
(ii) Remeasurement recognised in other comprehensive income		
Actuarial loss/(gain) on defined benefit obligation		
- changes in demographic assumptions	(20)	-
- changes in financial assumptions	3	71
- experience adjustments	(87)	(39)
Return on plan assets (greater) / less than discount rate	(14)	(6)
	(118)	26

C. Plan assets

Plan assets comprise of the following:

	As at March 31, 2022	As at March 31, 2021
Investments with insurer in Life Insurance Corporation of India	100%	100%

The Company expects to contribute Rs. 179 (March 31, 2021: Rs.308) to gratuity fund in the ensuing year.

D. i. Actuarial assumptions

The principal assumptions used in determining gratuity for the Company's plans are shown below:

	As at March 31, 2022	As at March 31, 2021
Discount rate	6.95%	6.50%
Salary escalation rate	8.50%	8.00%
Attrition		
Upto 45 Years	7.00%	7.00%
Above 45 years	5.00%	3.00%
Retirement age	60 Years	60 Years

As at March 31, 2022, the weighted average duration of the defined benefit obligation was 9 years (March 31, 2021: 10 years)

ii. Sensitivity Analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined obligation [(reduction)/increase] by the amount shown below:

	March 31, 2022		March 31, 2021	
	Increase	Decrease	Increase	Decrease
Discount rate (+1/-1% movement)	-8.30%	9.50%	-9.40%	10.90%
Increase/(Decrease) in DBO	(179)	206	(194)	225
Future salary growth (+1/-1% movement)	8.60%	-7.90%	10.00%	-8.90%
Increase/(Decrease) in DBO	186	(170)	206	(184)
Attrition rate (+50/-50% movement)	-2.00%	2.70%	-2.10%	2.70%
Increase/(Decrease) in DBO	(44)	59	(42)	55

iii. Maturity Profile of Defined Benefit Obligation

	As at March 31, 2022	As at March 31, 2021
Expected cash flows over the next (valued on undiscounted basis):		
1 year	158	102
2 to 5 years	750	595
Beyond 5 years	3,613	3,774
Total expected payments	4,521	4,471



MTR Foods Private Limited

Notes to standalone financial statements for the year ended March 31, 2022

(All amounts are in Indian Rupees Lakhs, unless stated otherwise)

39 As per Section 135 of the Companies Act, 2013, a Corporate Social Responsibility (CSR) committee has been formed by the Company. The Company has incurred expenditure on activities which are specified in Schedule VII of the Companies Act 2013, as below:-

	For the year ended March 31, 2022	For the year ended March 31, 2021
a) Gross amount to be required to be spent by the Company during the year	229	177
b) Amount approved by the Board to be spent during the year	233	183

March 31, 2022	In Cash	Yet to be Paid in cash	Total
i) Construction/Aquisition of any asset	-	-	-
ii) On purpose other than (i) above	180	-	180

March 31, 2021	In Cash	Yet to be Paid in cash	Total
i) Construction/Aquisition of any asset	-	-	-
ii) On purpose other than (i) above	80	-	80

Details related to spent/ unspent obligations:	For the year ended March 31, 2022	For the year ended March 31, 2021
i) Contribution to Pubile Trust	-	-
ii) Contribution to Charitable Trust	125	25
iii) Directly spent by the Company	55	55
iv) Unspent amount in relation to		
- Ongoing project	53	103
- Other than Ongoing project	-	-
Total	233	183

In case of Section 135(6) Ongoing project

Opening Balance as on April 01, 2021		Amount Required to be spent during the year	Amount spent during the year		Closing Balance as on March 31,2022	
With Company	In Separate CSR Unspent A/c		From Company's Bank A/c	From Separate CSR Unspent A/c	From Company's Bank A/c	From Separate CSR Unspent A/c
103	-	233	180	63	53	40

In case of Section 135(6) Ongoing project

Opening Balance as on April 01, 2020		Amount Required to be spent during the year	Amount spent during the year		Closing Balance as on March 31, 2021	
With Company	In Separate CSR Unspent A/c		From Company's Bank A/c	From Separate CSR Unspent A/c	From Company's Bank A/c	From Separate CSR Unspent A/c
-	-	177	80	-	103	-

As per Sec 135(6) of Companies Act, 2013, the Company had transferred unspent CSR amount of Rs. 53 relating to ongoing project to a separate unspent CSR account on September 27, 2022 and for the year ended March 31, 2021, the Company has transferred unspent CSR amount of Rs. 103 relating to ongoing project to a separate unspent CSR account before 30 days from end of financial year.

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MTR Foods Private Limited

Notes to Standalone financial statements for the year ended March 31, 2022

(All amounts are in Indian Rupees Lakhs, unless stated otherwise)

40 Commitments and Contingencies**a) Leases****Lease commitments as lessee**

The Company has lease contracts for various office/ store premises and warehouse facilities. The lease term is for a period ranging from 2 to 11 years. The agreements contain fixed rentals with escalation clause in the lease agreements. Certain lease agreements have renewal option at the mutual agreement of the lessee and lessor. The agreements contain options to terminate the leases after giving a specified notice period to the other party. Accordingly, the Company has considered the initial term of agreement as lease term under Ind AS 116.

The Company also has lease of premises with lease terms of 12 months or less and lease of premises with low value. The Company applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

	Year ended March 31, 2022	Year ended March 31, 2021
The below table provides details regarding the contractual maturities of lease liabilities on undiscounted basis :		
Within one year	812	749
After one year but not more than five year	2,711	2,347
More than five years	905	1,425
Total	4,428	4,521

Total cash outflow for leases for the year ended March 31, 2022 is Rs.1,487 (March 31, 2021: Rs.1,350).

Lease commitments for leases not considered in measurement of lease liabilities:

	Year ended March 31, 2022	Year ended March 31, 2021
Lease commitment for short-term leases	55	53
Lease commitment for leases of low value assets	3	-
Total	58	53

b) Other commitments

	As at March 31, 2022	As at March 31, 2021
a) Estimated amount of contracts remaining to be executed on capital account and not provided for, net of advances.	225	434
b) As at March 31, 2022 and March 31, 2021, the Company has committed to provide financial support to Rasoi Magic Foods (India) Private Limited with regard to operations of the subsidiary.		

41 Contingent liabilities

	As at March 31, 2022	As at March 31, 2021
A Contingent liabilities:		
(a) Litigations		
(i) Indirect taxation (includes matters pertaining to disputes on central excise, service tax, value added taxes and central sales tax.) [refer note (ii) below]	204	204
(ii) Other litigations [refer note (iii) below]	158	158

Notes :

- (i) In the prior years, the Company had received claims from the VAT authorities for payment of higher VAT for certain products. Accordingly, as a matter of prudence, the Company had made a provision amounting to Rs. 1,142 in its books of account towards such differential taxes. As at March 31, 2022 and March 31, 2021, the Company carries a provision of Rs. 1,142 in this regard. In the year ended March 31, 2013, the Honourable High Court of Karnataka had adjudicated the matter in favour of the Company. The KVAT authorities have filed a Special Leave Petition (SLP) in the Supreme Court which has been admitted by the Supreme Court. Accordingly, management continues to carry the provision as a matter of prudence pending final adjudication of the matter of law before the Supreme Court.
- (ii) The disputes above include dispute relating to concessional rate of excise duty availed by the Company on manufacture and sale of certain products. The Company is contesting the demands and the management, including its tax advisors, believe that its position will likely be upheld in the appellate process. No expense has been accrued in the financial statements for the demand raised. The management believes that the ultimate outcome of this proceeding will not have a material adverse effect on the Company's financial position and results of operations.

In respect of other matters the Company is contesting the demands in respect of various years and the management, including its tax advisors, believes that its position will likely be upheld at various forums where the matters are pending. No expense has been accrued in the financial statements for the demand raised.



MTR Foods Private Limited

Notes to Standalone financial statements for the year ended March 31, 2022

(All amounts are in Indian Rupees Lakhs, unless stated otherwise)

(iii) Other litigations include Rs. 158 (March 31, 2021 : Rs.158) being penalty and charges claimed by Bangalore Electricity Supply Company Limited (BESCOM) alleging unauthorised extension of power supply. The Company is confident that the claims are not tenable and the Company is in full compliance of the rules.

(b) Bank guarantees

	As at March 31, 2022	As at March 31, 2021
Guarantees given by banks on behalf of the Company for contractual obligations of the Company.	189	189
Guarantees given by the Company to the banks on behalf of its suppliers	1,270	-

The necessary terms and conditions have been complied with and no liabilities have arisen. The Company has given commitments of Rs. 1,270 (March 31, 2021: NIL) to purchase raw materials from certain vendors in the normal course of its business.

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42 Share based payments

The ultimate holding company ("Orkla ASA") of the Company operates equity incentive compensation programs which include long term incentive plan for executive management and the Employee Stock Purchase Plan (the "ESPP") for employees.

Under these plans, Orkla ASA, the ultimate holding company of the Company has granted equity shares which are settled in cash for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Company's operation. All awards granted to employees (including directors) are subject to approval in advance by the board of directors of Orkla ASA. Share-based payments are considered as equity settled transactions as the Company has no obligation to settle the share based payment transaction.

In 2020, Orkla introduced a long-term incentive programme (LTI programme) based on share options, as a replacement for the previous cash-based LTI programme. Options will be allocated under this programme once a year, and the first allocation was made in June 2021.

Employee stock purchase plan (ESPP)

The ESPP permits eligible employees to acquire shares of the Orkla common stock at a 25% discount (as determined in the ESPP) through periodic payroll deductions over 12 months. The purchase price for the ultimate Company's common stock under the ESPP is 75% of the fair market value of the shares on the date defined in the scheme document during the offer period. The ESPP will be in force only during the offer period mentioned in the scheme document. Eligible employees can place orders for shares in one of the three lots as defined by the scheme. The lock-in period for the shares purchased through ESPP is 3 years. The lock-in will apply even if an employee resigns before the lock-in expires.

Considering the number of employees participating in the scheme and the amount involved is not material, no further disclosure is made.

Long Term Incentive (LTI) Scheme - Cash settled

Certain employees of the Company are granted LTI. Participants in the LTI programme are nominated on a yearly basis and awards are made for one year at a time subject to the approval of the President and CEO of Orkla ASA. During the year ended March 31, 2021 the LTI vests over a period of four years from the date of grant, and the vesting generally occurs at a rate of 34% after 24 months, 33% after 36 months and 33% after 48 months from the date of grant.

Orkla determines the fair value of LTI based on the closing market price of the common stock on the date of grant. The amount awarded is adjusted in accordance with the Orkla ASA share price performance until it is paid out. The exercise price for LTI is Nil.

The expense recognised for employee services received during the year is shown in the following table

	Year ended March 31, 2022	Year ended March 31, 2021
Expense arising from equity-settled share-based payment transactions	91	85
Total	91	85

The following LTIs as granted to the Company's employees, were outstanding during the year:

Particulars	March 31, 2022	March 31, 2021
	Number of Shares	
Outstanding at the beginning of the year	2,81,163	1,67,187
LTIs granted during the year	-	1,13,976
LTIs vested during the year	(1,67,187)	-
LTIs forfeited during the year	-	-
Adjustments (if any)	-	-
LTIs transferred during the year (net) if any	-	-
Outstanding at the ending of the year	1,13,976	2,81,163
The weighted average fair value of LTI at grant date (Rs.)	95	95

Long Term Incentive (LTI) Scheme - Share option

The yearly allocation will be based on the share price on the day after the Annual General Meeting. Of the total options allocated for the year, 20% may be exercised after one year (tranche 1), another 20% after two years (tranche 2) and the remaining 60% after three years (tranche 3). The last date on which they may be exercised is five years after the allocation date. The exercise price will be set at the market price at the allocation date with an increase of 3% per year in the vesting period. The exercise price will be adjusted for dividends. In the event of the employee's resignation, all options that have not been exercised will expire.

The following LTIs as granted to the Company's employees, were outstanding during the year:

Particulars	March 31, 2022		March 31, 2021	
	Number of shares	WAEP	Number of shares	WAEP
Outstanding option at the beginning of the year	-	-	-	-
Granted during the year	74,429	661.52	-	-
Vested during the year	-	-	-	-
Forfeited during the year	-	-	-	-
Outstanding option at the ending of the year	74,429	661.52	-	-
Exercisable at March 31	-	-	-	-

The weighted average remaining contractual life for the share options outstanding as at March 31, 2022 was 4.04 years (March 31, 2021: Nil)

The weighted average fair value of options granted during the year was Rs. 92.69 (March 31, 2021: Rs. Nil)

The range of exercise prices for options outstanding at the end of the year was Rs. 90.02 to Rs. 98.18 (March 31, 2021: Rs. Nil)

The option value is calculated using the Black-Scholes model. The table below shows the assumptions on which the calculation is based. The exercise price at the exercise date must be adjusted for dividends paid out up to the exercise date.

	31-Mar-22		
	Tranche 1	Tranche 2	Tranche 3
Number of Options	74,429	74,429	74,429
Dividend yield (%)	3.66%	3.66%	3.66%
Expected volatility (%)	23.06%	22.56%	21.66%
Risk-free interest rate (%)	6.50%	7.20%	8.00%
Expected life of share options (years)	3.00	3.50	4.00
Exercise price at allocation	704.90	704.90	704.90
Exercise price at first possible exercise date	648.72	657.56	667.19

43 Segment Reporting

In accordance with Ind AS 108- Operating segments, segment information has been provided in the consolidated financial statements of the Company and therefore no separate disclosure on segment information is given in these standalone financial statements.



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44 Government grant

The Company has been awarded two government grants:

(a) The Company has accounted Rs 91 as capital subsidy, during the year ended March 31, 2014, received from the Spice Board under Export Development and Promotion of Spices - "Infrastructure Development" Scheme in respect of the investment in Property, plant and equipment made in the Spices division and this has been disclosed as 'Deferred government grant' in the Balance Sheet. The Company has recognised income amounting to Rs NIL (March 31, 2021 : Rs 10) in proportion to the depreciation charged during the year on the related assets.

b) During the year ended March 31, 2018, the Company had availed EPCG license benefit of Rs 107 against import of capital goods amounting to Rs 1,331 for manufacturing of confectionery. In respect of this benefit, the Company has an export obligation of 6 times of the duty saved on import of capital goods on FOB basis within a period of 6 years from the date of issue of the license. The export obligation is Rs. 641 if the Company fails to achieve the export obligation, the Company is liable to pay duty exemption availed with an interest of 18% per annum proportionately to the extent of obligation not met.

The duty saved on capital goods imported under EPCG scheme being Government Grant, is accounted as stated in the Accounting policy on Government Grant. The Government Grant shown in note 19 represents unamortised amount of the duty saved.

During the year ended March 31, 2021, the Company had assessed that it will not be able to meet any export obligations under the said license, and hence the Company would be liable to refund the above benefit amount, along with interest @ 18% p.a. The Company has accrued interest in its books since the date of availing such benefit amounting to Rs. 93 (March 31, 2021: Rs.74).

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45 Related Party Transactions

A. Name of the related party and relationship

Description of relationship	Name of the related parties	Relationship/Designation
(a) Entities who have control over the Company	Orkla ASA, Oslo, Norway	Ultimate holding company
	Orkla Asia Pacific Pte Ltd, Singapore	Holding company
(b) Entities over which the Company has control	Rasoi Magic Foods (India) Private Limited	Subsidiary
	Eastern Condiments Private Limited	Subsidiary (From March 31, 2021)
(c) Entities over which the Company has significant influence:	Firmroots Private Limited	Associate (upto December 24, 2020)
	PotFul India Private Limited	Associate
(d) Key managerial personnel (KMP):	Mr. Sanjay Sharma	Director & Chief Executive Officer
	Mr. Ganesh Shenoy	Chief Financial Officer
	Mr. Aneesh K	Company Secretary

B. Transactions with related parties and outstanding balances at the end of the period

Nature of transaction	For the year ended	For the year ended
	March 31, 2022	March 31, 2021
i) Transactions during the year :		
Holding and Ultimate Holding companies:		
Orkla Asia Pacific Pte Ltd		
Reimbursement of expenses from related parties	-	-*
Issue of equity shares	-	1,11,378
* Rounded off to nearest lakhs		
Orkla ASA		
Receipt of services	269	297
Reimbursement of expenses to related parties	108	20
Reimbursement of expenses from related parties	-	119
Share based payments	41	85
Fellow Subsidiaries:		
Orkla IT AS		
Reimbursement of expenses to related parties	47	36
Jordan Asia Pacific SDN. BHD.		
Purchase of traded goods	339	-
Lilleborg AS		
Purchase of traded goods	-	21
Subsidiary:		
Rasoi Magic Foods (India) Private Limited		
Other income	35	34
Purchase of traded goods	132	110
Receipt of services	35	35
Reimbursement of expenses from related parties	9	7
Patent fees	3	3
Interest on loan	16	1
Eastern Condiments Private Limited		
Sale of goods and packing materials	109	-
Purchase of traded goods	621	-
Reimbursement of expenses from related parties	494	-
Associate:		
Firmroots Private Limited		
Advance written off	-	101
Interest on loan	-	5
Interest on loan written off	-	11
Pot Ful India Private Limited		
Interest on loan	18	-



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MTR Foods Private Limited
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ii) Balances outstanding as at year end :	As at March 31, 2022	As at March 31, 2021
Amounts receivable from :		
Orkla ASA	41	42
Rasoi Magic Foods (India) Private Limited	30	16
Eastern Condiments Private Limited (include Trade receivable of Rs. 16 (March 31, 2021:Nil)	256	-
Firmroots Private Limited		
Outstanding amount	-	101
Less: written off	-	(101)
Net balance	-	-
Amounts payable to :		
Orkla ASA	41	132
Orkla IT AS	1	-*
Jordan Asia Pacific SDN. BHD.	158	-
Rasoi Magic Foods (India) Private Limited	27	8
Eastern Condiments Private Limited	111	-

b. Loans given and repayment thereof

Particulars	Opening Balance	Loans Given	Repayment	Loan outstanding	Interest Receivable
i) Wholly Owned Subsidiary					
Rasoi Magic Foods (India) Private Limited					
March 31, 2022	-	600	(50)	550	5
March 31, 2021	50	850	(900)	-	-*
ii) Associates					
Pot Ful India Private Limited					
March 31, 2022	-	500	-	500	9
March 31, 2021	-	-	-	-	-
Firmroots Private Limited					
March 31, 2022	-	-	-	-	-
March 31, 2021	75	-	(75)	-	-

*Rounded off to nearest lakhs

c. Compensation to key managerial personnel

	Year ended March 31, 2022	Year ended March 31, 2021
Short-term employee benefits*	993	742
Post-employment benefits	(4)	5
Total compensation paid to key managerial personnel **	989	747

**The amounts disclosed in the above table are the amounts recognised as an expense during the reporting period related to key managerial personnel and does not include share based payment expense.

Terms and conditions of transactions with related parties

(a) The Company had granted an unsecured loan facility to Rasoi Magic Foods (India) Private Limited at the interest rate prevailing for Government securities, for its principal business activities. The Company has given a commitment of financial assistance to its wholly owned subsidiary. The said loan was repayable on demand. The Company has committed to provide support to fund the operations of Rasoi Magic Foods (India) Private Limited.

(b) The Company had granted a secured loan facility to Firmroots Private Limited ("FPL") at the interest rate prevailing for Government securities, for its principal business activities. The said loan was repayable by June 2020. The Company after a complete review of the financial performance of FPL decided to enter into a settlement agreement to realize a portion of the investment and its loans fully. However the interest thereon amounting to Rs.11 has been waived by the Board of Directors of the Company considering the financial performance of FPL and the overall settlement of the loans and sale of the investments in March 2021.

(c) The Company had granted a unsecured loan facility to Pot Ful India Private limited ("Pot Ful") at the interest rate of 7% p.a, for its principal business activities. The said loan is repayable by September 2024 and interest rests quarterly.

(d) The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Amount owed to and by related party are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. The Company has recorded impairment of receivables owed by related parties amounting to Rs. Nil (March 31, 2021: Rs. 101). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.



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MTR Foods Private Limited
Notes to Standalone financial statements for the year ended March 31, 2022
(All amounts are in Indian Rupees Lakhs, unless stated otherwise)

46 Ratio analysis and its elements

S No	Ratio	Numerator	Denominator	March 31, 2022	March 31, 2021	% Change	Reason for variance
1	Current Ratio	Current Assets	Current Liabilities	0.55	1.03	-46%	Decrease on account of classification of current maturities of long term liabilities in current year.
2	Debt-Equity Ratio	Total Debt	Equity	0.03	0.02	30%	Increase on account of increase in short term borrowings.
3	Debt Service coverage ratio	Earnings for debt service = Net profit after taxes + Non-cash operating expenses	Debt service = Interest & Lease Payments + Principal Repayments	4.12	13.64	-70%	Decrease on account of decrease in profit after tax(excluding OCI) and increase in repayment of borrowing.
4	Return on Equity ratio	Net Profits after taxes - Preference Dividend	Average Shareholder's Equity	0.04	0.11	-61%	Decrease on account of decrease in profit after tax(excluding OCI) and increase in average shareholder's equity in current year on account of right issue in the previous year.
5	Inventory Turnover ratio	Cost of goods sold	Average Inventory	5.48	5.90	-7%	
6	Trade Receivable Turnover Ratio	Net credit sales = Gross credit sales - sales return	Average Trade Receivable	46.42	55.75	-17%	
7	Trade Payables Turnover Ratio	Net credit purchases = Gross credit purchases - purchase return.	Average Trade Payables	6.38	6.07	5%	
8	Net Capital Turnover Ratio	Net sales = Total sales - sales return	Working capital = Current assets - Current liabilities	(9.38)	41.93	-122%	Decrease on account of classification of current maturities of long term liabilities in current year.
9	Net Profit Ratio	Net Profit	Net sales = Total sales - sales return	0.08	0.13	-33%	Decrease on account of decrease in profit after tax(excluding OCI) and increase in sales.
10	Return on Capital employed	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	0.07	0.09	-18%	
11	Return on Investment	Interest (Finance Income)	Investment	0.17	0.11	62%	Increase on account of increase in investment in fixed deposit in current year.

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47 Fair value hierarchy

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities.

Particulars	As at March 31, 2022	As at March 31, 2021
Financial assets measured at fair value		
Investments in unquoted equity shares (measured through other comprehensive income) ^	-	39
Investments in units of mutual funds (measured through profit and loss) #	11,040	3,093
Derivative assets ##	13	8
Total (A)	11,053	3,140
Financial assets carried at amortised cost		
Loans ^	1,296	222
Trade receivables*	2,414	1,786
Cash and cash equivalents*	224	766
Bank balances other than cash and cash equivalents*	-	1,000
Other financial assets*	1,074	678
Total (B)	5,008	4,452
Total financial assets (A+B)	16,061	7,592
Financial liabilities carried at amortised cost		
Lease liabilities ^	3,134	3,133
Short-term borrowings*	2,500	1,000
Trade payables*	7,105	9,072
Other financial liabilities *	34,885	32,946
Total financial liabilities	47,624	46,151

*The management assessed that fair value of cash and cash equivalents and other bank balances, trade receivables, trade payables, short-term borrowings and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments. The fair value of these financial assets and liabilities is included at the amount at which the instruments could be exchanged in a current transaction between willing parties other than in a forced or liquidation sale

^ The fair values of these accounts were calculated based on cash flow discounted using a current lending/ borrowing rate and other relevant assumptions, they are classified as level 3 of fair value hierarchy due to inclusion of unobservable inputs including counterparty credit risk and market factors.

Investments in mutual funds are based on the net asset value as published by the funds, hence they are classified as level 1 of fair value hierarchy.

Derivative assets (Forward contracts) : Fair value of forward foreign exchange contracts is determined using forward exchange rates as provided by banks to the Company, hence they are classified as level 1 of fair value hierarchy.

There have been no transfers among level 1, level 2 and level 3 during the year ended March 31, 2022 and March 31, 2021.

48 Financial risk management objectives and policies

The Company's principal financial liabilities comprise borrowings, lease liabilities, trade and other payable and other financial liabilities. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include investments, loans, trade and other receivables, cash and cash equivalents and other bank balances that derive its value directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management ensures that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. There has been no change to the Company's exposure to the financial risks or the manner in which it manages and measures the risks. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below:

A. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument will not meet its contractual obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its investing/financing activities, including deposits with banks, foreign exchange transactions and other financial instruments. The Company has 5 customers (March 31, 2021: 7 customers) that owed more than Rs.100 each and accounted for approximately 66% (March 31, 2021: 84%) of all the receivables and contract asset outstanding.

The carrying amount of financial instruments represents the maximum exposure to credit risk.



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Trade receivables

Customer credit risk is managed subject to the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on a credit evaluation before entering into an arrangement. Outstanding customer receivables are regularly monitored.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivable. Under the simplified approach, the Company does not track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from initial recognition.

The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision rates are based on days past due for groupings of customer segments with similar loss patterns (i.e., by geographical region, product type, customer type and rating, and coverage by letters of credit). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Company does not hold collateral as security. The Company considers receivables from Group company to be fully recoverable and hence not subject to risk of impairment.

The Company has evaluated credit risk for customers. Any customer related specific information has been factored over and above the probability of default (PD). The Company uses provision matrix to determine impairment loss allowance on its portfolio of receivables. The provision matrix takes into account historical credit loss experience over the expected life of the trade receivables and is adjusted for forward-looking estimates/ information. The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates as given in the provision matrix. The provision matrix as at March 31, 2022 and March 31, 2021 are as follows:

Ageing	Provision Matrix
0-90 days	0%
91-180 Days	25%
181-365 Days	50%
> 1 years	100%

Movement in the expected credit loss allowance

As at the beginning of the year

Expected credit loss provision made/ (reversed) on trade receivables calculated at lifetime expected credit losses

As at the end of the year

	As at March 31, 2022	As at March 31, 2021
	90	84
	(9)	6
	81	90

B. Liquidity risk

Liquidity risk is defined as the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or other financial assets. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company aims to maintain the level of its cash and cash equivalents and other highly marketable debt instruments at an amount in excess of expected cash outflows on financial liabilities at any point of time.

Exposure to liquidity risk

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

As at March 31, 2022:

	Less than 1 year	1-5 years	More than 5 years	Total
Non-derivative financial liabilities:				
Lease liabilities	812	2,711	905	4,428
Borrowings	2,500	-	-	2,500
Trade payables	7,105	-	-	7,105
Other financial liabilities	36,227	354	-	36,581
Total non-derivative financial liabilities	46,644	3,065	905	50,614



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As at March 31, 2021:

	Less than 1 year	1-5 years	More than 5 years	Total
Non-derivative financial liabilities:				
Lease liabilities	749	2,347	1,425	4,521
Borrowings	1,000	-	-	1,000
Trade payables	9,072	-	-	9,072
Other financial liabilities	3,327	33,443	-	36,770
Total non-derivative financial liabilities	14,148	35,790	1,425	51,363

C. Market risk

Market risk is the risk that changes in market prices - such as foreign exchange rates, interest rates and equity prices - will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and borrowings.

(a) Currency risk

The Company is exposed to currency risk to the extent that there is a mismatch between the currencies in which sales and purchases are denominated and the functional currency (INR) of the Company. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the foreign currency import of service and exports of finished goods. The currency in which these transactions are primarily denominated as USD, GBP, Euro and NOK.

The Company has entered into following outstanding forward exchange contracts as on March 31, 2022 and March 31, 2021 in respect of highly probable exports:

Currency	As at March 31, 2022	As at March 31, 2021
US Dollar (in Lakhs)	24	17
INR (in Lakhs)	1,836	1,269

Exposure to currency risk

The currency profile of financial assets and financial liabilities as at March 31, 2022 and March 31, 2021 are as below:

Amount receivable / payable in foreign currency on account of following:		Amount in foreign currency (in Lakhs)		Amount in Rupees (in Lakhs)	
		As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
Receivables	GBP	-*	-*	27	31
	NOK	4.62	-	41	-
	USD	22	14	1,691	995
Customer Advances	USD	-*	-*	21	14
	AUD	-	-*	-	1
Advance recoverable (including capital advance)	USD	-	-*	-	14
	EURO	-*	-*	23	18
	GBP	-	1	-	86
Trade and other payables	USD	2	2	158	111
	NOK	4	3	41	27
	AUD	-	-*	-	3
	EURO	-	-*	-	2

*Rounded off to the nearest lakhs

Sensitivity analysis

The impact on account of any possible strengthening/ (weakening) of the INR, against all the currencies at March 31 is not expected to be material.

* Rounded off to nearest lakhs

(b) Interest-rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Company's financial instruments will fluctuate because of changes in market interest rates. The Company does not have any long term debt obligations with floating interest rates, hence, is not exposed to any significant interest rate risk.

(c) Price risk

The Company invests in mutual fund schemes of leading fund houses. Such investments are susceptible to market price risks. However, given the short tenure of the underlying portfolio of the mutual fund schemes in which the Company has invested, such price risk is not significant.



49 Capital management

For the purpose of Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to equity holders of the Company. The primary objective of Company's capital management is to maintain strong credit rating and healthy capital ratio in order to support its business and maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of financial covenants. The below displays the capital gearing ratio as at March 31,

	As at March 31, 2022	As at March 31, 2021
Net debt (total borrowings, net of cash and cash equivalents)	2,276	234
Total equity	1,87,227	1,78,947
Net debt to equity ratio	0.01	-

In order to achieve this overall objective, the Company's capital management, amongst other things, aim to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements.

The Company has not defaulted on any loan obligations and there has been no breach of any loan covenants.

No changes were made in the objectives, policies or process for managing capital during the year ended March 31, 2022 and March 31, 2021.

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50 Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following reflects the profit and share capital data used in the basic and diluted EPS computation:

Weighted average number of Equity shares	For the year ended March 31, 2022	For the year ended March 31, 2021
Number of equity shares at the beginning of the year	1,23,30,269	98,09,269
Equity shares issued	-	41,441
Equity shares to be issued upon conversion of ROCPS	6,11,128	-
Weighted average number of equity shares outstanding at the end of the year	1,29,41,397	98,50,710
	For the year ended March 31, 2022	For the year ended March 31, 2021
Profit attributable to the equity shareholders	8,169	11,920
Basic earnings per share	63	121
Diluted earnings per share	63	121

51 Investment in subsidiary

During the previous year ended, on March 16, 2021 and on March 17, 2021, the Board of Directors and shareholders of the Company, respectively, approved the acquisition of 67.82% stake (6,549,310 shares) in Eastern Condiments Private Limited ("ECPL") for a consideration of Rs. 127,438, pursuant to which on March 24, 2021, the Company executed Share Purchase Agreements ('SPA') with shareholders of ECPL. On March 31, 2021, the Company completed the acquisition of the aforesaid 67.82% stake and ECPL became a subsidiary of the Company as of March 31, 2021. ECPL is in the business of manufacture, distribution, marketing and sale of straight spice powder, blended spice powders, pickles, rice powders and other rice-based products and ready to cook and ready to eat range of food products. The acquisition was in line with Company's plan for accelerating its growth in branded spices and masalas.

As per the SPA, it is intended that ECPL will merge into the Company through a merger process with due approval from the National Company Law Tribunal, Bangalore (NCLT) as per Companies Act, 2013. As a part of merger, the Company will acquire/swap the remaining 32.18% stake of ECPL from the promoters of ECPL (the Promoters) by issuing equity shares and redeemable optionally convertible preference shares (ROCPS). Accordingly, post-merger, the Company will own 100% stake in ECPL and the Promoters will own 9.99% stake in the Company on a fully diluted basis.

In the event of non-completion of the above proposed merger by the merger deadline date i.e. December 31, 2022, or as mutually extended, the Company will be required to acquire and the Promoters will be required to sell the above remaining stake as per the terms and conditions of the Sale and Acquisition Agreement dated March 24, 2021 (Sale and Acquisition Agreement) between Orkla ASA, ultimate holding company of MTR and the Promoters. To execute the above arrangement, effectively, MTR will acquire the 32.18% stake through a combination of fixed cash consideration of Rs. 33,443 and issue of ROCPS for Rs. 27,000.

Accordingly, in accordance with Ind AS 32, as at March 31, 2022, the fair value of consideration payable in cash amounting to Rs. 31,746 (March 31, 2021: Rs. 29,619) (on an amortised basis) and Rs. 360 (March 31, 2021: Rs 360) is payable for the final adjustment to working capital is disclosed as financial liability and the balance amount of Rs. 27,000 (March 31, 2022: Rs 27,000) has been disclosed in Standalone Statement of change in equity as "Shares to be issued on account of investment in subsidiary".

(a) Purchase consideration

As per the SPA and the Sale and Acquisition Agreement, the Company has present ownership of 100% stake in ECPL. Accordingly, based on the anticipated acquisition of the remaining stake in ECPL, the total purchase consideration was recorded during the year ended March 31, 2021 as below:

Particulars	Amount
Consideration discharged through bank	1,27,438
ROCPS to be issued on account of acquisition	27,000
Future acquisition liability	29,618
Liability on account of investment in subsidiary (towards the final working capital adjustment as per "SPA")	360
Total consideration	1,84,416

(b) Analysis of cash flows on acquisition

Consideration paid in cash (included in cash flows used in investing activities)	1,27,438
Transaction cost of the acquisition (included in cash flows used in operating activities)	882
Total cash flow on acquisition	1,28,320



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Notes to standalone financial statements for the year ended March 31, 2022

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(c) As part of the SPAs, the Company has an obligation to pay the Promoters for certain contingencies pertaining to income tax and other indirect tax matters of ECPL which are in dispute with the relevant authorities, subject to the same adjudicated in favour of ECPL within five years from the closing date, i.e. March 31, 2021. The maximum amount payable under such consideration is Rs. 5,360.

(d) On November 13, 2021, the Company and ECPL filed, with the NCLT, a Scheme of merger of ECPL with the Company with an appointed date of April 01, 2021. The Scheme is yet to be approved by the NCLT as of the date of approval of these financial statements.

(e) Acquisition related cost:

During the year ended March 31, 2021, the Company had incurred acquisition related cost on legal and other fees amounting to Rs. 882, which were been disclosed under "Other expenses" in the standalone statement of profit and loss.

52 Other statutory information

(i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder

(ii) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period,

(iii) The Company has not traded or invested in Cryptocurrency or Virtual Currency during the year ended March 31, 2022.

(iv) The Company has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(v) The Company has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(vi) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

(vii) The Company do not have any transactions with companies struck off.

(viii) The Company has not been declared as a Wilful Defaulter by any bank or financial institution or Government or any Government authority.

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53 The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

54 Standards issued but not yet effective

There are no new standards that are notified, but not yet effective, upto the date of issuance of the Company's financial statements.

55 Previous year figures

The comparative figures have been regrouped/reclassified, where necessary, to confine to this year's classification.

As per our report of even date

For S.R. Batliboi & Associates LLP

ICAI Firm registration number: 101049W/E300004

Chartered Accountants



per Sunil Gagar
Partner

Membership no.: 104315




**For and on behalf of the board of directors of
MTR Foods Private Limited**



Atle Vidar Johnsen
Chairman

DIN: 01361367



Sanjay Sharma
Director & Chief Executive Officer

DIN: 02581107



B.G. Shenoy
Chief Financial Officer



K. Anesh
Company Secretary

(Membership no: 32470)



Place: Bengaluru

Date: September 27, 2022

Place: Bengaluru

Date: September 27, 2022