ORKLA INDIA LIMITED (FORMERLY KNOWN AS "ORKLA INDIA PRIVATE LIMITED" AND "MTR FOODS PRIVATE LIMITED")

BOARD'S REPORT

Dear Members,
Orkla India Limited,

We are pleased to present the Board's Report on business and operations together with the audited financial statements and the auditor's report of Orkla India Limited (Formerly known as "Orkla India Private Limited" and "MTR Foods Private Limited") (the Company) for the financial year ended March 31, 2025.

1. FINANCIAL PERFORMANCE OF THE COMPANY AND STATE OF COMPANY'S AFFAIRS

The summary of the standalone and consolidated financial results of the Company for the financial year ended March 31, 2025 are as below:

(Rs. In Millions)

Particulars	Standalone		Consolidated	
	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue from operations	23,701.2	23,560.1	23,947.1	23,560.1
Other income	606.9	319.8	605.3	319.8
Total Income	**24,308.1**	**23,879.9**	**24,552.4**	**23,879.9**
Total expenditure (including finance cost on forward contract liability)	(20,442.4)	(20,833.7)	(20,661.5)	(20,833.7)
Profit / (Loss) before Exceptional and Extraordinary items and Tax	**3,865.7**	**3,046.2**	**3,890.9**	**3,046.2**
Less: Exceptional items	(336.4)	-	(336.4)	-
Add: Share of Profit/(Loss) from Associates	-	-	(4.0)	22.1
Profit before tax	**3,529.3**	**3,046.2**	**3,550.5**	**3,068.3**
Less: Current tax & tax of earlier years	(855.5)	(643.3)	(857.2)	(643.3)
Less: Deferred tax	(134.4)	(156.4)	(136.4)	(161.7)
Profit or loss after tax	**2,539.4**	**2,246.5**	**2,556.9**	**2,263.3**

Particulars	Standalone		Consolidated	
	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2025	For the year ended March 31, 2024
Other comprehensive income/(loss)	**(39.3)**	**65.6**	**(35.6)**	**67.3**
Total comprehensive income for the year	**2,500.1**	**2,312.1**	**2,521.3**	**2,330.6**

The Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 have been prepared in accordance with the Indian Accounting Standard (Ind AS) as notified by the Ministry of Corporate Affairs and as amended from time to time.

On a standalone basis, the revenue from operations for the financial year ended March 31, 2025 increased to Rs. 23,701.2 Million as against Rs. 23,560.1 Million in the previous financial year. The Profit before Exceptional and Extraordinary items and Tax for the financial year ended March 31, 2025 stood at Rs. 3,865.7 Million as compared to Rs. 3,046.2 Million in the previous financial year, increased by 27% over the previous year. The Company registered profit (after tax) of Rs. 2,539.4 Million as against the profit of Rs. 2,246.5 Million in the previous financial year.

On a consolidated basis, the revenue from operations for the financial year ended March 31, 2025 increased to Rs. 23,947.10 Million as against Rs. 23,560.1 Million in the previous financial year. The Profit before Exceptional and Extraordinary items and Tax for the financial year ended March 31, 2025 stood at Rs. 3,890.9 Million as compared to Rs.3,046.2 Million in the previous financial year, The Company registered a profit (after tax) of Rs. 2,556.9 Million as against the profit of Rs. 2,263.3 Million in the previous financial year.

2. DIVIDEND

The Board of Directors at their Meeting held on March 07, 2025 had approved the declaration and payment of an interim dividend for the Financial Year 2024-2025 of ₹ 438 (Rupees Four Hundred and Thirty Eight only) per share amounting to ₹ 6,00,01,28,274 (Rupees Six hundred Crore One Lakh Twenty-Eight Thousand Two Hundred and Seventy-Four) on 1,36,98,923 fully paid shares bearing face value₹ 10 each.

The Company does not propose to declare any final dividend for the financial year 2024-2025.

3. TRANSFER TO RESERVES

The Company does not propose to transfer any amount to reserves for the year under review.

4. DETAILS OF HOLDING, SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

a. Holding Companies:

Our Company is subsidiary of Orkla Asia Pacific Pte Limited. Orkla Asia Pacific Pte. Ltd. is a subsidiary of Orkla Asia Holdings AS, which in turn is wholly owned by Orkla ASA, Norway.

b. Subsidiaries:

Pursuant to the order of the National Company Law Tribunal (NCLT), Bengaluru Bench, dated August 24, 2023, under a scheme of amalgamation/merger (in accordance with Sections 230 to 232 of the Companies Act, 2013) of Eastern Condiments Private Limited and MTR Foods Private Limited (Now known as Orkla India Limited pursuant to change in name and conversion from Private Limited Company to Public Limited Company), our Company acquired two subsidiaries, viz: Eastern Food Speciality Formulations Private Limited and BAMS Condiments Impex Private Limited.

During the year under review, our wholly owned subsidiaries, Rasoi Magic Foods (India) Private Limited and BAMS Condiments Impex Private Limited got merged into the Company, pursuant to the order of Regional Director, South Eastern Region, Ministry of Corporate Affairs, under Section 233 of the Companies Act, 2013. Eastern Specialty Formulations Private Limited which became our subsidiary pursuant to the NCLT order mentioned supra, was struck off by the Registrar of Companies.

Our Company incorporated a wholly owned foreign subsidiary named Orkla IMEA Trading L.L.C in Dubai, UAE, under the laws of Dubai Economy & Tourism, Government of Dubai. The subsidiary was incorporated on May 09, 2024. Our Company owns 100% equity shares in this company.

c. Associate Companies:

The Company had invested in Pot Ful India Private Limited in December 2018 and currently holds 29.9% of the paid-up equity capital of Pot Ful India Private Limited.

During the year, our Company acquired 37,748 equity shares of Rs.10/- each of Clean Max Aurora Private Limited for a purchase consideration of INR 24.6 million and has been classified as an Associate of our Company pursuant to acquisition of 26% of share capital of Clean Max Aurora Private Limited. Under an agreement between our Company and Clean Max Aurora Private Limited, our Company has the option to sell these shares back at fair market value. However, as of March 31, 2025, the fair value of the investment in Clean Max Aurora Private Limited is nil, and we recorded an impairment loss of INR 24.6 million in this regard. Clean Max Aurora has been classified as an Associate of our Company pursuant to acquisition of 26% of share capital of Clean Max Aurora Private Limited, in accordance with provisions of the Electricity Act, 2003 and rules made thereunder. However, Clean Max Aurora has not been identified as an Associate in the Restated Consolidated Financial Information in accordance with Ind As 28 Investment in Associates and Joint Ventures' as our Company does not have significant influence over the operations of Clean Max Aurora Private Limited.

d. Joint Venture Company:

Pursuant to the NCLT order mentioned supra, the Company acquired Eastern Condiments Middle East & North Africa FZC which was a joint venture between Eastern Condiments Private Limited and Jaleel Holdings Limited, Eastern Condiments Middle East & North Africa FZC became a Joint Venture of the Company.

Other than the ones stated above, no companies have become or ceased to be subsidiaries, joint ventures or associate companies during the year.

As of March 31, 2025, the Company had one wholly owned subsidiary, two associates and one joint venture. Pursuant to sub-section 129(3) read with Rule 5 of the Companies (Accounts) Rules, 2014, the statement containing salient features of the financial statements of subsidiary or associate or joint ventures is furnished in Form AOC-1 and annexed as Annexure – II.

Contributions by the respective entities during the period under review:

Our only subsidiary, as on March 31, 2025, is Orkla IMEA Trading LLC, which contributed INR 245.9 million to the Company's total revenue from operations while our Joint Venture company, Eastern Condiments Middle East & North Africa FZC contributed INR 9.8 million. Our associate, Pot Ful India Private Limited registered a loss of INR 13.8 million. Clean Max Aurora Private Limited, has not been identified as an associate in the Consolidated Financial Information in accordance with Ind AS 28 "Investment in Associates and Joint Ventures"' as our Company does not have significant influence over its operations.

5. CHANGE IN THE NATURE OF BUSINESS, IF ANY

There has been no change in the nature of business of the Company during the year under review.

6. MATERIAL CHANGES AND COMMITMENTS

There have been no material changes and commitments affecting the financial position of the Company after the closure of the financial year ended March 31, 2025 and the date of this Board's Report.

The following Corporate Events took place without any material impact on the financial position of the Company :

- Conversion of our Company from a Private Limited Company to a Public Limited Company:

  The Company undertook a change in its constitution in preparation for its proposed Initial Public Offering of shares. Further, upon the conversion of our Company into a Public Limited Company, pursuant to a resolution passed by the Board of Directors dated February 26, 2025, and a Shareholders' resolution dated March 13, 2025, the name of our Company was changed to "Orkla

India Limited" and a fresh certificate of incorporation dated April 25, 2025 was issued by the Registrar of Companies, Central Processing Centre.

In order to comply with the regulations governing a Public Limited Company, the Board of Directors at their meeting held on February 04, 2025 approved the transfer of one Equity Share each from Orkla ASA to Mr. Sanjay Sharma, Ms. Suniana Calapa and Mr. Kaushik Seshadri, thereby increasing the number of shareholders from four to seven. Orkla ASA continues to have beneficial interest in these shares, which have been transferred to its nominees.

- Sub-Division of Equity Shares:

Pursuant to the Board resolution passed on May 01, 2025 and Shareholders' resolution dated May 07, 2025, the Company had sub-divided the equity shares of face value ₹10 each to Equity Shares of face value of ₹1 each.

- Proposal for offer of equity shares by way of Initial Public Offering:

The Company *vide* approval of the Board of Directors at their meeting held on May 12, 2025, had approved the proposal for undertaking an Initial Public Offering (IPO) by way of an Offer for Sale of Equity Shares of Rs. 1/- (Rupees One only) each.

The Company filed a Draft Red Herring Prospectus (DRHP) dated June 10, 2025 with the Securities and Exchange Board of India (SEBI), BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

7. THE DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

8. DETAILS IN RESPECT OF THE ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS.

The Company has internal financial controls adequate with the size of the operations and nature of business of the Company and the internal controls are duly reviewed by the management for its adequacy.

9. DEPOSITS

During the year under review, the Company has not accepted any deposits, nor are there any outstanding deposits within the meaning of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

Further, the Company is annually filing with the Registrar of Companies requisite return in e-form DPT-3 for submitting the details of the transactions by a Company not considered as deposit as per Rule 2(1)(c) of the Companies (Acceptance of Deposit) Rules, 2014.

During the year under review, the Company has not obtained any unsecured loans either from Directors or their relatives.

10. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no unclaimed dividend last year.

11. AUDITORS:

The shareholders of the Company at the AGM held on September 30, 2024 had appointed M/s. S R Batliboi and Associates LLP, Chartered Accountants, as Statutory Auditors of your Company, till the conclusion of the Annual General Meeting to be held in the year 2028- 2029.

M/s. Deloitte Touche Tohmatsu India LLP (LLP Identification No. AAE-8458) are the Internal Auditors of the Company for the financial year 2024-25 in terms of Section 138 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014.

12. APPOINTMENT OF REGISTRAR AND TRANSFER AGENT (RTA)

During the financial year 2024-25, M/s. KFin Technologies Limited, having its registered office at 301, The Centrium, 3rd Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai – 400070, Maharashtra, India was appointed as the Registrar and Transfer Agent of the Company. The appointment was made to ensure efficient handling of share registry and transfer-related activities in compliance with applicable regulatory requirements and contribute to improved shareholder servicing and operational efficiency.

13. EXPLANATIONS OR COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE BY THE AUDITOR IN HIS REPORT:

There are no qualifications, reservations, adverse remarks or disclaimers made by the Statutory Auditors in their report except as disclosed below:

Auditors report- Standalone Financial Statements	Response of the Board of Directors
In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except, as described in note 54(i) of the standalone financial	Auditors are required to report whether the company has maintained accounting software with an active, tamper-proof audit trail feature throughout the year, ensured proper

Auditors report- Standalone Financial Statements	Response of the Board of Directors
statements, the information relating to daily back-up logs for two accounting software is not available for the period April 01, 2024 to August 19, 2024 and April 01, 2024 to October 10, 2024, respectively, and for the matters stated in the paragraphs (h) and (i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014, as amended;	preservation of the audit trail, and maintained periodic backups of accounting data, as mandated under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014, effective for financial years beginning on or after April 1, 2023. Daily backup logs were maintained throughout the year for all accounting software, with the exception of two payroll-related systems, where backup log was enabled during the year.
The Company has used six accounting software for maintaining its books of accounts. Based on our examination which included test checks, except for the instances mentioned below (also refer note 54(ii) to the standalone financial statements), the Company has used accounting software for maintaining its books of account, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software: (a) The feature of recording audit trail (edit log) facility was not enabled at the application level for two accounting software; (b) The feature of recording audit trail (edit log) facility was not enabled at the database level to log any direct data changes for five accounting software throughout the year and for one accounting software for the period April 01, 2024 to December 31, 2024 used for maintaining the books of account. Further, where audit trail (edit log) facility was enabled and operated throughout the year, we did not come across any instance of the audit trail feature being tampered with. Additionally, the audit trail of prior year has been preserved by the Company as per the statutory requirements for record retention, to	a) For 2 payroll software where application level audit trails have not been enabled, the company plans to consolidate multiple payroll systems into a single compliant application aligned with MCA's backup and audit trail notification. b) The functionality for recording an audit trail (edit log) was not enabled throughout the year in five accounting software systems and remained disabled in one additional system until December 31, 2024. The Company is actively engaging with the respective software vendors to implement database-level change logging capabilities. As part of these ongoing efforts, the audit trail functionality was successfully implemented at the database level for the SAP ERP system, effective May 12, 2025. The implementation process for the remaining systems is currently in progress.

Auditors report- Standalone Financial Statements	Response of the Board of Directors
the extent it was enabled and recorded in the prior year, as stated in Note 54(ii) to the standalone financial statements.	
Under the Companies (Auditor's Report) Order 2020 ("CARO"): Clause vii (a) of the CARO report contains a qualified or adverse remark.	Undisputed statutory dues including Goods and Services Tax, Provident Fund, Employees' State Insurance, Income-tax, Customs Duty, Cess, and other statutory dues have generally been regularly deposited with the appropriate authorities, though there have been slight delays in a few instances. There are no undisputed statutory dues in respect of the aforementioned taxes and levies which were outstanding as at the year-end for a period exceeding six months from the date they became payable. The delays were primarily due to operational and administrative reasons. The Company is working towards centralization of statutory payments and timely review. The Company remains committed to full compliance with applicable laws and regulations and will continue to monitor and improve its statutory compliance framework. Further, in order to prevent delays in payment of statutory dues, the Company has inter alia, taken following measures: (i) deployment of a digital tool to track and comply with the regulatory requirements and filing due dates; and (ii) to mitigate the risk of non-compliance due to potential system-related issue or portal access challenge, the Company endeavours to remit the statutory dues before the applicable due dates.

Auditors report- Consolidated Financial Statements	Response of the Board of Directors
In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors except, as detailed in note 53(i) of	Auditors are required to report whether the company has maintained accounting software with an active, tamper-proof audit trail feature throughout the year, ensured proper preservation of the audit trail, and maintained

Auditors report- Consolidated Financial Statements	Response of the Board of Directors
the consolidated financial statements, the information relating to daily back-up logs for two accounting software is not available for the period April 01, 2024 to August 19, 2024 and April 01, 2024 to October 10, 2024, respectively, and for the matters stated in the paragraph (h) and (i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014, as amended;	periodic backups of accounting data, as mandated under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014, effective for financial years beginning on or after April 1, 2023. Daily backup logs were maintained throughout the year for all accounting software, with the exception of two payroll-related systems, where backup log was enabled during the year.
Based on our examination which included test checks, the Holding Company and auditor of associate which are companies incorporated in India whose financial statements have been audited under the Act, except for the instances discussed in note 53(ii) to the consolidated financial statements, the Holding Company and associate has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded. Further, during the course of our audit, we and the auditor of the above referred associate did not come across any instance of audit trail feature being tampered with, in respect of other accounting software. Additionally, the audit trail of prior year has been preserved by the Holding Company and above referred associate as per the statutory requirements for record retention, to the extent it was enabled and recorded in the prior year, as stated in Note 53(ii) to the consolidated financial statements.	a) For 2 payroll software where application level audit trails have not been enabled, the company plans to consolidate multiple payroll systems into a single compliant application aligned with MCA's backup and audit trail notification. b) The functionality for recording an audit trail (edit log) was not enabled throughout the year in five accounting software systems and remained disabled in one additional system until December 31, 2024. The Company is actively engaging with the respective software vendors to implement database-level change logging capabilities. As part of these ongoing efforts, the audit trail functionality was successfully implemented at the database level for the SAP ERP system, effective May 12, 2025. The implementation process for the remaining systems is currently in progress.

14. ANNUAL RETURN:

The provisions of section 134 (3) (a) of the Companies Act 2013 prescribes the Company to mention the web address, if any, where the Annual Return referred to in sub section (3) of Section 92 of the Act has been placed. The Annual Return of the Company is available on the weblink - https://www.orklaindia.com/governance/annual-returns/.

15. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

(A) Conservation of energy: As per Annexure I
(B) Technology absorption: As per Annexure I
(C) Foreign exchange earnings and outgo: As per Annexure I

16. CORPORATE SOCIAL RESPONSIBILITY

The CSR Committee has been entrusted with the prime responsibility of recommending to the Board, the CSR activities to be undertaken by the Company in line with the CSR Policy, the amount of expenditure to be incurred and monitoring the implementation of the CSR Policy.

The Corporate Social Responsibility Committee comprised of following Directors as its members as on March 31, 2025:

1.Mr. Sanjay Sharma
2.Ms. Maria Syse-Nybraaten

After the closure of the financial year, in the Board meeting held on April 09,2025 the committee was re-constituted. The composition of the committee is as follows:

1. Ms. Maria Syse-Nybraaten- Chairperson
2. Mr. Amit Jain - Member
3. Mr. Sanjay Sharma - Member

The disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 have been given in Annexure III forming part of this Report.

The CSR Policy of the Company is available on the website of the Company at https://www.orklaindia.com/governance/policies/ .

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17. VIGIL MECHANISM

Though the Company is not covered under the class or classes of companies prescribed under Section 177(9) of the Companies Act, 2013, the Company has voluntarily established a vigil mechanism for its Directors and employees to report their genuine concerns. During the period under review, there was one Whistle Blower Complaint which was closed within the stipulated timeframe.

18. DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL WHO WERE APPOINTED OR HAVE RESIGNED DURING THE YEAR:

The Board is duly constituted with the following directors as on the financial year end date i.e., March 31, 2025:

DIN / PAN	Name of Director / Key Managerial Personnel	Designation	Date of Appointment
01361367	Atle Vidar Nagel Johansen	Chairman and Non-Executive Director	March 17, 2015
02581107	Sanjay Sharma	Managing Director and Chief Executive Officer[1]	February 01, 2009
10133899	Maria Syse-Nybraaten	Non Executive Director	May 11, 2023
10138903	Per Haavard Skiaker Maelen	Non Executive Director	May 11, 2023
06641898	Rashmi Satish Joshi	Independent Director	March 10, 2025
00059877	Shantanu Maharaj Khosla	Independent Director	March 10, 2025
00528252	Meena Ganesh	Independent Director	March 10, 2025
01770475	Amit Jain	Independent Director	March 10, 2025
ACIPC8859M	Suniana Calapa	Chief Financial Officer	January 01, 2024
BXCPS9499H	Kaushik Seshadri	Company Secretary & Compliance Officer	September 23, 2024

Ms. Ragee Raju resigned as the Company Secretary of the Company with effect from September 23, 2024. Mr. Kaushik Seshadri was appointed as the Company Secretary of the Company with effect from September 23, 2024.

Ms. Else Helena Margareta, Mr. Claes Johan Wilhelmsson and Mr. Paul Jordahl resigned from the Board with effect from February 04, 2025.

Further, Mr. Shantanu Maharaj Khosla, Ms. Meena Ganesh, Mr. Amit Jain, and Ms. Rashmi Satish Joshi were appointed as Independent Directors of the Company with effect from March 10, 2025, at the meeting of the Board of Directors held on March 07, 2025, and by the shareholders at the Extra-Ordinary General meeting held on March 22, 2025.

Mr. Atle Vidar Nagel Johansen, Chairman and Non-Executive Director of the Company, will retire by rotation at the ensuing Annual General Meeting and, being eligible for re-appointment, has offered himself for re-appointment as per Section 152 of the Companies Act, 2013.

[1]**<u>Post closure of financial year:</u>**
Mr. Sanjay Sharma's period of directorship is since February 01, 2009. After the closure of the financial year, Mr. Sanjay Sharma was appointed as the Managing Director and Chief Executive Officer of the Company with effect from April 01, 2025, for a term of five years, at the meeting of the Board of Directors held on April 09, 2025, and by the shareholders at the Extra-Ordinary General meeting held on May 07, 2025.

19. MEETINGS OF THE BOARD AND ITS COMMITTEES:

(i) Board Meeting

During the year, six meetings of Board of Directors of the Company were convened and held. The details of these meetings are provided below. The intervening gap between any two successive meetings was within the period prescribed under the Companies Act, 2013.

Meeting No. and date of meeting	Total Number of Directors as on date of meeting	Atle Vidar Nagel Johansen	Sanjay Sharma	Maria Syse-Nybraaten	Per Haavard Skiaker Maelen	Shantanu Maharaj Khosla	Meena Ganesh	Amit Jain	Rashmi Satish Joshi	Else Helena Margareta	Paul Jordhal	Johan Wilhelmsson
173rd June 11, 2024	7	✓	✓	✓	✓	NA	NA	NA	NA	✓	✓	✓
174th September 10, 2024	7	✓	✓	✓	✓	NA	NA	NA	NA	✓	✓	✓
175th November 26, 2024	7	✓	✓	✓	✓	NA	NA	NA	NA	✓	✓	✓
176th February 04, 2025	7	✓	✓	✓	✓	NA	NA	NA	NA	✓	✓	✓
177th February 26, 2025	4	✓	✓	✓	✓	NA	NA	NA	NA	NA	NA	NA
178th March 07, 2025	4	✓	✓	✓	✓	NA	NA	NA	NA	NA	NA	NA

(ii) Committees:

A. AUDIT COMMITTEE:

The Board at its Meeting held on April 09, 2025, re-constituted the Audit Committee pursuant to the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The composition of the Committee is given below:

S. No	Name	Designation	Position on the Committee
1	Rashmi Satish Joshi	Independent Director	Chairperson
2	Shantanu Maharaj Khosla	Independent Director	Member
3	Per Haavard Skiaker Maelen	Non- Executive Director	Member

B. NOMINATION AND REMUNERATION COMMITTEE:

The Board at its Meeting held on April 09, 2025, re-constituted the Nomination and Remuneration Committee pursuant to the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The composition of the Committee is given below:

S. No	Name	Designation	Position on the Committee
1	Amit Jain	Independent Director	Chairperson
2	Meena Ganesh	Independent Director	Member
3	Atle Vidar Nagel Johansen	Chairman and Non-Executive Director	Member

C. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Board at its Meeting held on April 09, 2025, constituted the Stakeholder's Relationship Committee pursuant to the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The composition of the Committee is given below:

S. No	Name	Designation	Position on the Committee
1	Per Haavard Skiaker Maelen	Non- Executive Director	Chairperson
2	Meena Ganesh	Independent Director	Member
3	Atle Vidar Nagel Johansen	Chairman and Non-Executive Director	Member
4	Sanjay Sharma	Managing Director and Chief Executive Officer	Member

D. RISK MANAGEMENT COMMITTEE:

The Board at its Meeting held on April 09, 2025, constituted the Risk Management Committee pursuant to the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The composition of the Committee is given below:

S. No	Name	Designation	Position on the Committee
1	Shantanu Maharaj Khosla	Independent Director	Chairperson
2	Rashmi Satish Joshi	Independent Director	Member
3	Maria Syse-Nybraaten	Non- Executive Director	Member
4	Sanjay Sharma	Managing Director and Chief Executive Officer	Member

E. CSR COMMITTEE:

The CSR committee as on March 31, 2025, is as given below:

Sl. No.	Name of Director	Designation / Nature of Directorship	Position on the Committee
1	Ms. Maria Syse Nybraaten	Non-Executive Director	Chairperson
2	Mr. Sanjay Sharma	Managing Director and Chief Executive Officer	Member
3.	Ms. Else Helena Margareta*	Non-Executive Director	Member
4.	Mr. Paul Jordahl*	Non-Executive Director	Member

*Ms. Else Helena Margareta and Mr. Paul Jordahl ceased to be Directors of the Company *w.e.f* February 04, 2025.

The Corporate Social Responsibility Committee was reconstituted by a resolution of our Board dated April 9, 2025. The reconstituted committee is disclosed in the CSR Report forming part as an Annexure III to the Board's Report.

F. INITIAL PUBLIC OFFERING (IPO) COMMITTEE:

The Board at its Meeting held on May 12, 2025, constituted the IPO committee and the composition of the Committee is given below:

S. No	Name	Designation	Position on the Committee
1	Atle Vidar Nagel Johansen	Chairman and Non-Executive Director	Chairperson
2	Sanjay Sharma	Managing Director and Chief Executive Officer	Member

S. No	Name	Designation	Position on the Committee
3	Maria Syse-Nybraaten	Non- Executive Director	Member
4	Per Haavard Skiaker Maelen	Non- Executive Director	Member

The details of the composition of committees and the Charter are available on the website of the Company at https://www.orklaindia.com/governance/board-committees/

20. ANNUAL EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS:

The Company undertook a change in its constitution in preparation for its proposed Initial Public Offering of shares. Further, upon conversion of our Company into a Public Limited Company, pursuant to a resolution passed by the Board of Directors dated February 26, 2025, and a Shareholders' resolution dated March 13, 2025, the name of our Company was changed to "Orkla India Limited" and a fresh certificate of incorporation dated April 25, 2025 was issued by the Registrar of Companies, Central Processing Centre.

As the Company was a Private Limited Company during the year under review, the provisions pertaining to the annual evaluation of the performance of the Board, its Committees, and individual Directors were not applicable.

21. CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All Related Party Transactions of the Company are in the ordinary course of business and are on arm's length basis. The 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 Act in Form AOC-2 is furnished in Annexure – IV of this report.

The details of Related Party Transactions is available under Note No. 46 of the Standalone Financial Statements for the year under review.

22. SECRETARIAL AUDIT REPORT

The provisions of the secretarial audit are not applicable to the Company.

23. STATEMENT INDICATING DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY FOR THE COMPANY INCLUDING IDENTIFICATION THEREIN OF ELEMENTS OF RISK, IF ANY, WHICH IN THE OPINION OF THE BOARD MAY THREATEN THE EXISTENCE OF THE COMPANY

The Risk Management of the Company is governed by a Risk Management Policy adopted by the Board of Directors on June 03, 2025 and is available on the website of the Company at https://www.orklaindia.com/governance/policies/. The Company has in place a Risk Management framework to identify, evaluate business risks and challenges across the Company.

24. PARTICULARS OF EMPLOYEES

The particulars which are required to be disclosed under provisions of Section 197 of Companies Act, 2013 and Rule 5(2) and Rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable to the Company during the year.

25. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements of Section 134 (5) of the Companies Act, 2013, the Board of Directors hereby state that:

(a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

(b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 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 Companies Act, 2013, for safeguarding the assets of the Company and for prevention and detection of fraud and other irregularities;

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

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

26. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

As per the requirements under the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('POSH Act') and Rules made thereunder, the Company has constituted an Internal Complaints Committee (ICC).

The Company has appointed a Presiding Officer or Chairperson, who is a woman employed at a senior level in the organization.

The Company has appointed an external independent member to the ICC, who has relevant expertise and experience in handling matters related to sexual harassment.

In addition, the ICC includes not less than two members from among the employees, preferably those who are committed to the cause of women or who have experience in social work or possess legal knowledge.

To further build awareness in this area, the Company conducts necessary training programs across all levels of employees on a continuous basis.

Number of complaints of sexual harassment received in the year	Number of complaints disposed during the year	Number of cases pending for more than ninety days
1	1	0

27. CAPITAL AND DEBT STRUCTURE:

The Authorized share capital of the Company as of March 31, 2025 was ₹1,113,000,000 divided into 89,300,000 equity shares of face value of ₹10 each and 2,20,00,000 redeemable optionally convertible preference shares of face value of ₹10 each.

Increase in Authorised Share Capital and Sub-division of face value of Equity Shares

Pursuant to order dated March 21, 2025 under Section 233 and Rule 25(5) scheme of merger or amalgamation between Orkla India Limited (Formerly known as Orkla India Private Limited) and Rasoi Magic Foods (India) Private Limited, BAMS Condiments Impex Private Limited, the Authorized Share Capital was increased from ₹1,090,000,000 divided into 87,000,000 equity shares having face value of ₹10 each and 22,000,000 redeemable optionally convertible preference shares having face value of ₹10 each to ₹1,113,000,000 divided into 89,300,000 equity shares of face value of ₹10 each and 22,000,000 redeemable optionally convertible preference shares of face value of ₹10 each.

Post closure of financial year, the shareholders at the meeting held on May 07, 2025 had approved sub-division of face value of the equity shares of our Company from equity shares of ₹10 each to Equity Shares of ₹1 each. The existing clause V was substituted with the following clause:

"V. The Authorised Share Capital of the Company is INR 1,11,30,00,000/- (Indian Rupees One Hundred and Eleven Crore Thirty Lakhs only) divided into 89,30,00,000 (Eighty Nine Crore Thirty Lakhs) equity shares of face value of INR 1/- (Indian Rupee One only) each and 2,20,00,000 (Two Crore Twenty Lakh) redeemable optionally convertible preference shares of face value of INR 10/- (Indian Rupee Ten only) each."

Paid Up Share Capital:

The Paid Up Share Capital of the Company as on March 31, 2025 is Rs. 13,69,89,230 comprising of 1,36,98,923 Equity shares of Rs. 10/- each.

During the financial year, the Company had converted 3,05,564 Redeemable Optionally Convertible Preference Shares (ROCPS) into equity shares pursuant to approval of the Board received on March 07, 2025. As on March 31, 2025 the company does not have any ROCPS and there are no debentures that were issued by the Company during the year and no outstanding debentures as on March 31, 2025

Buy Back of Securities

The Company has not bought back any of its securities during the year under review.

Rights Issue:

The Company has not issued any shares via rights issue during FY 2024-25.

Disclosure in respect of voting rights not exercised directly by the employees in respect of shares to which the scheme relates

No such cases during FY 2024-25 and up to the date of signing of this report.

Details of Issue of Equity Shares with Differential Rights

The Company has not issued any equity shares with differential rights during FY 2024-25.

Sweat Equity

The Company has not issued any Sweat Equity Shares during the year under review.

Bonus Shares

No Bonus Shares were issued during the year under review.

Employee Stock Options

The Company has not issued any Employee Stock Options during the year under review.

Our Company adopted the 'Employee Stock Option Plan 2025' and 'Management Stock Option Plan 2025' (together "ESOP Plans") pursuant to the resolution passed by our Board of Directors on May 12, 2025, and the resolution was passed by the Shareholders' on May 16, 2025.

28. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

During the year, the Company invested in Clean Max Aurora Private Limited by acquiring 37,748 equity shares in the company and it was approved by the Board at the Board Meeting held on June 11, 2024 to invest in Clean Max Aurora Private Limited aggregating to Rs. 24.6 million.

Corporate Identity Number (CIN) or Foreign Company Registration Number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN)/Passport for individuals or registration number	U35105MH2023PTC402480
Name of the Party	Clean Max Aurora Private Limited
Type of person *(Individual / Entity)*	Indian Body Corporate
Nature of transaction	Investment in securities
In case of loan, rate of interest would be enquired	Not Applicable
Brief on the transaction	During the year, our company subscribed for 37,748 equity shares in Clean Max Aurora Private Limited amounting to 26% of share capital of Clean Max Aurora Private Limited, in accordance with provisions of the Electricity Act, 2003 and rules made thereunder. However, the said Company has not been identified as an associate in the Consolidated Financial Information in accordance with Ind As 28 Investment in Associates and Joint Ventures' as our Company does not have significant influence over the operations of Clean Max Aurora Private Limited.
Amount (in INR)	Rs. 24.6 million
Date of passing Board resolution (DD/MM/YYYY) Whether the threshold of 60% of paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account breached? Whether the transaction falls under the purview of proviso to Section 186(3) and Company is not required to pass Special Resolution	June 11, 2024 The threshold prescribed under Section 186 of the Companies Act, 2013 has not been breached.
SRN of MGT-14	Not Applicable as the Company had not

	crossed the threshold of Section 186(2) of the Companies Act, 2013.

Details of guarantees or investments or loans made by the Company under Section 186 of the Companies Act, 2013 are provided in Note No: 6 and 15 of the standalone financial statements of the Company.

After closure of financial year, the shareholders of the Company *vide* Special Resolution passed on March 22, 2025 had approved increase of the investment limits to INR 50,000 Million (Rupees Fifty Thousand Million only) to grant loans, guarantees and to provide securities under Section 186 of the Companies Act, 2013.

29. DOWNSTREAM INVESTMENTS MADE BY THE COMPANY

During the year under review, the Company had acquired 37,748 equity shares of Clean Max Aurora Private Limited at a rate of Rs.10/- per share and at premium of Rs.655/- per share and had intimated RBI about the purchase through Form DI on FIRMS portal.

Thus, it has complied with the provisions of FEMA Regulations. The Statutory Auditor has noted the above and certified that the Company is in compliance with the regulations as regards downstream investment and other FEMA Compliances related to the same.

30. COMPLIANCE OF SECRETARIAL STANDARDS (SS-1 & SS-2)

The Company has duly complied with the applicable standards of SS-1 and SS-2 during the year.

31. DESIGNATED PERSON RESPONSIBLE FOR FURNISHING INFORMATION ON BENEFICIAL INTEREST IN SHARES

In accordance with Rule 9(4) of the Companies (Management and Administration) Rules, 2014, the Board has designated the Company Secretary of the Company as the authorized person responsible for furnishing information and extending co-operation to the Registrar of Companies or any other authorized officer, with respect to the beneficial interest in the shares of the Company.

32. MAINTENANCE OF COST RECORDS UNDER SECTION 148(1) OF THE COMPANIES ACT, 2013

During the year under review, the provisions relating to the maintenance of Cost records and Cost Audit were not applicable.

33. DETAILS IN RESPECT OF FRAUD REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

No fraud was reported by the auditors under sub-section 12 of Section 143 for the year under review.

34. STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SUB-SECTION (6) OF SECTION 149:

The Company has received the necessary declaration from each of the Independent Directors under Section 149(7) of the Companies Act, 2013, that he or she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, the Independent Directors possess the requisite expertise and experience to serve on the Board of the Company and are persons of high integrity and repute. They fulfill the conditions specified in the Companies Act, 2013 read with the Rules framed thereunder and are independent of the Management.

35. OBLIGATION OF COMPANY UNDER THE MATERNITY BENEFIT ACT, 1961:

The Company has duly complied with the provisions of the Maternity Benefit Act, 1961, as amended from time to time, to ensure that all eligible women employees receive maternity leave and related benefits in accordance with the Act and the Company's policy.

36. COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The provisions of Section 178(1) of the Companies Act, 2013, relating to the constitution of the Nomination and Remuneration Committee, were not applicable to the Company during the financial year under review.

However, the Board of Directors, at its meeting held on April 09, 2025, reconstituted the Nomination and Remuneration Committee.

The composition of the Committee is as follows:

1.Mr. Amit Jain- Independent Director- Chairperson
2.Ms. Meena Ganesh- Independent Director- Member
3. Mr. Atle Vidar Nagel Johansen- Chairman and Non-Executive Director- Member

Subsequently, following the conversion of the Company from a Private Limited Company to a Public Limited Company, pursuant to the approval from the Ministry of Corporate Affairs (MCA) on April 25, 2025, the Board approved the Nomination and Remuneration Policy of the Company on June 03, 2025 and is available on the website of the Company at https://www.orklaindia.com/governance/policies/

37. DETAIL OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR.

During the year, there were no cases filed by or against the Company under the Insolvency and Bankruptcy Code, 2016.

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

During the year, the Company has not taken any loans from Banks or Financial Institutions. Hence, the disclosure required to be made pertaining to the details of the difference between the amount of the valuation done at the time of one-time settlement and the valuation done while taking a loan from the Banks or Financial Institutions along with the reasons thereof are not applicable.

39. GENDER-WISE COMPOSITION OF EMPLOYEES

In alignment with the principles of diversity, equity, and inclusion (DEI), the Company discloses below the gender composition of its permanent employees as on March 31, 2025.

Male Employees: 1,743

Female Employees: 878

Transgender Employees: NIL

This disclosure reinforces the Company's efforts to promote an inclusive workplace culture and equal opportunity for all individuals, regardless of gender.

40. ACKNOWLEDGEMENT

The Directors wish to place on record their appreciation for the sincere and dedicated efforts of all employees at all the levels. The Directors would also like to thank the Shareholders, Bankers and other Business associates for their sustained support, patronage, and cooperation.

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Orkla INDIA

For and on behalf of the Board of Directors of Orkla India Limited

Atle Vidar Nagel Johansen	**Sanjay Sharma**
Chairman & Director	**Managing Director & CEO**
DIN: 01361367	**DIN: 02581107**

Orkla India Limited Bengaluru

Place: Bengaluru	**Place:** Bengaluru
Date: September 02, 2025	**Date:** September 02, 2025

Annexure: I: Conservation of Energy & Technology absorption.
Annexure II: Statement containing salient features of the financial statement of subsidiaries or associate companies or Joint Ventures.
Annexure III: CSR activities conducted by the company.
Annexure IV: AOC- 2 Related party transactions

Annexure I

A. CONSERVATION OF ENERGY:

i. Steps taken or impact on conservation of energy:

Environmental responsibility is key to our business and we focus on reducing our environmental footprint through a variety of targeted initiatives. In our manufacturing facilities, we have made efforts towards utilising renewable energy. As of March 31, 2025, approximately 67% of our energy needs were met through renewable sources. This shift towards renewable energy reduces our carbon footprint and serves to underscore our commitment to sustainable manufacturing practices while reducing our overall energy costs. We aim to use renewable electricity at all our manufacturing facilities and to solely use recyclable packaging material for our products by 2030. We also aim to have net zero emissions by 2045. Our other efforts in this area also include optimizing water management through rainwater harvesting, recycling, and advanced wastewater treatment, as well as adopting circular approaches to packaging and waste management. Further, by integrating electric vehicles into our distribution network and reducing dependence on fossil fuels, we further aim to advance our commitment to sustainable logistics and resource conservation.

ii. Steps taken by the Company for utilizing alternate sources of energy including waste generated:

Major Energy Saving Project Implemented - Signed a 6.6 MWp Solar Group Captive PPA for 25 years, enabling ~10 Mn kWh renewable power annually for our factories in the State of Karnataka.

iii. Capital investment on energy conservation equipment: Rs. 25.26 Million (Including Capital Expenditure and excluding share purchase of INR 24.6 Million in Clean Max Aurora Private Limited)

B. TECHNOLOGY ABSORPTION:

i. Efforts, in brief, made towards technology absorption:

Your Company has been investing in the application of new designs and features, state-of-the-art manufacturing setup, optimizing efficiency in supply chain processes along with downstream activities like marketing and sales which are dependent on new generation of technologies and digitalization. Your Company has taken various projects to reduce consumption of fossil fuels and initiated measures for increasing usage of renewable energy in its manufacturing facilities. Your Company has also implemented various projects to digitize water monitoring and consumption, which is a huge milestone towards achieving target of being water neutral and water positive as part of sustainable manufacturing practice.

Orkla India has implemented several advanced technologies at its Bommasandra factories,

i. IoT/Digitalization
ii. Group Captive Solar Power
iii. Energy & Water Management Systems (EMS)
iv. Automated Secondary Packing Lines

These initiatives support sustainable operations, improve plant performance, and reduce dependency on manual processes.

ii. Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import substitution, etc.:

Key Projects & Benefits:

- **IoT/Digitalization (2022–23):** Enables monitoring of critical equipment parameters, Real-time monitoring of machine speed, production volume, batch weight, OEE (Overall Equipment Effectiveness), downtime, and energy usage, improving plant throughput by 15% and achieving over INR 20 Million in material yield savings per annum and Enhanced visibility for shopfloor team and plant heads for proactive decision-making.
- **Group Captive Solar Plant (2024–25):** 6.6 MWp solar system was commissioned in partnership with Clean Max Aurora Private Limited, enabling 100% renewable electricity usage across our Karnataka factories. This initiative has resulted in monthly savings of INR 2 million.
- **Energy Management System Implementation (2024-25)**: has already led to 2% energy optimization through data-driven monitoring and control.
- **Automated Secondary Packing Line (2023-24):** Deployed in Bommasandra's Rice Masala and Masala Plant, this system eliminates manual intervention from packing to final box/sack filling, reducing manpower and increasing productivity by 15%.

iii. In case of imported technology (imported during the last 3 years reckoned from the beginning of FY 24-25), following information is furnished:

Details of Technology Imported	Year of Import	Whether the technology is fully absorbed (Status)	Remarks
IoT/Digitalization	2022–23	Completed	Installed at Bommasandra for critical parameter monitoring.
Energy Management System	2024	Completed	Water and Energy Management system.
Automated Secondary Packing Line	2022 & 24	Completed	Installed in Rice Masala and Masala Plants, improving productivity.

iv. The expenditure incurred on Research and Development: Rs. 1574 million

C. FOREIGN EXCHANGE EARNING AND EXPENDITURE:

(Rs. In Millions)

Particulars	2024-25	2023-24
Earnings	5,033.4	4,445.4
Outgo	909.2	764

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For and on behalf of the Board of Directors of Orkla India Limited

Atle Vidar Nagel Johansen
Chairman & Director
DIN: 01361367

Place: Bengaluru
Date: September 02, 2025

Sanjay Sharma
Managing Director & CEO
DIN: 02581107

Place: Bengaluru
Date: September 02, 2025

Registered Office: **Orkla India Limited**
(Formerly known as "Orkla India Private Limited" and "MTR Foods Private Limited")
No. 1, 2nd & 3rd Floor, 100 Feet Inner Ring Road, Ejipura, Ashwini Layout, Viveknagar, Bengaluru - 560 047. India
CIN: U15136KA1996PLC021007 | T: +91 80 4081 2100 | Website: www.orklaindia.com | E-mail: contactus@orklaindia.com

Annexure – II

Form AOC – 1
(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries or associate companies or Joint Ventures:

Part A: Subsidiaries

Name of the subsidiary - Orkla IMEA Trading L.L.C

(Rs in Millions)

Sl.no	Particulars	Details / Amount
1	CIN/ any other registration number of subsidiary company	Commercial license number 1357035.
2.	The date since when subsidiary was incorporated	May 09, 2024
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	From April 01, 2024 to March 31, 2025
4.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	Reporting Currency – AED Exchange Rate as on 31-03-2025 - 1 AED = 23.261 INR
5.	Share Capital	11.4
6.	Reserves & Surplus	26.4
7.	Total Assets	148.6
8.	Total Liabilities	110.8
9.	Investments	0
10.	Turnover	245.9
11.	Profit before taxation	26.7
11.	Provision for taxation	1.7
12.	Profit after taxation	25.0
13.	Proposed Dividend	NA
14.	Extent of shareholding (in percentage)	100 %

Notes: The following information shall be furnished at the end of the statement:
1. Names of subsidiaries which are yet to commence operations: NA
2. Names of subsidiaries which have been liquidated or sold during the year:

SI. No	CIN /any other registration number	Names of subsidiaries which have been liquidated or sold during the year
1	U15400KA2007PTC062356	*Rasoi Magic Foods (India) Private Limited-Amalgamated
2	U51225KL2007PTC021282	*BAMS Condiments Impex Private Limited-

SI. No	CIN /any other registration number	Names of subsidiaries which have been liquidated or sold during the year
		Amalgamated
3	U15490KA2008PTC048380	Eastern Food Specialty Formulations Private Limited- Strike Off

*Pursuant to order of Regional Director, South Eastern Region, Ministry of Corporate Affairs dated March 21, 2025, had approved the scheme of amalgamation between Orkla India Limited (Formerly known as Orkla India Private Limited) and Rasoi Magic Foods (India) Private Limited, BAMS Condiments Impex Private Limited under section 233 of the Companies Act, 2013. Hence, Rasoi Magic Foods (India) Private Limited, BAMS Condiments Impex Private Limited ceased to be our subsidiaries during the reporting period.

Eastern Food Specialty Formulations Private Limited, a wholly owned subsidiary of the Company was struck off by the Registrar of Companies by way of gazette notification during the reporting period.

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Part B
Associates and Joint Ventures
(Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures.)

Name of Associate - Pot Ful India Private Limited

Sl.no	Particulars	Details
1.	Latest audited Balance Sheet Date	March 31, 2025
2.	Date on which the Associate or Joint Venture was associated or acquired	15th July 2019
3.	Shares of Associate or Joint Ventures held by the company on the year end	No. of Shares: 4,271 Amount of investment: Rs. 202 million Extent of Holding (%): 29.9%
4.	Description of how there is significant influence	Control of more than 20% of total share capital
5.	Reason why the associate/Joint venture is not consolidated.	Not Applicable
6.	Net worth attributable to shareholding as per latest audited Balance Sheet	Rs -10.3 million
7.	Profit or Loss for the year: i. Considered in Consolidation - Yes ii. Not Considered in Consolidation - NA	Rs -45.2 million (Company's share of loss Rs -13.8 million)

Name of Associate - Clean Max Aurora Private Limited

Sl.no	Particulars	Details
1.	Latest audited Balance Sheet Date	March 31, 2025
2.	Date on which the Associate or Joint Venture was associated or acquired	October 24, 2024
3.	Shares of Associate or Joint Ventures held by the company on the year end	No. of Shares: 37,748 Amount of investment: Rs. 24.6 million Extent of Holding (%): 26%
4.	Description of how there is significant influence	Clean Max Aurora Private Limited has been classified as an Associate of our Company pursuant to acquisition of 26% of share capital of Clean Max Aurora Private Limited, in accordance with provisions of the Electricity Act, 2003 and rules made thereunder. However, Clean Max Aurora has not been identified as an Associate in the Consolidated Financial statements in
5.	Reason why the associate/Joint venture is not consolidated.	

Sl.no	Particulars	Details
		accordance with Ind As 28 Investment in Associates and Joint Ventures' as our Company does not have significant influence over the operations of Clean Max Aurora Private Limited.
6.	Net worth attributable to shareholding as per latest audited Balance Sheet	Not Applicable as the Company does not have significant influence over the operations of Clean Max Aurora Private Limited.
7.	Profit or Loss for the year: i. Considered in Consolidation - ii. Not Considered in Consolidation	Not Applicable as the Company does not have significant influence over the operations of Clean Max Aurora Private Limited.

Name of Joint Venture: Eastern Condiments Middle East & North Africa FNC

Sl.no	Particulars	Details
1.	Latest audited Balance Sheet Date	March 31, 2025
2.	Date on which the Associate or Joint Venture was associated or acquired	Pursuant to the NCLT order dated 24th August 2023, which sanctioned scheme of amalgamation/merger (in accordance with Sections 230-232 of the Companies Act, 2013) of Eastern Condiments Private Limited into MTR Foods Private Limited.
3.	Shares of Associate or Joint Ventures held by the company on the year end	No. of Shares: 2,500 Amount of investment: Rs. 73.9 million Extent of Holding (%): 50%
4.	Description of how there is significant influence	Control of more than 20% of total share capital
5.	Reason why the associate/Joint venture is not consolidated.	NA
6.	Net worth attributable to shareholding as per latest audited Balance Sheet	Rs 141.9 million
7.	Profit or Loss for the year: i. Considered in Consolidation - Yes ii. Not Considered in Consolidation - NA	Rs 19.5 million (Company's share of profit is Rs 9.8 million)

1. Names of associates or joint ventures which are yet to commence operations. NIL
2. Names of associates or joint ventures which have been liquidated or sold during the year. NIL

For and on behalf of the Board of Directors of Orkla India Limited

Atle Vidar Nagel Johansen
Chairman & Director
DIN: 01361367

Sanjay Sharma
Managing Director & CEO
DIN: 02581107

Orkla India Limited
Bengaluru

Suniana Calapa
Chief Financial Officer

Kaushik Seshadri
Company Secretary

Rashmi Satish Joshi
Independent Director
DIN: 06641898

Date: September 02, 2025
Place: Bengaluru

Annexure – III
CSR Report

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. A brief outline of the company's CSR policy:

The Company has framed the Corporate Social Responsibility (CSR) Policy in terms of the provisions of Section 135(1) of the Companies Act, 2013. Our Company's CSR Policy and CSR commitments include, but are not limited to sustainable agriculture, education and skill development, nutrition and health, ensuring environmental sustainability, contribution to incubators or research and disaster response.

Projects undertaken by the Company under its CSR activities has been disclosed on its website and can be accessed in the link: https://www.orklaindia.com/nurturing-communities/

The CSR activities of the Company are aligned with the activities specified in Schedule VII of the Companies Act, 2013.

2. The composition of the CSR Committee:

The following Directors are members of CSR Committee during FY 2024-25:

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	Ms. Maria Syse-Nybraaten	Chairperson, Director	4	4
2	Mr. Sanjay Sharma	Member, Managing Director	4	4
3.	Ms. Else Helena Margareta*	Member, Director	3	3
4.	Mr. Paul Jordahl*	Member, Director	3	2

*Ms. Else Helena Margareta and Mr. Paul Jordahl ceased to be Directors of the Company *w.e.f* February 04, 2025.

The committee had 4 meetings during year under review (i) June 07, 2024 (ii) September 09, 2024 (iii) November 25, 2024 and (iv) February 03, 2025

The Corporate Social Responsibility Committee was reconstituted by a resolution of our Board dated April 9, 2025. The Constitution of Committee is as below:

S. No	Name	Designation	Position on the Committee
1	Maria Syse-Nybraaten	Non-executive Director	Chairperson
2	Amit Jain	Independent Director	Member
3	Sanjay Sharma	Managing Director and Chief Executive Officer	Member

3. **Web-link (s) where composition of CSR Committee, CSR policy and CSR projects approved by the Board are disclosed on the website of the Company:**

CSR Policy of the Company has been placed at https://www.orklaindia.com/governance/policies/

4. **Executive summary along with web link 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:**

Not Applicable

5.

a. Average net profit of the company as per subsection (5) of Section 135**:**

Sl no.	Financial Year	Net Profit / (Loss) (In Rs. Million)
1	2023-24	2,997.8
2	2022-23	2,552.3
3	2021-22	1,652.0
	Average Net Profit (Total/3)	**2,400.7**

b. Two percent of average net profit of the company as per sub-section (5) of Section 135: **Rs. 48 million.**

c. Surplus arising out of the CSR projects or programs or activities of the previous financial years: **NA**

d. Amount required to be set off for the financial year, if any: **NIL**

e. Total CSR obligation for the financial year ((b)+(c)-(d)): **Rs. 48 million.**

6.

a. Amount spent on CSR Projects (both ongoing projects and other than ongoing projects): **Rs. 5.9 million.**

b. Amount spent in Administrative Overheads: Rs. **2 million.**

c. Amount spent on Impact Assessment, if applicable: NA

d. Total amount spent for the Financial Year ((a)+(b)+(c)): **Rs. 7.9 million/-**

e. CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in million)	Amount Unspent (in Rs. million)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of Section 135.		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of Section 135.		
	Amount	Date of transfer.	Name of the Fund	Amount	Date of transfer
7.9	40.1	Apr 28, 2025	PM's national relief fund	7.2	Sep 27, 2024

f. Excess amount for set off, if any:

Sl. No.	Particular	Amount (in Rs. million)
(i)	Two percent of average net profit of the company as per sub-section (5)	48.0
(ii)	Total amount spent for the Financial Year	7.9
(iii)	Excess amount spent for the financial year [(ii)-(i)]	-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	-

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years**:**

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Amount in Rs million

Sl. No	Preceding Financial Year (s)	Amount transferred to Unspent CSR account under subsection (6) of Section 135	Balance amount in Unspent CSR account under sub-section (6) of Section 135	Amount Spent in the Financial Year	Amount transferred to a Fund as specified under Schedule VII as per Second Proviso to sub-section (5)		Amount remaining to be spent in succeeding Financial Years	Deficiency, if any
					Amount	Date of Transfer		
1	2023-2024	-	38.1	21.7	7.2	Sep 27, 2024	16.4	-
2	2022-2023		12.0	10.5			1.5	-
3	2021-2022	-	1.7	1.7	-	-	-	-

8. Whether any capital asset have been created or acquired through Corporate Social Responsibility amount spent in the financial year

- ~~Yes~~
- No

If yes, enter the number of Capital assets created/ acquired

Not Applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin code of The property or asset(s)	Date of creation	Amount of CSR Amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR	Name	Registered

					Registration Number, if applicable		**address**

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. 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 has already identified and engaged on ongoing projects against the unspent amounts.

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For and on behalf of the Board of Directors of Orkla India Limited

Maria Syse-Nybraaten **Chairperson of CSR Committee & Director** **DIN: 10133899**	**Atle Vidar Nagel Johansen** **Chairman & Director** **DIN: 01361367**	**Sanjay Sharma** **Managing Director & CEO** **DIN: 02581107**
Place: Bengaluru **Date:** September 02, 2025	**Place:** Bengaluru **Date:** September 02, 2025	**Place:** Bengaluru **Date:** September 02, 2025

Orkla India Limited * Bengaluru *

Annexure – IV

<u>Form No. AOC 2</u>

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 transactions under third proviso thereto.

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

1.**Details of contracts or arrangements or transactions not at arm's length basis - NIL**

(a) Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN)/Passport for individuals or any other registration number.
(b) Name(s) of the related party and nature of relationship
(b) Nature of contracts/arrangements/transactions
(c) Duration of the contracts/arrangements/transactions
(d) Salient terms of the contracts or arrangements or transactions including the value, if any
(e) Justification for entering into such contracts or arrangements or transactions
(f) date(s) of approval by the Board
(g) Amount paid as advances, if any:
(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188
(i) SRN of MGT-14

2. **Details of contracts or arrangement or transactions at arm's length basis –**

Name(s) of the related party and nature of relationship –	**Orkla ASA** **Ultimate Holding company**
Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN)/Passport for individuals or any other registration number	Organisation Number: 910 747 711.
Nature of contracts/arrangements/transactions	1. Receipt of services 2.Reimbursement of expenses to related parties

Name(s) of the related party and nature of relationship –	**Orkla ASA** **Ultimate Holding company**
	3. Reimbursement of expenses from related parties 4.Shared based payment
Duration of the contracts/arrangements/transactions	Ongoing
Salient terms of the contracts or arrangements or transactions including the value, if any	Receipt of services – Rs 11.6 million Reimbursement of expenses to related parties – Rs 5.1 million Reimbursement of expenses from related parties – Rs 3.3 million Shared based payments – Rs 3.3 million
Justification for entering into such contracts or arrangements or transactions	The transactions with Orkla ASA, being the ultimate holding company, are in the ordinary course of business and on arm's length basis.
Date(s) of approval by the Board	Not Applicable
Amount paid as advances, if any	NIL
SRN of MGT-14	NA

Name(s) of the related party and nature of relationship –	**Orkla IT AS** Fellow Subsidiary
Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN)/Passport for individuals or any other registration number	Enterprise Number – 991 742 255
Nature of contracts/arrangements/transactions	Reimbursement of expenses to related parties
Duration of the contracts/arrangements/transactions	Ongoing
Salient terms of the contracts or arrangements or transactions including the value, if any	Reimbursement of expenses to related parties – Rs 7.6 million
Justification for entering into such contracts or arrangements or transactions	The transactions with Orkla IT AS, being the fellow subsidiary, are in the ordinary course of business and on arm's length basis.

Name(s) of the related party and nature of relationship –	**Orkla IT AS** Fellow Subsidiary
Date(s) of approval by the Board	Not Applicable
Amount paid as advances, if any	NIL
SRN of MGT-14	Not Applicable

Name(s) of the related party and nature of relationship –	**Orkla Procurement AS** Fellow Subsidiary
Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN)/Passport for individuals or any other registration number	Enterprise Number – 930 097 721
Nature of contracts/arrangements/transactions	Receipt of services
Duration of the contracts/arrangements/transactions	Ongoing
Salient terms of the contracts or arrangements or transactions including the value, if any	Receipt of services – Rs 12.9 million
Justification for entering into such contracts or arrangements or transactions	The transactions with Orkla Procurement AS, being the fellow subsidiary, are in the ordinary course of business and on arm's length basis.
Date(s) of approval by the Board	Not Applicable
Amount paid as advances, if any	NIL
SRN of MGT-14	Not Applicable

Name(s) of the related party and nature of relationship –	**Orkla Financial Services AS** Fellow Subsidiary
Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN)/Passport for individuals or any other registration number	Corporate Registration Number: 930097756

Name(s) of the related party and nature of relationship –	**Orkla Financial Services AS** Fellow Subsidiary
Nature of contracts/arrangements/transactions	Receipt of services
Duration of the contracts/arrangements/transactions	Ongoing
Salient terms of the contracts or arrangements or transactions including the value, if any	Receipt of services – Rs 0.8 million
Justification for entering into such contracts or arrangements or transactions	The transactions with Orkla Financial Services AS, being the fellow subsidiary, are in the ordinary course of business and on arm's length basis.
Date(s) of approval by the Board	Not Applicable
Amount paid as advances, if any	NIL
SRN of MGT-14	Not Applicable

Name(s) of the related party and nature of relationship –	**Orkla IMEA Trading LLC** **Subsidiary Company**
Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN)/Passport for individuals or any other registration number	Commercial License Number =1357035
Nature of contracts/arrangements/transactions	Receipt of services
Duration of the contracts/arrangements/transactions	Ongoing
Salient terms of the contracts or arrangements or transactions including the value, if any	Receipt of services – Rs 172.1 million
Justification for entering into such contracts or arrangements or transactions	The transactions with Orkla IMEA Trading LLC, being the subsidiary Company, are in the ordinary course of business and on arm's length basis.
Date(s) of approval by the Board	Not Applicable
Amount paid as advances, if any	NIL

Name(s) of the related party and nature of relationship –	**Orkla IMEA Trading LLC** **Subsidiary Company**
SRN of MGT-14	Not Applicable

Name(s) of the related party and nature of relationship –	**Eastern Condiments Middle East & North Africa FZC, UAE** **Joint Venture**
Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN)/Passport for individuals or any other registration number	The commercial license registration number of Eastern Condiments MENA is 5001877
Nature of contracts/arrangements/transactions	1. Reimbursement of expenses to related parties. 2. Agency commission
Duration of the contracts/arrangements/transactions	Ongoing
Salient terms of the contracts or arrangements or transactions including the value, if any	1. Reimbursement of expenses to related parties. – Rs 392.8 million 2. Agency commission - Rs 11.7 million
Justification for entering into such contracts or arrangements or transactions	The transactions with Eastern Condiments Middle East & North Africa FZC, UAE, being the subsidiary, are in the ordinary course of business and on arm's length basis.
Date(s) of approval by the Board	Not Applicable
Amount paid as advances, if any	NIL
SRN of MGT-14	Not Applicable

Name(s) of the related party and nature of relationship –	**Pot Ful India Private Limited** **Associate**

Name(s) of the related party and nature of relationship –	**Pot Ful India Private Limited** **Associate**
Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN)/Passport for individuals or any other registration number	U74999KA2017PTC103484
Nature of contracts/arrangements/transactions	1. Sale of goods 2. Interest on loan 3. Repayment of loan by Pot Ful India Private Limited
Duration of the contracts/arrangements/transactions	Ongoing
Salient terms of the contracts or arrangements or transactions including the value, if any	1. Sale of goods – Rs 0.3 million 2. Interest on loan – Rs 3.9 million 3. Repayment of loan by Pot Ful India Private Limited – Rs. 50.94 million
Justification for entering into such contracts or arrangements or transactions	The transactions with Pot Ful India Private Limited, being the Associate, are in the ordinary course of business and at arm's length basis.
Date(s) of approval by the Board	Not Applicable
Amount paid as advances, if any	NIL
SRN of MGT-14	Not applicable

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For and on behalf of the Board of Directors of Orkla India Limited

Atle Vidar Nagel Johansen
Chairman & Director
DIN: 01361367

Place: Bengaluru
Date: September 02, 2025

Sanjay Sharma
Managing Director & CEO
DIN: 02581107

Place: Bengaluru
Date: September 02, 2025

Registered Office: Orkla India Limited
(Formerly known as "Orkla India Private Limited" and "MTR Foods Private Limited")
No. 1, 2nd & 3rd Floor, 100 Feet Inner Ring Road, Ejipura, Ashwini Layout, Viveknagar, Bengaluru - 560 047. India
CIN: U15136KA1996PLC021007 | T: +91 80 4081 2100 | Website: www.orklaindia.com | E-mail: contactus@orklaindia.com

12th Floor
"UB City" Canberra Block
No. 24, Vittal Mallya Road
Bengaluru - 560 001, India
Tel : +91 80 6648 9000

INDEPENDENT AUDITOR'S REPORT

To the Members of Orkla India Limited (formerly known as Orkla India Private Limited and MTR Foods Primate Limited)

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Orkla India Limited [formerly known as Orkla India Private Limited and MTR Foods Private Limited] ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, 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, 2025, its profit including other comprehensive loss, 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.

S.R. Batliboi & Associates LLP Bengaluru

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 standalone 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.

S.R. Batliboi & Associates LLP
Bengaluru

- 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, 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, to the extent applicable, that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except, as described in note 54(i) of the standalone financial statements, the information relating to daily back-up logs for two accounting software is not available for the period April 01, 2024 to August 19, 2024 and April 01, 2024 to October 10, 2024, respectively, and for the matters stated in the paragraphs (h) and (i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014, as amended;

   (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and 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, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 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, 2025;

   (h) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph (b) above on reporting under Section 143(3)(b) and paragraph (i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014, as amended;

   (i) 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:

S.R. Batliboi & Associates LLP Bengaluru

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer note 42 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;

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 the note 56(iv) 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 the note 56(v) to the standalone financial statements, no funds have been received by the Company from any persons or entities, 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. The interim dividend declared and paid by the Company during the year and until the date of this audit report is in accordance with Section 123 of the Act.

vi. The Company has used six accounting software for maintaining its books of accounts. Based on our examination which included test checks, except for the instances mentioned below (also refer note 54(ii) to the standalone financial statements), the Company has used accounting software for maintaining its books of account, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software:

(a) The feature of recording audit trail (edit log) facility was not enabled at the application level for two accounting software;

(b) The feature of recording audit trail (edit log) facility was not enabled at the database level to log any direct data changes for five accounting software throughout the year and for one accounting software for the period April 01, 2024 to December 31, 2024 used for maintaining the books of account.

Further, where audit trail (edit log) facility was enabled and operated throughout the year, we did not come across any instance of the audit trail feature being tampered with.

S.R. Batliboi & Associates LLP Bengaluru

Additionally, the audit trail of prior year has been preserved by the Company as per the statutory requirements for record retention, to the extent it was enabled and recorded in the prior year, as stated in Note 54(ii) to the standalone financial statements

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

per Sunil Gaggar
Partner
Membership Number: 104315
UDIN: 25104315BMLNOY2253

S.R. Batliboi & Associates LLP Bengaluru

Place: Bengaluru
Date: May 27, 2025

Annexure 1 referred to in our report to the members of Orkla India Limited [formerly known as Orkla India Private Limited and MTR Foods Private Limited] ("the Company") for the year ended March 31, 2025

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(a) to the standalone financial statements included in property, plant and equipment are held in the name of the Company. Certain title deeds: i) of the immovable Properties, in the nature of freehold land & buildings, which were acquired pursuant to a Scheme of Amalgamation approved by National Company Law Tribunal's (NCLT) Order dated August 24, 2023, are not individually held in the name of the Company, however the deed of merger has been registered by the Company on September 01, 2023 and ii) of the immovable Properties, in the nature of freehold land & buildings are held in the erstwhile name of the Company i.e. MTR Foods Private Limited

Description of Property	Gross carrying value (Rs. in Mn)	Held in name of	Whether promoter, director or their relative or employee	Property held since which date	Reason for not being held in the name of Company
Land (freehold and leasehold) and buildings	1,494.7	Eastern Condiments Private limited (ECPL) [Erstwhile Subsidiary]	No	September 01, 2023	Land and building pending transfer to the Company on account of the scheme of amalgamation, which are in the name of its erstwhile subsidiary, will be transferred in the name of the Company in due course
Land (freehold and leasehold) and buildings	1,036.0	MTR Foods Private Limited (Erstwhile name of the Company)	No	January 04, 2024	The legal name of the Company has been changed during the year ended March 31, 2025. The land and building are held in the erstwhile name of the Company.

(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, 2025.

(e) As disclosed in note 56(i) 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.

S.R. Batliboi & Associates LLP Bengaluru

(ii) (a) The inventory has been physically verified by the Management during the year except for inventories lying with third parties. 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, 2025 and no discrepancies of 10% or more in aggregate for each class of inventory were noticed.

(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 not provided advances in the nature of loans, or provided security, or stood guarantee to companies, firms, Limited Liability Partnerships. Further, during the year, the Company has provided loans to other parties as follows:

Particulars	Loans (Rs. in Mn)
Aggregate amount granted/ provided during the year -Others To employees	 11.4
Balance outstanding as at balance sheet date in respect of above cases -Subsidiary - Joint Venture -Associate -Others To employees	 Nil Nil Nil 29.0

(b) During the year, the Company has not provided advances in the nature of loans, or provided security, or stood guarantee to companies, firms, Limited Liability Partnerships. Further, the investments made and the terms and conditions of the grant of all loans during the year to other parties are not prejudicial to the Company's interest.

(c) In respect of loans granted to companies and other parties, the schedule of repayment of principal and payment of interest has been stipulated and the repayment or receipts are regular.

(d) There are no amounts of loans and advances in the nature of loans granted to companies or 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 has 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.

(f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.

(iv) There are no loans, guarantees, and security given in respect of which provisions of Section 185 of the Companies Act, 2013 are applicable. In respect of loans, investments, guarantees and security in respect of which provisions of Section 186 of the Companies Act, 2013 is 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, 2013 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.

S.R. Batliboi & Associates LLP Bengaluru

(vi) The Central Government has not specified the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the products of the Company.

(vii) (a) Undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, duty of custom, cess and other statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases.

According to the information and explanations given to us and based on audit procedures performed by us, there are no undisputed dues in respect of goods and services tax, provident fund, employees' state insurance, income-tax, duty of custom, cess and other statutory dues which 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 Mn)	Payment under protest (Rs in Mn)	Period to which the amount relates	Forum where dispute is pending
The Central Excise and Customs Act, 1944	Excise duty	0.8	-	March 2006 to May 2007	Commissioner of Central Excise & Customs (Appeals)
The Central Excise and Customs Act, 1944	Excise duty	7.0	-	November 2004 to February 2006	Honorable Supreme Court of India
The Central Excise and Customs Act, 1944	Excise duty	1.1	-	2008-09 to 2009-10	Commissioner of Central Excise & Customs (Appeals)
The Central Excise and Customs Act, 1944	Excise Duty	0.1	-	March 2011 to December 2012	Customs Excise and Service Tax Appellate Tribunal
The Central Excise and Customs Act, 1944	Excise duty	-*	-*	January 2014 to December 2015	Commissioner of Central Excise & Customs (Appeals)
Karnataka Value Added Tax Act (VAT), 2003	VAT/CST	29.3	4.2	December 2006 to September 2007	Honorable Supreme Court of India
Tamil Nadu Value Added Tax (VAT)	VAT	100.0	-	2009-10 to 2015-16	Honorable Madras High Court
Finance Act, 1994	Service Tax	81.6	4.8	2010-11 to June 2017	Customs Excise and Service Tax Appellate Tribunal
Goods and Services Tax (GST), 2017	GST	9.2	-	April 2019 to December 2020	Honorable High Court of Karnataka
Goods and Services Tax (GST), 2017	GST	987.6	48.6	July 2017 to March 2022	Appellate authorities (Commissioner)

*Rounded off to nearest Mn

S.R. Batliboi & Associates LLP Bengaluru

(viii) As disclosed in note 56(vi) to the standalone financial statements, 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 56(viii) 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 loan outstanding during the year and hence the requirement to report on clause (c) of the Order is not applicable to the Company.

(d) The Company did not raise any funds during the year hence, the requirement to report on clause (ix)(d) of the Order is not applicable to the Company.

(e) On an overall examination of the standalone 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 subsidiary, associate or joint venture.

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiary, joint venture or associate company. 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 Companies Act, 2013 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) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of audit procedures.

(xii) The Company is not a nidhi company as per the provisions of the Companies Act, 2013. 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 Section 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the notes to the standalone financial statements, as required by the applicable accounting standards. The provisions of Section 177 of the Companies Act, 2013 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 Companies Act, 2013 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 Companies Act, 2013.

S.R. Batliboi & Associates LLP
Bengaluru

(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)(c) 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 and in the immediately preceding financial year.

(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 47 to the standalone financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone 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, 2013 in compliance with second proviso to Sub-section 5 of Section 135 of the Companies Act, 2013. This matter has been disclosed in note 40 to the standalone financial statements;

(b) All amounts that are unspent under Section (5) of section 135 of Companies Act, 2013, pursuant to any ongoing project, has been transferred to special account in compliance of with provisions of Sub-section (6) of Section 135 of the Companies Act, 2013. This matter has been disclosed in note 40 to the standalone financial statements.

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

per Sunil Gagger
Partner
Membership Number: 104315
UDIN: 25104315BMLNOY2253

S. R. Batliboi & Associates LLP Bengaluru

Place: Bengaluru
Date: May 27, 2025

Annexure 2 to the Independent Auditor's Report of even date on the Standalone Financial Statements of Orkla India Limited (formerly known as Orkla India Private Limited and 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 Orkla India Limited [formerly known as Orkla India Private Limited and MTR Foods Private Limited] ("the Company") as of March 31, 2025 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 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.

S.R. Batliboi & Associates LLP Bengaluru

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, 2025, 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: 25104315BMLNOY2253

S. R. Batliboi & Associates LLP
Bengaluru

Place: Bengaluru
Date: May 27, 2025

Orkla India Limited (formerly known as Orkla India Private Limited and MTR Foods Private Limited)
CIN: U15136KA1996PLC021007
Standalone Balance Sheet as at March 31, 2025
(All amounts are in Rs. million, unless stated otherwise)

	Notes	As at March 31, 2025	As at March 31, 2024 [Restated (Refer Note 52)]
Assets			
Non-current assets			
Property, plant and equipment	3(a)	3,485.0	4,060.9
Capital work-in-progress	3(b)	77.8	36.2
Right-of-use assets	4(a)	394.5	449.6
Goodwill	5	10,115.5	10,115.5
Other intangible assets	5	5,805.6	5,920.8
Financial assets			
Investments	6(a)	287.3	275.9
Loans	7	4.6	6.1
Other financial assets	8	76.7	69.8
Other non-current assets	9	35.8	93.2
Income tax assets (net)	10	1,148.8	1,023.5
Deferred tax assets (net)	23	-	1.9
		21,431.6	22,053.4
Current assets			
Inventories	11	3,051.9	2,969.4
Financial assets			
Investments	6(b)	1,474.3	2,971.5
Trade receivables	12	1,591.9	1,685.8
Cash and cash equivalents	13	773.7	395.8
Bank balances other than cash and cash equivalents	14	1,094.3	750.0
Loans	15	24.4	77.9
Other financial assets	16	1,003.9	1,988.4
Other current assets	17	869.9	853.6
		9,884.3	11,692.4
Assets held for sale	17(a)	290.6	-
		10,174.9	11,692.4
Total assets		31,606.5	33,745.8
Equity and liabilities			
Equity			
Equity share capital	18	137.0	134.0
Instruments entirely equity in nature	18	-	3.0
Other equity	19	24,434.0	27,930.7
Total equity		24,571.0	28,067.7
Non-current liabilities			
Financial liabilities			
Borrowings	22	-	37.7
Lease liabilities	4(b)	452.2	514.8
Other financial liabilities	25(a)	138.3	79.0
Government grants	20	-	10.7
Deferred tax liabilities (net)	23	1,030.4	902.7
Other non-current liabilities	21	-	13.2
		1,620.9	1,558.1

S.R. Batliboi & Associates LLP Bengaluru

Orkla India Limited Bengaluru

Orkla India Limited (formerly known as Orkla India Private Limited and MTR Foods Private Limited)
CIN: U15136KA1996PLC021007
Standalone Balance Sheet as at March 31, 2025
(All amounts are in Rs. million, unless stated otherwise)

	Notes	As at March 31, 2025	As at March 31, 2024 [Restated (Refer Note 52)]
Current liabilities			
Financial liabilities			
Lease liabilities	4(b)	91.8	80.0
Trade payables			
Total outstanding dues of micro enterprises and small enterprises	24	651.4	621.1
Total outstanding dues of creditors other than micro enterprises and small enterprises	24	1,981.7	1,695.1
Other financial liabilities	25(b)	1,654.0	1,305.9
Other current liabilities	26	759.0	177.0
Provisions	27	276.7	193.0
Current tax liabilities (net)	28	-	47.9
		5,414.6	**4,120.0**
Total liabilities		**7,035.5**	**5,678.1**
Total equity and liabilities		**31,606.5**	**33,745.8**
Summary of material accounting policies	2.2		

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

As per our report of even date attached herein

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

S.R. Batliboi & Associates LLP Bengaluru

per Sunil Gaggar
Partner
Membership no.: 104315

Place: Bengaluru
Date: May 27, 2025

For and on behalf of the Board of Directors of
Orkla India Limited (formerly known as Orkla India Private Limited and MTR Foods Private Limited)
CIN: U15136KA1996PLC021007

Atle Vidar Nagel Johansen
Chairman & Director
DIN: 01361367

Place: Oslo, Norway
Date: May 27, 2025

Sanjay Sharma
Managing Director & Chief Executive Officer
DIN: 02581107

Place: Bengaluru
Date: May 27, 2025

Suniana Calapa
Chief Financial Officer

Place: Bengaluru
Date: May 27, 2025

Kaushik Seshadri
Company Secretary
Membership no: A41800

Place: Bengaluru
Date: May 27, 2025

Rashmi Satish Joshi
Independent Director
DIN: 06641898

Place: Mumbai
Date: May 27, 2025

Orkla India Limited Bengaluru

Orkla India Limited (formerly known as Orkla India Private Limited and MTR Foods Private Limited)
CIN: U15136KA1996PLC021007
Standalone Statement of Profit and Loss for the year ended March 31, 2025
(All amounts are in Rs. million except share data and per share data, unless stated otherwise)

	Notes	For the Year ended March 31, 2025	For the Year ended March 31, 2024 [Restated (Refer Note 52)]
Income			
Revenue from operations	29	23,701.2	23,560.1
Other income	30	606.9	319.8
Total income		**24,308.1**	**23,879.9**
Expenses			
Cost of raw materials and packing materials consumed	31	11,741.3	13,100.5
Purchase of stock-in-trade	32	1,215.0	680.5
(Increase)/decrease in inventories of finished goods, work-in-progress and stock-in-trade	33	63.0	(143.6)
Employee benefits expense	34	2,390.5	2,323.5
Finance costs	35	64.5	66.4
Depreciation and amortisation expense	36	615.9	621.2
Other expenses	37	4,352.2	4,185.2
Total expenses		**20,442.4**	**20,833.7**
Profit before exceptional items and tax		**3,865.7**	**3,046.2**
Exceptional items (net)	53	(336.4)	-
Profit before tax		**3,529.3**	**3,046.2**
Tax expense:			
- Current tax	38	868.9	635.1
- Adjustment of tax relating to earlier periods	38	(13.4)	8.2
- Deferred tax charge	38	134.4	156.4
Total tax expense		**989.9**	**799.7**
Profit for the year		**2,539.4**	**2,246.5**
Other comprehensive income (OCI)			
Items that will not be reclassified to statement of profit or loss in subsequent periods :			
(a) Re-measurement gains/(losses) on defined benefit plans	39	(19.6)	87.6
Income tax effect on above	38	4.9	(22.0)
(b) Fair value losses on equity instruments	6(a)	(24.6)	-
Income tax effect on above		-	-
Total other comprehensive income/(loss) for the year (net of tax)		**(39.3)**	**65.6**
Total comprehensive income for the year (net of tax)		**2,500.1**	**2,312.1**
Earnings per equity share	51		
Basic and Diluted		18.5	16.8
Summary of material accounting policies	2.2		

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

As per our report of even date attached herein

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

per Sunil Gaggar
Partner
Membership no.: 104315

Place: Bengaluru
Date: May 27, 2025

S.R. Batliboi & Associates LLP Bengaluru

For and on behalf of the Board of Directors of
Orkla India Limited (formerly known as Orkla India Private Limited and MTR Foods Private Limited)
CIN: U15136KA1996PLC021007

Atle Vidar Nagel Johansen
Chairman & Director
DIN: 01361367

Place: Oslo, Norway
Date: May 27, 2025

Sanjay Sharma
Managing Director & Chief Executive Officer
DIN: 02581107

Place: Bengaluru
Date: May 27, 2025

Suniana Galapa
Chief Financial Officer

Place: Bengaluru
Date: May 27, 2025

Kaushik Seshadri
Company Secretary
Membership no: A41800

Place: Bengaluru
Date: May 27, 2025

Rashmi Satish Joshi
Independent Director
DIN: 06641898

Place: Mumbai
Date: May 27, 2025

Orkla India Limited Bengaluru

Orkla India Limited (formerly known as Orkla India Private Limited and MTR Foods Private Limited)
CIN: U15136KA1996PLC021007
Standalone Cash Flow Statement for the year ended March 31, 2025
(All amounts are in Rs. million, unless stated otherwise)

	Notes	For the year ended March 31, 2025	For the year ended March 31, 2024 [Restated (Refer Note 52)]
A. Cash flows from operating activities			
Profit before tax		3,529.3	3,046.2
Adjustments to reconcile profit before tax to net cash flows:			
Exceptional items (net)		336.4	-
Share based payment		3.3	5.9
Depreciation of property, plant and equipment		410.7	422.5
Amortisation of intangible assets		122.8	114.5
Depreciation of right-of-use assets		82.4	84.2
Interest expense - others		0.6	2.6
Interest expense on lease liabilities		54.4	55.6
Impairment loss/(reversal of impairment loss) on trade receivables		(49.6)	0.7
Interest on government grants		-	1.9
Property, plant and equipment/capital work-in-progress written off		8.1	-
Bad debts/advance written off		61.7	-
Unwinding of security deposit		(3.2)	(2.9)
Gain on termination/modification of right-of-use assets		(1.4)	-
Dividend income		(0.0)	(0.0)
Profit on sale of investments in units of mutual funds		(300.4)	(104.8)
Fair value gain on financial instruments at FVTPL		(55.7)	(44.1)
Liabilities written back		(50.8)	(1.5)
(Gain)/loss on sale of property, plant and equipment (net)		(2.1)	0.5
Interest income		(140.1)	(87.1)
GST input credit write off		-	0.2
Unrealised foreign exchange (gain)/loss (net)		4.6	(16.3)
Operating profit before working capital changes		**4,011.0**	**3,478.1**
Movements in working capital:			
Decrease /(increase) in trade receivables		120.8	(510.8)
Decrease/(increase) in inventories		(82.5)	531.7
(Increase) in financial assets and other assets		(247.3)	(410.3)
Increase in trade payable		330.0	498.3
Increase in financial liabilities and other liabilities		715.8	156.6
Increase in provisions		64.1	32.1
Cash generated from operations		**4,911.9**	**3,775.7**
Income tax paid (net of refunds)		(1,029.3)	(811.7)
Net cash flow from operating activities (A)		**3,882.6**	**2,964.0**
B. Cash flows from investing activities			
Purchase of property, plant and equipment and intangible assets (including capital work-in-progress and capital advances)		(201.8)	(391.2)
Proceeds from sale of property, plant and equipment		13.9	9.8
Purchase of units of mutual funds		(12,615.2)	(7,659.9)
Proceeds from sale of units of mutual funds		14,452.0	7,186.6
Repayment of loan by associate		50.0	-
Proceeds from the settlement of indemnity as per share purchase agreement		124.3	-
(Investment)/withdrawal in deposits with bank and margin money deposits with original maturity more than 3 months		700.1	(1,240.0)
Investment in deposits with financial institutions		-	(250.0)
Investment in shares of subsidiary		(11.4)	-
Investment in shares of associate		-	(50.4)
Purchase of other non-current investments		(24.6)	-
Interest received		137.1	29.6
Dividend received		0.0	0.0
Net cash flow from/(used in) investing activities (B)		**2,624.4**	**(2,365.5)**

S.R. Batliboi & Associates LLP Bengaluru

Orkla India Limited Bengaluru

Standalone Cash Flow Statement for the year ended March 31, 2025
(All amounts are in Rs. million, unless stated otherwise)

	Notes	For the year ended March 31, 2025	For the year ended March 31, 2024 [Restated (Refer Note 52)]
C. Cash flows from financing activities			
Repayment of short term borrowings		-	(310.0)
Interest paid		-	(4.0)
Payment of principal portion of lease liabilities		(74.6)	(70.6)
Interest on lease liabilities paid		(54.4)	(55.6)
Repayment of long-term borrowings		-	(2.2)
Share issue expenses		-	(6.4)
Dividend paid		(6,000.1)	-
Net cash flow used in financing activities (C)		**(6,129.1)**	**(448.8)**
Net increase in cash and cash equivalents (A+B+C)		**377.9**	**149.7**
Cash and cash equivalents at the beginning of the year		395.8	246.1
Cash and cash equivalents at the end of the year		**773.7**	**395.8**
Components of cash and cash equivalents			
Balances with banks:			
On current accounts		773.2	395.2
Cash on hand		0.5	0.6
Total cash and cash equivalents (refer note 13)		**773.7**	**395.8**

Notes:

1. The above statement of cash flows has been prepared under the "Indirect Method" as set out in Ind AS - 7 "Statement of Cash Flows".
2. Refer note 14 for change in liabilities arising from financing activities and for non-cash financing and investing activities.
3. Refer note 52 for details of non-cash activity for share swap pursuant to merger of Eastern Condiments Private Limited (ECPL).

Summary of material accounting policies	2.2		

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

As per our report of even date attached herein

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

per Sunil Gaggar
Partner
Membership no.: 104315

Place: Bengaluru
Date: May 27, 2025

S.R. Batliboi & Associates LLP Bengaluru

For and on behalf of the Board of Directors of
Orkla India Limited (formerly known as Orkla India Private Limited and MTR Foods Private Limited)
CIN: U15136KA1996PLC021007

Atle Vidar Nagel Johansen
Chairman & Director
DIN: 01361367

Place: Oslo, Norway
Date: May 27, 2025

Sanjay Sharma
Managing Director & Chief Executive Officer
DIN: 02581107

Place: Bengaluru
Date: May 27, 2025

Suniana Calapa
Chief Financial Officer

Place: Bengaluru
Date: May 27, 2025

Kaushik Seshadri
Company Secretary
Membership no: A41800

Place: Bengaluru
Date: May 27, 2025

Rashmi Satish Joshi
Independent Director
DIN: 06641898

Place: Mumbai
Date: May 27, 2025

Orkla India Limited Bengaluru

Orkla India Limited (formerly known as Orkla India Private Limited and MTR Foods Private Limited)
CIN: U15136KA1996PLC021007
Standalone Statement of Changes in Equity for the year ended March 31, 2025
(All amounts are in Rs million except share data and per share data unless otherwise stated)

a) Equity share capital

	Nos	Amount
Equity shares of Rs. 10 each, issued, subscribed and fully paid-up		
As at April 1, 2024	1,33,93,359	134.0
Redeemable Optionally Convertible Preference Shares (ROCPS) converted to equity shares (refer note 52)	3,05,564	3.0
As at March 31, 2025	**1,36,98,923**	**137.0**
As at April 1, 2023	1,23,30,269	123.3
Shares issued during the year (refer note 52)	7,57,526	7.6
Redeemable Optionally Convertible Preference Shares (ROCPS) converted to equity shares (refer note 52)	3,05,564	3.1
As at March 31, 2024	**1,33,93,359**	**134.0**

b) Instruments entirely equity in nature

Redeemable Optionally Convertible Preference Shares (ROCPS) of Rs.10 each, issued, subscribed and fully paid up		
As at April 1, 2024	3,05,564	3.0
Converted to equity shares (refer note 52)	(3,05,564)	(3.0)
As at March 31, 2025	-	-
As at April 1, 2023	-	-
Shares issued during the year (refer note 52)	6,11,128	6.1
Converted to equity shares (refer note 52)	(3,05,564)	(3.1)
As at March 31, 2024	**3,05,564**	**3.0**

For movement in share capital, refer note 18

c) Other equity

	Reserve and surplus					Shares pending issuance (refer note 52)	Other comprehensive income	Total
	Securities premium	Capital redemption reserve	Capital reserve	Retained earnings	Contribution from parent		Fair value gains/ (losses) on equity instruments	
As at April 1, 2024	**11,095.0**	**33.7**	**6,030.6**	**10,735.1**	**25.1**	-	**11.2**	**27,930.7**
Profit for the year	-	-	-	2,539.4	-	-	-	2,539.4
Dividend	-	-	-	(6,000.1)	-	-	-	(6,000.1)
Other comprehensive income (net of tax)	-	-	-	(14.7)	-	-	(24.6)	(39.3)
Total Comprehensive income for the year	-	-	-	**(3,475.4)**	-	-	**(24.6)**	**(3,500.0)**
Compensation cost related to employee share based payment plans (refer note 43)	-	-	-	-	3.3	-	-	3.3
As at March 31, 2025	**11,095.0**	**33.7**	**6,030.6**	**7,259.7**	**28.4**	-	**(13.4)**	**24,434.0**
As at April 1, 2023	**11,101.4**	**33.7**	-	**8,423.0**	**19.2**	**2,700.0**	**11.2**	**22,288.5**
Profit for the year	-	-	-	2,246.5	-	-	-	2,246.5
Other comprehensive income (net of tax)	-	-	-	65.6	-	-	-	65.6
Total Comprehensive income for the year	-	-	-	**2,312.1**	-	-	-	**2,312.1**
Capital reserve arising on account of merger (refer note 52)	-	-	6,030.6	-	-	-	-	6,030.6
Shares issued on account of merger (refer note 52)	-	-	-	-	-	(2,700.0)	-	(2,700.0)
Share issue expenses	(6.4)	-	-	-	-	-	-	(6.4)
Compensation cost related to employee share based payment plans (refer note 43)	-	-	-	-	6.8	-	-	6.8
Cross charge from ultimate holding company for employee share based payment plans	-	-	-	-	(0.9)	-	-	(0.9)
As at March 31, 2024	**11,095.0**	**33.7**	**6,030.6**	**10,735.1**	**25.1**	-	**11.2**	**27,930.7**

Summary of material 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 attached herein

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

per Sunil Gaggar
Partner
Membership no.: 104315

Place: Bengaluru
Date: May 27, 2025

S.R. Batliboi & Associates LLP Bengaluru

For and on behalf of the Board of Directors of
Orkla India Limited (formerly known as Orkla India Private Limited and MTR Foods Private Limited)
CIN: U15136KA1996PLC021007

Atle Vidar Nagel Johansen
Chairman & Director
DIN: 01361367

Place: Oslo, Norway
Date: May 27, 2025

Sanjay Sharma
Managing Director & Chief Executive Officer
DIN: 02581107

Place: Bengaluru
Date: May 27, 2025

Sanjana Culupa
Chief Financial Officer

Place: Bengaluru
Date: May 27, 2025

Kaushik Seshadri
Company Secretary
Membership no: A41800

Place: Bengaluru
Date: May 27, 2025

Rashmi Satish Joshi
Independent Director
DIN: 06641898

Place: Mumbai
Date: May 27, 2025

Orkla India Limited Bengaluru

1. Corporate Information

Orkla India Limited [formerly Orkla India Private Limited and MTR Foods Private Limited] ("the Company") [CIN No. U15136KA1996PLC021007] was incorporated at Bangalore in 1996 under the Companies Act, 1956, and is engaged in the manufacture and sale of instant food mixes, spices, masalas and blended curry powders made of spices, ready-to-eat food products, vermicelli, confectionery, beverages, coffee and rice products (viz. Puttu Podi, Idli Podi, Dosa Podi, Pathiri Podi, Appam Podi, etc.) etc. The Company also undertakes trading of certain food products such as, spices, spice mix, pickles, tea, tamarind, coconut oil and oral care products. The registered office of the Company is No. 1, 2nd and 3rd Floor, 100 Feet inner ring road, Ashwini layout, Ejipura, Bengaluru – 560047, Karnataka.

The Company is headquartered in Bengaluru and has its manufacturing facilities in Karnataka, Kerala, Andhra Pradesh, Rajasthan, and warehouses and an extensive distribution network in India, Middle East countries and other overseas markets.

The Company has converted from Private Limited Company to Public Limited Company, through a special resolution passed in the extraordinary general meeting of the shareholders of the Company held on March 13, 2025. Consequently, the name of the Company has been changed to Orkla India Limited pursuant to a fresh certificate of incorporation issued by the Registrar of Companies dated April 25, 2025.

The standalone financial statements were approved for issue by the Company's Board of Directors on May 27, 2025.

2. Material 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:

a) Certain financial assets and liabilities measured at fair value; and
b) Derivative financial instruments.

The standalone financial statements are presented in Rs. million and all values are rounded to the nearest million (Rs. 000,000), except when otherwise indicated. Certain numbers in the notes and disclosures in the standalone financial statements have been presented as zero with one decimal ("0.0"), where the absolute amount is below Rs. 50,000 ("fifty thousand").

2.2 Summary of material 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.

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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.

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

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 standalone financial statements are presented in Rs. million ('Rs. 000,000'), 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

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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:

(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 2.3, 5, 48 and 49.
(ii) Financial instruments (including those carried at amortised cost) - note 4(b), 6(a), 6(b), 7, 8, 12, 13, 14, 15, 16, 22, 25(a), 24, and 25(b).

(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.

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(i) Sale of goods:

Revenue is measured at the transaction price that the Company receives or expects to receive as consideration for goods supplied and services rendered, net of returns and estimates of variable consideration such as discounts to customers.

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.

- **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).

(ii) 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.

(iii) 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.

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Contract liabilities

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

(iv) 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.

(v) Sale of energy from windmills

Revenue from energy generated from windmills is recognised based on energy units generated and supplied to the Grid (Electricity board) net off units drawn for own consumption. As regards to energy units used for own consumption, they are netted off against power costs.

(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.

(ix) Government grant

The Company may receive government grants that require compliance with certain conditions related to the Company's operating activities or are provided to the Company by way of financial assistance on the basis of certain qualifying criteria.

Accordingly, government grants:

(a) related to or used for assets, are deducted from the carrying amount of the asset.
(b) related to incurring specific expenditures are taken to the Statement of Profit and Loss on the same basis and in the same periods as the expenditures incurred.
(c) by way of financial assistance on the basis of certain qualifying criteria are recognised as they become receivable.

Government grants are recognised when there is reasonable assurance that the grant will be received upon the Company complying with the conditions attached to the grant. Income from such grants is recognised on a systematic basis over the periods to which they relate. In the unlikely event that a grant previously recognised is ultimately not received, it is treated as a change in estimate and the amount cumulatively recognised is expensed in the Statement of Profit and Loss.

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(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 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.

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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 (GST) 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.

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.

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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)
Plant and machinery	5-15
Office equipment/ Computers	3-6
Factory buildings	30
Electrical fittings	10
Furniture and fixtures	10
Vehicles	4-8
Windmill	22

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

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.

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

Assets	**Useful life (in years)**
Software	3 years
Trademarks	Indefinite
Distribution network	4 years
Recipes	10 years

(h) Business combination and goodwill

A business combination involving entities or businesses under common control is a business combination in which all of the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination and the control is not transitory. The transactions between entities under common control are specifically covered by Ind AS 103. Such transactions are accounted for using the pooling-of-interest method. The assets and liabilities of the acquired entity are recognised at their carrying amounts of the Company's standalone financial statements. No adjustments are made to reflect fair values or recognise any new assets or liabilities. The components of equity of the acquired companies are added to the same components within the Company's equity. The difference, if any, between the amounts recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to capital reserve and is presented separately from other capital reserves. The Company's shares issued in consideration for the acquired companies are recognized from the moment the acquired companies are included in these standalone financial statements and the financial statements of the commonly controlled entities would be combined, retrospectively, as if the transaction had occurred at the beginning of the earliest reporting period presented.

Purchase consideration paid in excess / shortfall of the fair value of identifiable assets and liabilities including contingent liabilities and contingent assets, is recognised as goodwill / capital reserve respectively, except in case where different accounting treatment is specified in the court approved scheme.

Deferred tax assets or liabilities, and liabilities or assets related to employee benefits arrangements are recognized and measured in accordance with Ind AS 12 "Income Taxes" and Ind AS 19 "Employee Benefits" respectively.

Potential tax effects of temporary differences and carry forwards of an acquiree that exist at the acquisition date or arise as a result of the acquisition are accounted in accordance with Ind AS 12.

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Company's cash-generating units (or group of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in statement of profit and loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

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(i) 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.

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 25 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.

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.

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.

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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.

(j) Non-current assets held for sale

The Company classifies non-current assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use.

Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset, excluding finance costs and income tax expense.

The criteria for held for sale classification is regarded as met only when the sale is highly probable, and the asset is available for immediate sale in its present condition. Actions required to complete the sale/ distribution should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale and the sale expected within one year from the date of classification.

For these purposes, sale transactions include exchanges of non-current assets for other non-current assets when the exchange has commercial substance. The criteria for held for sale classification is regarded met only when the assets is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets, its sale is highly probable; and it will genuinely be sold, not abandoned. The Company treats sale of the asset to be highly probable when:

- The appropriate level of management is committed to a plan to sell the asset,
- An active programme to locate a buyer and complete the plan has been initiated (if applicable),
- The asset is being actively marketed for sale at a price that is reasonable in relation to its current fair value,
- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and
- Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Property, plant and equipment and intangible are not depreciated, or amortised assets once classified as held for sale.

Assets and liabilities classified as held for sale are presented separately from other items in the balance sheet.

(k) Inventories

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.

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Work-in-progress & finished goods including stock-in-trade 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 stock-in-trade 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.

Inventories are valued as follows:

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.

(l) 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 post-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.

For assets excluding goodwill, 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. An impairment loss recognised for goodwill is not reversed in subsequent periods.

(m) 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.

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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.

(n) 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.

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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.

(o) 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.

(p) 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

Financial assets include Investments, Trade Receivables, Advances, Security Deposits, Cash and Cash equivalents. Such assets are initially recognised at fair value or transaction price, as applicable, when the Company becomes party to contractual obligations. The transaction price includes transaction costs unless the asset is being valued through Statement of Profit and Loss.

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)

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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, associate and joint venture 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

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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.

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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 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.

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(q) 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.

(r) Investment in subsidiary, associate and joint venture

A subsidiary is an entity that is controlled by another entity.

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

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

The investment in subsidiary, associate and joint venture 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.

(s) 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 Executive Officer (CEO) is the Chief Operating Decision Maker (CODM) who 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.

(t) 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

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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.

(u) 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

(v) 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.

(w) 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.

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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 39.

(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 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.

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(e) Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to goodwill and other intangibles with indefinite useful lives recognised by the Company. The key assumptions used to determine the recoverable amount for the different CGUs, are disclosed and further explained in note 5.

(f) Share based payments

Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. For the measurement of the fair value of equity-settled transactions with employees at the grant date, the Company uses Black and Scholes model. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in note 43.

(g) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. See note 48 for further disclosures.

(h) 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.

(i) 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.

(j) 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 49.

2.4 Standards notified but not effective

There are no standards that are notified and not yet effective as on the date.

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(All amounts are in Rs. million, unless stated otherwise)

3(a) Property, plant and equipment

	Land [refer notes (i) & (ii)]	Buildings [on freehold land]	Buildings [on leasehold land]	Leasehold Improvements	Plant and Machinery	Office Equipment	Electrical Fittings	Furniture and Fixtures	Vehicles	Windmill	Total
Gross block											
As at April 1, 2023	1,228.1	1,234.4	55.7	9.7	1,907.7	113.7	77.1	77.7	101.1	63.5	4,868.7
Changes on account of merger (refer note 52)	-	-	-	-	8.7	1.8	-	0.6	-	-	11.1
As at April 1, 2023 (Restated)	1,228.1	1,234.4	55.7	9.7	1,916.4	115.5	77.1	78.3	101.1	63.5	4,879.8
Additions	-	7.1	5.6	26.6	779.5	38.4	4.4	7.8	4.6	-	874.0
Disposals	-	(0.2)	-	-	(5.9)	(1.1)	-	(0.1)	(21.7)	-	(29.0)
As at March 31, 2024 (Restated)	1,228.1	1,241.3	61.3	36.3	2,690.0	152.8	81.5	86.0	84.0	63.5	5,724.8
Additions	-	7.3	4.6	1.3	92.4	30.2	0.4	5.4	-	-	141.6
Disposals	-	(0.5)	-	(0.8)	(38.6)	(3.2)	-	(0.3)	(14.7)	-	(58.1)
Transfer to assets held for sale (refer note 17(a))	(163.9)	(159.6)	-	-	-	-	-	-	-	-	(323.5)
As at March 31, 2025	1,064.2	1,088.5	65.9	36.8	2,743.8	179.8	81.9	91.1	69.3	63.5	5,484.8
Accumulated depreciation and impairment											
As at April 1, 2023	-	184.2	9.2	4.1	885.3	57.8	38.1	33.4	25.6	17.4	1,255.1
Changes on account of merger (refer note 52)	-	-	-	-	4.7	1.5	-	0.3	-	-	6.5
As at April 1, 2023 (Restated)	-	184.2	9.2	4.1	890.0	59.3	38.1	33.7	25.6	17.4	1,261.6
Depreciation for the year (refer note 36)	-	63.5	4.6	2.6	279.4	27.5	8.9	11.0	16.0	9.0	422.5
Disposals	-	(0.0)	-	-	(3.9)	(1.0)	-	(0.1)	(15.2)	-	(20.2)
As at March 31, 2024 (Restated)	-	247.7	13.8	6.7	1,165.5	85.8	47.0	44.6	26.4	26.4	1,663.9
Depreciation for the year (refer note 36)	-	60.7	5.6	6.7	265.8	33.2	8.7	9.6	11.4	9.0	410.7
Disposals	-	-	-	(0.8)	(29.7)	(3.2)	-	(0.2)	(8.0)	-	(41.9)
Transfer to assets held for sale (refer note 17(a))	-	(32.9)	-	-	-	-	-	-	-	-	(32.9)
As at March 31, 2025	-	275.5	19.4	12.6	1,401.6	115.8	55.7	54.0	29.8	35.4	1,999.8
Net carrying value as at:											
As at March 31, 2024 (Restated)	1,228.1	993.6	47.5	29.6	1,524.5	67.0	34.5	41.4	57.6	37.1	4,060.9
As at March 31, 2025	1,064.2	813.0	46.5	24.2	1,342.2	64.0	26.2	37.1	39.5	28.1	3,485.0

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(All amounts are in Rs. million, unless stated otherwise)

Note:

(i) **Title deeds of immovable properties not held in the name of the Company as at March 31, 2025**

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 & equipment / Assets held for sale	Land (freehold and leasehold) and buildings	1,494.7	Eastern Condiments Private limited (ECPL) [erstwhile subsidiary]	No	September 01, 2023	Land & Building pending transfer to the Company on account of scheme of merger which are in the name of erstwhile subsidiary, will be transferred in the name of the Company in due course.
Property, plant & equipment	Land (freehold) and buildings	1,036.0	MTR Foods Private Limited [erstwhile name of the Company]	No	January 04, 2024	The legal name of the Company has been changed during the year ended March 31, 2024. The land and building are held in the erstwhile name of the Company.

Title deeds of immovable properties not held in the name of the Company as at March 31, 2024

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 & equipment	Land (freehold and leasehold) and buildings	1,494.7	Eastern Condiments Private limited (ECPL) [erstwhile subsidiary]	No	September 01, 2023	Land & Building pending transfer to the Company on account of scheme of merger which are in the name of erstwhile subsidiary, will be transferred in the name of the Company in due course.
Property, plant & equipment	Land (freehold) and buildings	1,036.0	MTR Foods Private Limited [erstwhile name of the Company]	No	January 04, 2024	The legal name of the Company has been changed during the year ended March 31, 2024. The land and building are held in the erstwhile name of the Company.

(ii) During the year ended March 31, 2019, ECPL had made advance payment of Rs. 46.5 to a party for purchase of a land situated at Edapally. The concerned land was mortgaged by such party with a bank as security. Further, the land was taken over by the bank as part of its recovery proceedings against the said party in financial year ended March 31, 2019.

During the year ended March 31, 2019, the above-mentioned land was purchased by ECPL through an auction conducted by the bank at a cost of Rs. 37.7. The said amount of Rs. 37.7 was paid by Mr. Navas M Meeran (promoter of ECPL) to ECPL, as agreed by him to secure the title of the land in the name of ECPL. The amount paid by the promoter of ECPL was disclosed as an interest free borrowing (refer note 22). Based on the agreement executed between ECPL and Mr. Navas M Meeran, repayment of borrowings is restricted to the extent of amount recovered from the party. Also, in the event of non-recovery from the aforesaid party, the aforesaid borrowings will be set off against the advance receivable from the party and there would not be any amount payable to Mr. Navas M Meeran and accordingly, difference of Rs. 8.8 was written off during the year ended March 31, 2019.

Further, as per the agreement executed on October 21, 2024 between the Company and Mr. Navas M Meeran, the Company has written off advance receivable from the party aggregating to Rs. 37.7 and written back the borrowings amount payable to Mr. Navas M Meeran aggregating Rs. 37.7 in the year ended March 31, 2025.

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(All amounts are in Rs. million, unless stated otherwise)

3(b) Capital work-in-progress

As at April 1, 2023	**738.9**
Changes on account of merger (refer note 52)	-
As at April 1, 2023 (Restated)	**738.9**
Additions	112.9
Capitalised	(809.1)
Disposal	(6.5)
As at March 31, 2024 (Restated)	**36.2**
Additions	90.0
Capitalised	(42.5)
Disposal	(5.9)
As at March 31, 2025	**77.8**

Capital work-in-progress (CWIP) ageing schedule

Particulars	As at March 31, 2025				
	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	77.8	-	-	-	77.8
Projects temporarily suspended	-	-	-	-	-
Total	**77.8**	-	-	-	**77.8**

Particulars	As at March 31, 2024				
	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	27.6	4.2	-	-	31.8
Projects temporarily suspended	-	2.7	-	1.7	4.4
Total	**27.6**	**6.9**	-	**1.7**	**36.2**

Details of projects overdue to its original plan:

Particulars	As at March 31, 2025				
	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Factory, Bengaluru	45.1	-	-	-	45.1
Corporate office, Bengaluru	1.0	-	-	-	1.0
Factory, Kothamangalam	14.8	-	-	-	14.8
Factory, Guntur	4.1	-	-	-	4.1
Factory, Adimali	0.8	-	-	-	0.8
Factory, Kota	0.1	-	-	-	0.1
Total	**65.9**	-	-	-	**65.9**

Particulars	As at March 31, 2024				
	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Factory, Bengaluru	18.2	3.0	-	-	21.2
Factory, Kittur	-	0.5	-	-	0.5
Factory, Guntur	0.5	-	-	-	0.5
Factory, Kothamangalam	-	1.0	-	-	1.0
Total	**18.7**	**4.5**	-	-	**23.2**

As at March 31, 2025 and March 31, 2024, the Company has no projects whose cost has exceeded compared to its original plan.

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4 Right-of-use assets and lease liabilities

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

	As at March 31, 2025	As at March 31, 2024 [Restated (Refer Note 52)]
At the beginning of the year	449.6	455.6
Changes on account of merger (refer note 52)	-	6.4
At the beginning of the year (Restated)	**449.6**	**462.0**
Additions	34.9	71.8
Depreciation of right-of-use assets (refer note 36)	(82.4)	(84.2)
Deletions	(6.6)	-
Adjustment due to modification [refer note (i) below]	(1.0)	-
At the end of the year	**394.5**	**449.6**

4(b) Lease liabilities

	As at March 31, 2025	As at March 31, 2024 [Restated (Refer Note 52)]
At the beginning of the year	594.8	592.1
Changes on account of merger (refer note 52)	-	6.8
At the beginning of the year (Restated)	**594.8**	**598.9**
Additions	32.7	66.5
Retirements	(7.7)	-
Interest expense on lease liabilities (refer note 35)	54.4	55.6
Adjustment due to modification [refer note (i) below]	(1.2)	-
Payments	(129.0)	(126.2)
At the end of the year	**544.0**	**594.8**

Note :

(i) The modification/adjustment is on account of change in the lease term. 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, 2025	As at March 31, 2024 [Restated (Refer Note 52)]
Non-current	452.2	514.8
Current	91.8	80.0

The following are the amounts recognised in profit and loss :

	For the year ended March 31, 2025	For the Year ended March 31, 2024 [Restated (Refer Note 52)]
Gain on termination/modification of right-of-use assets (refer note 30)	1.4	-
Depreciation expense of right-of-use assets (refer note 36)	82.4	84.2
Interest expense on lease liabilities (refer note 35)	54.4	55.6
Expense relating to short-term leases (included in other expenses & staff welfare)	83.4	101.3
Expense relating to leases of low value assets (included in other expenses)	0.3	3.3

Also refer note 41(a) for other disclosures in respect of leases.

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5 Intangible assets

		Other intangible assets				
	Goodwill [refer note (i)]	Trademarks and Brands [refer note (i)]	Distribution network	Recipes	Computer software	Total
Gross block						
As at April 01, 2023	9,863.6	5,731.1	368.0	0.5	86.8	6,186.4
Changes on account of merger (refer note 52)	251.9	-	-	-	0.1	0.1
As at April 01, 2023 (Restated)	10,115.5	5,731.1	368.0	0.5	86.9	6,186.5
Additions	-	-	-	-	105.7	105.7
Disposals	-	-	-	-	-	-
As at March 31, 2024 (Restated)	10,115.5	5,731.1	368.0	0.5	192.6	6,292.2
Additions	-	-	-	-	7.6	7.6
Disposals	-	-	-	-	-	-
As at March 31, 2025	10,115.5	5,731.1	368.0	0.5	200.2	6,299.8
Amortisation						
As at April 01, 2023	-	0.9	184.0	0.3	71.7	256.9
Changes on account of merger (refer note 52)	-	-	-	-	0.0	0.0
As at April 01, 2023 (Restated)	-	0.9	184.0	0.3	71.7	256.9
Amortisation for the year (refer note 36)	-	0.0	92.0	0.0	22.5	114.5
Disposals	-	-	-	-	-	-
As at March 31, 2024 (Restated)	-	0.9	276.0	0.3	94.2	371.4
Amortisation for the year (refer note 36)	-	0.0	92.0	0.0	30.8	122.8
Disposals	-	-	-	-	-	-
As at March 31, 2025	-	0.9	368.0	0.3	125.0	494.2
Net carrying value as at:						
As at March 31, 2024 (Restated)	10,115.5	5,730.2	92.0	0.2	98.4	5,920.8
As at March 31, 2025	10,115.5	5,730.2	-	0.2	75.2	5,805.6

Note:

Goodwill primarily includes Rs 9,854.2 and Rs 261.3 on acquisition of ECPL (Eastern) and Rasoi respectively. Further, the Company recognised has recognised Trademarks and Brands aggregating Rs 5,730.0 on acquisition of ECPL. Trademarks and Brands are not amortised and are considered to have indefinite life, on account of the history of operations in ECPL and their established brands in the market. These intangible assets and goodwill are tested for impairment on an annual basis in accordance with the applicable accounting standards. For the purposes of impairment, Goodwill and Trademarks & Brands recognised on acquisition of ECPL has been allocated to Eastern CGU and further, Goodwill on acquisition of Rasoi has been allocated to Rasoi CGU.

(i) Eastern CGU

The recoverable amount of Eastern CGU has been determined based on a value in use calculation considering the cash flow projections from financial budgets approved by the Management for the financial years ending March 31, 2026 to March 31, 2030 which covers a five-year period. For the purposes of impairment testing, the post-tax discount rate applied to cash flow projections for the current financial year is 12.0% (March 31, 2024: 12.0%) and cash flows beyond the five-year period are extrapolated considering a growth rate of 5.0% (March 31,2024: 5.0%), which is similar to the long-term average growth rate for the industry.

Rasoi CGU

The recoverable amount of the Rasoi CGU has been determined based on a value in use calculation considering the cash flow projections from financial budgets approved by the Management for the financial years ending March 31, 2026 to March 31, 2030 which covers a five-year period. For the purposes of impairment testing, the post-tax discount rate applied to cash flow projections for the current financial year is 23.0% (March 31, 2024: 15.0%) and cash flows beyond the five-year period are extrapolated considering a growth rate of 5.0% (March 31,2024: 5.0%), which is similar to the long-term average growth rate for the industry.

Key assumptions used for value in use calculations and sensitivity to changes in assumptions

The calculation of value in use is most sensitive to the following assumptions:

a. Discount rates

b. Growth rates used to extrapolate cash flows beyond the forecast period

Discount rates - Discount rates represent the current market assessment of the risks specific to each CGU, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Company and its operating segments and is derived from its weighted average cost of capital (WACC). The WACC takes into account both debt and equity. The cost of equity is derived from the expected return on investment by the Company's investors. The cost of debt is based on the interest-bearing borrowings the Company is obliged to service. Segment-specific risk is incorporated by applying individual beta factors. The beta factors are evaluated annually based on publicly available market data.

Growth rate - In assessing the impairment of our CGUs, we have applied a growth rate of 5% to extrapolate the cash flows. This rate reflects both the segment's historical performance and our expectations for sustainable future growth in a competitive market. The growth rate is integral to the discounted cash flow models, which inform the recoverable amount of the CGUs against their carrying values.

Based on the above assessment, no impairment has been recognised during the year ended March 31, 2025 (March 31, 2024: Nil). Further, the Company has also performed sensitivity analysis around the key assumptions and has concluded that there are no reasonably possible changes to key assumptions that would cause the carrying amount of the aforesaid assets to exceed their recoverable values.

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(All amounts are in Rs. million, unless stated otherwise)

6 Investments

6(a) Non-current investments

Investment in equity instruments

		As at March 31, 2025	As at March 31, 2024 [Restated (Refer Note 52)]
In subsidiaries (at cost unless stated otherwise):			
Unquoted			
1,00,000 (March 31, 2024: 1,00,000) Equity shares of Rs. 10 (March 31, 2024: Rs 10) each fully paid-up in Eastern Food Speciality Formulations Private Limited [refer note (i) below]		10.0	10.0
Less: Provision for impairment		(10.0)	(10.0)
Add: Reversal of provision for impairment on account of strike off		10.0	-
Less: Derecognition of investment on account of stike off		(10.0)	-
	(A)	-	-
500 (March 31, 2024: Nil) Equity shares of UAE Dirhams 1,000 (March 31, 2024: Nil) each fully paid up in Orkla IMEA [refer note (ii) below]		11.4	-
	(B)	11.4	-
In associate (at cost unless stated otherwise):			
Unquoted			
4,271 (March 31, 2024: 4,271) Equity shares of Rs 10 (March 31, 2024: Rs 10) each fully paid-up in Pot Ful India Private Limited [refer note (iii) below]		202.0	202.0
	(C)	202.0	202.0
In joint venture (at cost unless stated otherwise):			
Unquoted			
2,500 (March 31, 2024: 2,500) equity shares of UAE Dirhams 1,000 (March 31, 2024: UAE Dirhams 1,000) each fully paid-up in Eastern Condiments Middle East & North Africa FZC, UAE		73.9	73.9
	(D)	73.9	73.9
Total	(A+B+C+D)	287.3	275.9
In others (at fair value through other comprehensive income):			
Unquoted			
1,403 (March 31, 2024: 1,403) Equity shares of Rs 10 (March 31, 2024: Rs 10) each fully paid-up in Firmroots Private Limited [refer note (iv) below]		3.9	3.9
Less: Provision for Impairment		(3.9)	(3.9)
	(A)	-	-
37,748 (March 31, 2024: Nil) Equity shares of Rs 10 (March 31, 2024: Nil) each fully paid in Clean Max Aurora Private Limited [refer note (v) below]		24.6	-
Less: Provision for Impairment		(24.6)	-
	(B)	-	-
750 (March 31, 2024: 750) Equity shares of Rs. 10 (March 31,2024: Rs. 10) each fully paid up in Vishweshwar Sahakari Bank Ltd	(C)	0.0	0.0
Total	(A+B+C)	0.0	0.0

6(b) Current investments

Investments in mutual funds (at fair value through profit or loss account)

	As at March 31, 2025	As at March 31, 2024
Quoted		
Aditya Birla Sun Life Liquid Fund 210,096 units (March 31, 2024: 3,828,858 units)	88.1	1,491.4
ICICI Prudential Liquid Fund 77,768 units (March 31, 2024: 4,142,242 units)	29.9	1,480.1
Axis Money Market Fund 625,109 units (March 31, 2024: Nil)	885.1	-
Axis Liquid Fund 43,463 units (March 31, 2024: Nil)	125.3	-
Baroda BNP Paribas Liquid Fund 9,609 units (March 31, 2024: Nil)	28.7	-
Baroda BNP Paribas Ultra Short Duration Fund 27,539 units (March 31, 2024: Nil)	42.2	-
Kotak Liquid Fund 2,472 units (March 31, 2024: Nil)	13.0	-
HSBC Liquid Fund 59,225 units (March 31, 2024: Nil)	153.1	-
Franklin Templeton Liquid Fund 27,942 units (March 31, 2024: Nil)	108.9	-
Total	1,474.3	2,971.5

Note:

Aggregate book value and market value of quoted investments	1,474.3	2,971.5
Aggregate book value of unquoted investments	287.3	275.9
Aggregate amount of impairment in value of investments	28.5	13.9

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(All amounts are in Rs. million, unless stated otherwise)

Note:

i) During the current year, Eastern Food Speciality Formulations Private Limited (EFSF) applied for strike off under section 248 of the Companies Act, 2013. Pursuant to the application filed, the Registrar of Companies (RoC) published the name of the Company in the official gazette dated February 25, 2025 approving the strike off and its dissolution. Accordingly, the Company has derecognised its investment in the subsidiary during the year ended March 31, 2025. In the earlier years, the Company had recognised the impairment loss on the investment in EFSF. The loss on account of strike off is set off with the aforesaid impairment allowance created during earlier year.

ii) During the current year, the Company has invested in a wholly-owned subsidiary incorporated in the region of United of Arab Emirates (UAE).

iii) On December 1, 2018, the Company acquired 1,112 shares of Pot Ful India Private Limited (Pot Ful), comprising of 10% shareholding in Pot Ful. 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. During the year ended March 31, 2023 and March 31, 2024, the Company additionally subscribed to 218 equity shares and 539 equity shares respectively resulting in 30.47% shareholding in Pot Ful. During the year ended March 31, 2025, Pot Ful issued 280 equity shares to other investors, which reduced the shareholding of the Company to 29.87% in Pot Ful.

iv) On October 13, 2017, the Company had acquired 8,065 shares of Firmroots Private Limited (FPL) at fair value of Rs. 4,340 per share which comprise of 43% shareholding. During the year ended March 31, 2020, FPL had converted its Series A CCPS into equity shares, reducing the Company's shareholding to 33% and the Company had also recognised an impairment loss of Rs. 1,513 per share due to performance of FPL. Further, the Company sold 6,662 shares of FPL at a fair value of Rs. 2,627 per share, contributing to a loss of Rs. 200 per share during the financial year ended March 31, 2021. The aforesaid impairment loss was set off from the impairment allowance created by the Company during the year ended March 31, 2020.

Post the sale made by the Company, the balance shareholding was 5.54% which resulted into FPL ceasing to be an associate w.e.f. December 24, 2020. Accordingly, investments in FPL were remeasured at fair value through other comprehensive income in accordance with Ind-AS 109. Management has assessed the fair value of the investments in FPL as at March 31, 2025 to be Rs. Nil (March 31, 2024: Rs. Nil, March 31, 2023: Nil).

v) Pursuant to requirements of Electricity Act, the Company has subscribed for 37,748 equity shares of Rs. 10 each of Clean Max Aurora Private Limited (Clean Max) for a purchase consideration of Rs. 24.6 (subscription price) during the year ended March 31, 2025. Further, pursuant to Energy Supply Agreement, the Company has agreed to purchase total solar power to be generated from solar plant having installed capacity i.e., 6.6 MWp. As per the Shareholders' Agreement (SHA) between the Company and Clean Max, the Company has an option to sell back the aforesaid equity shares at fair market value. The Company has irrevocably elected to measure fair value changes in the aforesaid equity instruments through other comprehensive income (FVTOCI). Management has assessed the fair value of investment in Clean Max as at March 31, 2025 to be Nil and accordingly, recognised an impairment loss of Rs. 24.6.

7 Non current - loans

	As at March 31, 2025	As at March 31, 2024 [Restated (Refer Note 52)]
At amortised cost		
Loans to employees	4.6	6.1
	4.6	**6.1**
Sub-classification of loans:		
Loan receivables considered good - unsecured	4.6	6.1
	4.6	**6.1**

8 Other non-current financial assets

	As at March 31, 2025	As at March 31, 2024 [Restated (Refer Note 52)]
At amortised cost		
Unsecured - considered good		
Security deposits for leased premises	44.8	36.8
Other deposits*	31.8	32.9
Margin money deposits with bank [refer note (i) below]	0.1	0.1
	76.7	**69.8**

*Majorly includes electricity deposits

Note:
(i) Margin money deposits are intended to secure the bank guarantee and letter of credit facility obtained by the Company.

9 Other non-current assets

	As at March 31, 2025	As at March 31, 2024 [Restated (Refer Note 52)]
Unsecured - considered good		
Capital advances	9.1	52.0
Prepaid expenses	4.4	5.7
Balances with statutory/government authorities	22.3	35.5
	35.8	**93.2**

10 Income tax assets

	As at March 31, 2025	As at March 31, 2024 [Restated (Refer Note 52)]
Advance tax (net of provisions)	1,148.8	1,023.5
	1,148.8	**1,023.5**

11 Inventories

	As at March 31, 2025	As at March 31, 2024 [Restated (Refer Note 52)]
At lower of cost and net realisable value		
Raw materials	1,592.6	1,523.5
Packing materials	210.3	160.3
Work-in-progress	352.8	405.6
Finished goods [includes goods-in-transit for Rs 37.5 (March 31, 2024: Rs. 33.5)]	652.8	709.2
Stock-in-trade	130.1	83.9
Stores, spares and consumables	113.3	86.9
	3,051.9	**2,969.4**

As at March 31, 2025 Rs. 55.2 (March 31, 2024: Rs. 88.0) was recognised as provision towards slow moving and non moving inventories.

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12 Trade receivables

	As at March 31, 2025	As at March 31, 2024 [Restated (Refer Note 52)]
Trade receivables include:		
Receivable from related parties (refer note 46)	-	-
Receivable from others	1,591.9	1,685.8
	1,591.9	**1,685.8**
Break-up for security details:		
Trade receivables considered good - secured	-	-
Trade receivables considered good - unsecured	1,591.9	1,685.8
Trade receivables - which have significant increase in credit risk	12.5	47.6
Trade receivables - credit impaired	8.6	23.1
	1,613.0	1,756.5
Less: Allowance for expected credit loss	(21.1)	(70.7)
	1,591.9	**1,685.8**

Trade receivables are generally non-interest bearing and are on terms of 0 to 60 days, except for export sales which are generally on terms of 30-120 days, however the same may vary for each customer on based on the agreed terms. For terms and condition relating to related party receivables, refer note 46.

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

Trade receivables ageing schedule

As at March 31, 2025	Current but not due	Outstanding for the following periods from the due date of payment					
		Less than 6 Months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade receivables - considered good	1,133.0	449.5	3.5	5.4	0.5	-	1,591.9
Undisputed trade receivables - which have significant increase in credit risk	2.1	9.2	1.2	-	-	-	12.5
Undisputed trade receivable - credit impaired	-	-	-	4.6	0.2	2.3	7.1
Disputed trade receivables - considered good	-	-	-	-	-	-	-
Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables - credit impaired	-	-	-	-	-	1.5	1.5
Total	**1,135.1**	**458.7**	**4.7**	**10.0**	**0.7**	**3.8**	**1,613.0**

As at March 31, 2024	Current but not due	Outstanding for the following periods from the due date of payment					
		Less than 6 Months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade receivables - considered good	615.2	992.7	64.2	7.4	6.3	-	1,685.8
Undisputed trade receivables - which have significant increase in credit risk	-	9.9	37.7	-	-	-	47.6
Undisputed trade receivable - credit impaired	-	-	-	4.5	2.3	11.6	18.4
Disputed trade receivables - considered good	-	-	-	-	-	-	-
Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables - credit impaired	-	-	-	-	-	4.7	4.7
Total	**615.2**	**1,002.6**	**101.9**	**11.9**	**8.6**	**16.3**	**1,756.5**

13 Cash and cash equivalents

	As at March 31, 2025	As at March 31, 2024 [Restated (Refer Note 52)]
Balances with banks		
On current accounts*	773.2	395.2
Cash on hand	0.5	0.6
	773.7	**395.8**

*Includes Rs. 18.0 as at March 31, 2025 (March 31, 2024: 13.5) earmarked towards Corporate Social Responsibility (CSR). Refer note 40.

As at March 31, 2025, the Company had undrawn borrowing facilities of Rs. 1,415.6 (March 31, 2024: Rs. 1,051.4).

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14 Bank balances other than cash and cash equivalents

	As at March 31, 2025	As at March 31, 2024 [Restated (Refer Note 52)]
Bank deposits (with original maturity of more than 3 months and less than 12 months)	1,094.3	750.0
	1,094.3	**750.0**

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

	As at April 1, 2024 [Restated (Refer Note 52)]	Cash flows (net)	Non-cash changes		As at March 31, 2025
			Fair Value adjustments	Others*	
Investing activities					
Right-of-use assets	449.6	-	-	(55.1)	394.5
Non-current investments	275.9	36.0	(24.6)	-	287.3
Capital advances	52.0	0.7	-	(43.6)	9.1
Current investments	2,971.5	(1,836.8)	39.2	300.4	1,474.3
Total	**3,749.0**	**(1,800.1)**	**14.6**	**201.7**	**2,165.2**
Financing activities					
Non-current borrowings (including current maturities of long-term borrowings shown under current borrowing)	37.7	-	-	(37.7)	-
Lease liabilities	594.8	(129.0)	-	78.2	544.0
Liability on account of forward commitment (refer note 52)	36.0	-	-	-	36.0
	668.5	**(129.0)**	**-**	**40.5**	**580.0**

	As at April 1, 2023 [Restated (Refer Note 52)]	Cash flows (net)	Non-cash changes		As at March 31, 2024 [Restated (Refer Note 52)]
			Fair Value adjustments	Others	
Investing activities					
Right-of-use assets	462.0	-	-	(12.4)	449.6
Non-current investments	225.5	50.4	-	-	275.9
Current investments	2,345.8	473.3	47.6	104.8	2,971.5
Total	**3,033.3**	**523.7**	**47.6**	**92.4**	**3,697.0**
Financing activities					
Non-current borrowings (including current maturities of long-term borrowings shown under current borrowing)	39.9	(2.2)	-	-	37.7
Current borrowings	310.0	(310.0)	-	-	-
Lease liabilities	598.9	(126.2)	-	122.1	594.8
Liability on account of forward commitment (refer note 52)	3,380.2	-	-	(3,344.2)	36.0
Total	**4,329.0**	**(438.4)**	**-**	**(3,222.1)**	**668.5**

* Represents movements in ROU, profit on sale of current investments (net), advances written off

15 Current financial assets- loans

	As at March 31, 2025	As at March 31, 2024 [Restated (Refer Note 52)]
At amortised cost		
Loans to employees	24.4	27.9
Loans to related parties [refer note (i) below]	-	50.0
	24.4	**77.9**
Sub-classification of loans:		
Loan receivables considered good - unsecured	24.4	77.9
	24.4	**77.9**
(i) Loans to related parties comprise of the following		
PotFul India Private Limited (Associate)	-	50.0
Maximum amount outstanding during the year	-	50.0

The Company had given a loan to its associate, 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 has been repaid by the associate during the year ended March 31, 2025

16 Other financial assets - current

	As at March 31, 2025	As at March 31, 2024 [Restated (Refer Note 52)]
At amortised cost		
Unsecured - considered good		
Security deposits for leased premises	16.5	19.6
Bank deposits (with original maturity of more than 12 months and having remaining maturity of less than 12 months)	-	1,000.0
Fixed deposit with financial institutions (with original and remaining maturity of less than 12 months)	268.4	250.0
Margin money deposits (refer note (i) below)	4.9	3.1
Interest accrued on loans & deposits	-	61.5
Advance to employees	-	0.4
Receivable from spices board [refer note (ii) below]	35.8	35.8
Insurance claim receivable [refer note (iii) below]	0.0	203.2
Incentive receivable	605.7	399.8
Other receivables*	57.2	15.0
At fair value through profit and loss		
Derivative asset (mark-to-market gains on derivative contracts)	15.4	-
	1,003.9	**1,988.4**

*Includes expenses incurred by the Group aggregating Rs. 29 for the year ended March 31, 2025 in connection with its initial public offer (IPO) of equity shares and the same is recoverable from the selling shareholders. For the years ended March 31, 2024 and March 31, 2023, it mainly pertains to receivables from contract manufacturers

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Note:

(i) Margin money deposits are intended to secure the bank guarantee and letter of credit facility obtained by the Company

(ii) It represents the amount receivable from Spices Board of India towards construction of factory building in Kota, Rajasthan on behalf of Spice Board of India. The same factory building has been leased to the Company for a period of 15 years commencing from July 2017. The cost incurred by the Company on construction of such factory building for the same location will be reimbursed by the Spices Board of India based on the terms of the agreement. Further, the Company has already received Rs. 54.2 in prior years and balance amount aggregating Rs. 35.8 is pending to be received on account of the final clearance awaited from the Spices Board of India on its inspection.

(iii) Pursuant to a fire incident on October 14, 2019, certain property, plant & equipment, inventory and other assets of the cold storage facility of Theni manufacturing plant of ECPL were damaged. The total loss aggregating Rs. 289.6 on account of the aforesaid incident was lodged with the insurance company by ECPL. ECPL had recognised a minimum insurance claim receivable of Rs. 224.8. The above-mentioned loss (to the extent of insurance receivable) and the corresponding credit arising from insurance claim receivable has been presented on a net basis in the financial statements. Further, during the year ended March 31, 2023, certain damaged items were sold through an auction held in the presence of insurance authorities. ECPL realised Rs. 21.5 from such auction sale and accordingly, the insurance claim receivable was recorded at Rs. 203.2 in the books of ECPL. Post merger of ECPL with the Company, the aforesaid insurance claim receivable was recorded by the Company in its books of account.

During the year ended March 31, 2025, the Company has written off the insurance claim receivable from the insurance company. Further, based on the Share Purchase Agreement (SPA) entered at the time of acquisition of ECPL, the promoters of ECPL have compensated the Company to the extent of the insurance claim receivable from the insurance company [refer note 53(i)]

17 Other current assets

	As at March 31, 2025	As at March 31, 2024 [Restated (Refer Note 52)]
Unsecured, considered good		
Prepaid expenses	98.8	91.7
Receivable from LIC [refer note (i) below]	3.7	24.0
Other receivables*	2.7	18.6
Balances with statutory/ government authorities		
Unsecured, considered good	657.5	619.5
Unsecured, considered doubtful	15.0	15.0
	672.5	634.5
Less: provision for doubtful balances	(15.0)	(15.0)
	657.5	619.5
Advances recoverable in kind**		
Unsecured, considered good	53.7	49.3
Unsecured, considered doubtful	1.8	1.8
	55.5	51.1
Less: provision for doubtful advances	(1.8)	(1.8)
	53.7	49.3
Export incentive receivables	53.5	50.5
	869.9	**853.6**

* Includes receivables from contract manufacturers etc

**Includes advances given to suppliers towards purchase of raw materials

Note:

(i) The amount represents receivables from Life Insurance Corporation of India (LIC) towards the payment made by the Company on behalf of LIC to the employees resigned/retired

17(a) Assets held for sale

Pursuant to approval of the Board of Directors in the current financial year ended March 31 2025, the Company transferred the operations from the plant located at Theni, Tamil Nadu to other facilities in order to optimise its manufacturing activities. In this regard, the Company has transferred all movable assets to other manufacturing facilities and further decided to sell the immovable assets including land and building. The Management is committed to sell the aforesaid land and building within one year from the balance sheet date and accordingly, the carrying value of such land and building has been classified under asset held for sale as at March 31, 2025

	As at March 31, 2025	As at March 31, 2024 [Restated (Refer Note 52)]
Group of assets held for sale		
Land	163.9	-
Building	126.7	-
	290.6	-

There are no liabilities associated with the assets classified as held for sale

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(All amounts are in Rs. million except share data and per share data, unless stated otherwise)

18 Share capital

a) Authorised share capital

	As at March 31, 2025		As at March 31, 2024	
	No. of shares	Amount	No. of shares	Amount
Equity shares of Rs. 10 each (refer note 59)				
As at the beginning of the year	8,70,00,000	870.0	5,00,00,000	500.0
Increase during the year*	23,00,000	23.0	3,70,00,000	370.0
As at the end of the year	**8,93,00,000**	**893.0**	**8,70,00,000**	**870.0**
Preference shares of Rs. 10 each				
As at the beginning of the year	2,20,00,000	220.0	-	-
Increase during the year*	-	-	2,20,00,000	220.0
As at the end of the year	**2,20,00,000**	**220.0**	**2,20,00,000**	**220.0**

* During the year ended March 31, 2025, authorised share capital has been increased on account of merger of Rasoi Magic Foods (India) Private Limited and BAMS Condiments Impex Private Limited with the Company (refer note 52). During the year ended March 31, 2024, authorised share capital has been increased on account of merger of Eastern Condiments Private Limited (ECPL) with the Company (refer note 52).

	As at March 31, 2025		As at March 31, 2024	
	No. of shares	Amount	No. of shares	Amount
Issued, subscribed and paid-up equity share capital (refer note 59)				
Equity shares of Rs 10 each fully paid up	1,36,98,923	137.0	1,33,93,359	134.0
Total issued, subscribed and paid-up equity share capital	**1,36,98,923**	**137.0**	**1,33,93,359**	**134.0**

	As at March 31, 2025		As at March 31, 2024	
	No. of shares	Amount	No. of shares	Amount
Issued, subscribed and paid-up preference share capital				
Redeemable Optionally Convertible Preference Shares (ROCPS) of Rs 10 each fully paid up		-	3,05,564	3.0
Total issued, subscribed and paid-up preference share capital	-	-	**3,05,564**	**3.0**

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

	As at March 31, 2025		As at March 31, 2024	
Equity shares of Rs.10 each	No. of shares	Amount	No. of shares	Amount
As at the beginning of the year	1,33,93,359	134.0	1,23,30,269	123.3
Add: Issued during the year (refer note 52)	-	-	7,57,526	7.6
Add: ROCPS converted to equity shares (refer note 52)	3,05,564	3.0	3,05,564	3.1
As at the end of the year	**1,36,98,923**	**137.0**	**1,33,93,359**	**134.0**

	As at March 31, 2025		As at March 31, 2024	
ROCPS of Rs. 10 each	No. of shares	Amount	No. of shares	Amount
As at the beginning of the year	3,05,564	3.0	-	-
Add: Issued during the year (refer note 52)	-	-	6,11,128	6.1
Less: Converted to equity shares (refer note 52)	-3,05,564	(3.0)	(3,05,564)	(3.1)
As at the end of the year	-	-	**3,05,564**	**3.0**

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) Terms/ rights attached to ROCPS

(i) The Company has only one class of preference share having a par value of Rs 10 per share. The holders of ROCPS shall be entitled to attend all general meetings of the Company and will be entitled to voting rights on an as-if converted basis. Each holder of ROCPS is entitles to one vote per share.

(ii) The ROCPS shall carry a preferential right vis-a-vis the equity shares with respect to payment of dividend and the holders of ROCPS shall be paid dividend on a non-cumulative basis @ 0.001% (zero point zero zero one percent) or such other rate as may be approved by the board of the Company, provided if the board of the Company declares dividend on the equity shares, the ROCPS shall be entitled to dividend at the same rate.

(iii) The ROCPS shall carry a preferential right with respect to repayment in case of a winding up of the Company, and shall be participating in the surplus funds, assets and profits of the Company, if any, which may remain on winding up after the entire capital has been repaid pari pasu with equity shares.

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

Out of equity shares and preference 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, 2025		As at March 31, 2024	
	Numbers	Amount	Numbers	Amount
(i) Orkla Asia Pacific Pte Ltd, Singapore, the immediate holding company Equity shares of Rs. 10 each fully paid up	1,23,30,209	123.3	1,23,30,209	123.3
(ii) Orkla ASA, Norway, the ultimate holding company Equity shares of Rs. 10 each fully paid up	60	0.0	60	0.0

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f) Details of shares held by promoters

As at March 31, 2025

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	90.01%	-
(ii) Orkla ASA, Norway, the ultimate holding company Equity shares of Rs 10 each fully paid up	60	-	60	0.00%	-
Total	**1,23,30,269**	**-**	**1,23,30,269**	**90.01%**	**-**

As at March 31, 2024

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 Equity shares of Rs 10 each fully paid up	1,23,30,209	-	1,23,30,209	92.06%	-
(ii) Orkla Food Ingredients AS, Norway, an associate company Equity shares of Rs 10 each fully paid up	60	(60)	-	-	-100.00%
(iii) Orkla ASA, Norway, the ultimate holding company Equity shares of Rs 10 each fully paid up	-	60	60	0.00%	100.00%
Total	**1,23,30,269**	**-**	**1,23,30,269**	**92.06%**	**-**

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

	As at March 31, 2025		As at March 31, 2024	
	Numbers	**% holding**	**Numbers**	**% holding**
Equity shares of Rs.10 each fully paid up				
Orkla Asia Pacific Pte Ltd, Singapore	1,23,30,209	90.01%	1,23,30,209	92.06%
ROCPS of Rs.10 each fully paid up				
Navas Meeran	-	0.00%	1,52,782	50.00%
Feroz Meeran	-	0.00%	1,52,782	50.00%

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.

h) The Company has not bought back any shares during the period of five years immediately preceding the reporting date.

i) The company has not issued any bonus shares during the period of five years immediately preceding the reporting date.

j) Details of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date.

The Company issued 757,526 equity shares and 611,128 ROCPS during the year ended March 31, 2024 for consideration other than cash on account of merger of ECPL with the Company (refer note 52)

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19 Other equity

	As at March 31, 2025	As at March 31, 2024 [Restated (Refer Note 52)]
Capital redemption reserve	33.7	33.7
Retained earnings	7,259.7	10,735.1
Securities premium (net of stamp duty on issue of shares of Rs 175)	11,095.0	11,095.0
Contribution from Parent	28.4	25.1
Other comprehensive income (fair value gains/(losses) on equity instruments)	(13.4)	11.2
Capital reserve	6,030.6	6,030.6
Total other equity	**24,434.0**	**27,930.7**

Movement of other equity:	As at March 31, 2025	As at March 31, 2024 [Restated (Refer Note 52)]
Capital redemption reserve		
As at the beginning of the year	33.7	33.7
Add: Addition during the year	-	-
Less: Utilisation during the year	-	-
	33.7	**33.7**
Retained earnings		
As at the beginning of the year	10,735.1	8,423.0
Add: Profit for the year	2,539.4	2,246.5
Less: Dividend	(6,000.1)	-
Add: Other comprehensive income (net of tax)	(14.7)	65.6
	7,259.7	**10,735.1**
Securities premium		
As at the beginning of the year	11,095.0	11,101.4
Less: Share issue expenses	-	(6.4)
	11,095.0	**11,095.0**
Contribution from Parent		
As at the beginning of the year	25.1	19.2
Add: Compensation cost related to employee share based payment plans (refer note 43)	3.3	6.8
Less: Cross charge from ultimate holding company for employee share based payment plans	-	(0.9)
	28.4	**25.1**
Other comprehensive income (fair value gains/(losses) on equity instruments)		
As at the beginning of the year	11.2	11.2
Add/Less: Fair value gain/ (loss) during the year	(24.6)	-
	(13.4)	**11.2**
Shares pending issuance		
As at the beginning of the year	-	2,700.0
Less: Shares issued on account of merger (refer note 52)	-	(2,700.0)
	-	-
Capital reserve		
As at the beginning of the year	6,030.6	-
Add: Capital reserve arising on account of merger (refer note 52)	-	6,030.6
	6,030.6	**6,030.6**

A. 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 has created 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, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained earnings include re-measurement loss / (gain) on defined benefit plans, net of taxes that will not be reclassified to Statement of Profit and Loss.

iii. **Securities premium:** It represents the premium received on issue of shares over and above the face value of equity shares. The reserve is available for utilisation in accordance with the provisions of the Companies Act, 2013.

iv. **Contribution from Parent:** It comprises of the fair value of the share options granted to the employees of the Company by the ultimate holding company, Orkla ASA.

v. **Other comprehensive income:** It represents the net fair value gain/(losses) recorded on investment in equity instruments carried at fair value through other comprehensive income.

vi. **Shares pending issuance:** It represents the reserve created towards the value of ROCPS to be issued to the promoters of Eastern Condiments Private Limited (ECPL) as per the scheme of merger.

vii. **Capital reserve:** Includes Rs. 6,030.6 reserve created on account of merger of Eastern Condiments Private Limited (ECPL) with the Company (refer note 52).

B. Dividend distribution made and proposed:

	For the year ended March 31, 2025	For the year ended March 31, 2024 [Restated (Refer Note 52)]
Dividends on equity shares declared and paid:		
Interim dividend for the year ended on March 31, 2025: Rs. 438.0 per share (March 31, 2024: Nil)	5,866.3	-
Dividends on ROCPS declared and paid:		
Interim dividend for the year ended on March 31, 2025: Rs. 438.0 per share (March 31, 2024: Nil)	133.8	-
	6,000.1	-

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20 Government grants

	As at March 31, 2025	As at March 31, 2024 [Restated (Refer Note 52)]
Grant received for capital assets under Export Promotion Capital Goods (EPCG) scheme (refer note 45)	-	10.7
	-	**10.7**

Movement in liability is as follows:

	As at March 31, 2025	As at March 31, 2024 [Restated (Refer Note 52)]
Opening balance	10.7	10.7
Received during the year	-	-
Refunded	(10.7)	-
Closing balance	-	**10.7**
Current	-	-
Non-current	-	10.7

21 Other non-current liabilities

	As at March 31, 2025	As at March 31, 2024 [Restated (Refer Note 52)]
Interest on government grants (refer note 45)	-	13.2
	-	**13.2**

22 Non-current borrowings

	As at March 31, 2025	As at March 31, 2024 [Restated (Refer Note 52)]
From others (unsecured)		
Loan from director of ECPL	-	37.7
Total non current borrowings	-	**37.7**

Details of security and terms of repayment

It represents interest free unsecured loan amounting to Rs. 37.7 given by Mr. Navas M. Meeran, (director of ECPL) to the Company. The same loan has been written back during the year ended March 31, 2025 [refer note 3(a)(iii)].

23 Deferred tax assets/(liabilities) [net]

	As at March 31, 2025	As at March 31, 2024 [Restated (Refer Note 52)]
Deferred tax assets	-	1.9
Deferred tax liabilities	(1,030.4)	(902.7)
	(1,030.4)	**(900.8)**

Movement in deferred tax assets/(liabilities):

	Standalone balance sheet		Standalone statement of profit and loss and OCI	
	As at March 31, 2025	As at March 31, 2024 [Restated (Refer Note 52)]	Year ended March 31, 2025	Year ended March 31, 2024 [Restated (Refer Note 52)]
Property, plant and equipment and intangibles: difference in written down value as per Companies Act, 2013 and as per Income Tax Act	(1,196.3)	(1,068.1)	(128.2)	(185.0)
Employee retirement benefit expenditure and bonus payable charged to the statement of profit and loss account but allowed for tax purposes on payment basis	89.2	67.6	21.6	(10.2)
Impact of ROU assets	(99.3)	(113.2)	13.9	3.1
Impact of lease liabilities	136.9	149.7	(12.8)	(1.0)
Other timing differences*	39.2	63.2	(24.0)	14.7
Net deferred tax liabilities	**(1,030.3)**	**(900.8)**	**(129.5)**	**(178.4)**

*Majorly includes timing differences due to impairment allowance for expected credit loss, provision for litigation, fair value gain on financial instruments.

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(All amounts are in Rs. million, unless stated otherwise)

Reconciliation of deferred tax liabilities (net)	**As at March 31, 2025**	**As at March 31, 2024 [Restated (Refer Note 52)]**
Balance at the beginning of the year	(900.8)	(722.4)
Tax income/(expense) during the year recognised in profit or loss	(134.4)	(156.4)
Tax income/(expense) during the year recognised in OCI	4.9	(22.0)
Balance at the end of the year	**(1,030.3)**	**(900.8)**

24 Trade payables

	As at March 31, 2025	**As at March 31, 2024 [Restated (Refer Note 52)]**
Total outstanding dues of micro and small enterprises	651.4	621.1
Total outstanding dues of creditors other than micro and small enterprises*	1,981.7	1,695.1
	2,633.1	2,316.2

* Includes payable to related parties (refer note 46)
* Trade payables are non-interest bearing and are normally settled on 15 to 60 day terms.

Trade payable ageing schedule

As at March 31, 2025

	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	126.8	498.2	25.9	0.1	0.0	0.1	**651.1**
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,345.5	501.9	128.3	2.1	1.6	2.3	**1,981.7**
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	0.3	**0.3**
Total	**1,472.3**	**1,000.1**	**154.2**	**2.2**	**1.6**	**2.7**	**2,633.1**

As at March 31, 2024

	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	214.7	375.0	31.3	-	-	0.1	**621.1**
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,208.0	316.2	165.8	2.1	0.5	1.9	**1,694.5**
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	0.2	-	0.4	**0.6**
Total	**1,422.7**	**691.2**	**197.1**	**2.3**	**0.5**	**2.4**	**2,316.2**

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(All amounts are in Rs. million, unless stated otherwise)

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

		As at March 31, 2025	As at March 31, 2024 [Restated (Refer Note 52)]
(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**	658.4	628.8
	Interest due on above	0.3	0.9
(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	112.3	141.9
	Interest	0.7	0.5
(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.	0.2	0.0
(iv)	The amount of interest accrued and remaining unpaid at the end of each accounting year.	0.5	0.9
(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.	15.4	15.6

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, 2025 to the extent of Rs. 7.0 (March 31, 2024: Rs.7.8)

25 Other financial liabilities

	As at March 31, 2025	As at March 31, 2024 [Restated (Refer Note 52)]
25(a) Other non current financial liabilities		
At amortised cost		
Payable to employees	138.3	79.0
	138.3	**79.0**
25(b) Other current financial liabilities		
At amortised cost		
Payable to employees	296.4	420.6
Payable for purchase of capital goods*	14.3	21.0
Deposits from suppliers	8.3	11.7
Refund liabilities [refer note 29(d)]	89.6	82.0
Payable to Promoters of ECPL (refer note 53)	257.5	-
Liability on account of supplier finance arrangement [refer note (i) below]	951.9	733.5
At fair value through profit and loss		
Liability on account of forward commitment [refer note 52]	36.0	36.0
Derivative liability (mark-to-market losses on derivative contracts)	-	1.1
	1,654.0	**1,305.9**

*Includes outstanding dues to micro & small enterprises of Rs.7.0 (March 31, 2024: Rs. 7.8)

Note

(i) It represents payables to authorised institutions operating the Trade Receivables Discounting Systems (TReDS) and Citi Bank, where vendors have discounted their receivables due from the Company.

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26 Other current liabilities

	As at March 31, 2025	As at March 31, 2024 [Restated (Refer Note 52)]
Statutory dues payable*	654.9	71.4
Payable towards CSR expenditure	58.2	58.9
Contract liabilities [refer note 31(e)]	45.9	46.7
	759.0	**177.0**

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

27 Current provisions	As at March 31, 2025	As at March 31, 2024 [Restated (Refer Note 52)]
Employee benefit obligation		
Provision for gratuity (refer note 39)	58.0	3.4
Provision for compensated absences	76.0	75.4
Others		
Other provisions [refer note 42(i)]	142.7	114.2
Total	**276.7**	**193.0**

28 Current tax liabilities (net)

Income tax liabilities (net of advance tax)	-	47.9
	-	**47.9**

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(All amounts are in Rs. million, unless stated otherwise)

29 Revenue from operations

		For the year ended March 31, 2025	For the year ended March 31, 2024 [Restated (Refer Note 52)]
Finished goods		21,030.0	22,132.6
Stock-in-trade		2,332.7	1,091.3
Sale of products	(A)	**23,362.7**	**23,223.9**
Scrap sales		61.7	47.0
Export incentives		55.8	46.9
Sale of energy from windmills		13.8	25.0
Government grant (production linked incentive)		205.8	217.3
Others*		1.4	-
Other operating revenue (B)	(B)	**338.5**	**336.2**
Total revenue from operations	(A+B)	**23,701.2**	**23,560.1**

* Includes collection fees for food festival

(a) Disclosure of disaggregated revenue recognised in the standalone statement of profit and loss based on geographical segment:*

	For the year ended March 31, 2025	For the year ended March 31, 2024 [Restated (Refer Note 52)]
Revenue from customers within India	18,721.5	18,792.8
Revenue from customers outside India	4,641.2	4,431.1
Revenue as per the standalone statement of profit and loss	**23,362.7**	**23,223.9**

(b) Timing of revenue recognition*

	For the year ended March 31, 2025	For the year ended March 31, 2024 [Restated (Refer Note 52)]
Goods transferred at a point in time	23,362.7	23,223.9
Goods transferred over time	-	-
	23,362.7	**23,223.9**

(c) Contract balances

	As at March 31, 2025	As at March 31, 2024 [Restated (Refer Note 52)]
Contract liabilities - Advance from customers (refer note 26)	45.9	46.7

Advances from customers represent amounts received by the Company from customers prior to the delivery of goods and are recorded as liabilities in these financial statements until the goods are delivered. During the year ended March 31, 2025, the Company recognised revenue of Rs. 46.7 arising from advance from customers as at March 31, 2024. During the year ended March 31, 2024, the Company recognised revenue of Rs. 58.7 arising from advance from customers as at March 31, 2023.

(d) Refund liabilities:

	As at March 31, 2025	As at March 31, 2024 [Restated (Refer Note 52)]
Refund liabilities [Refer note 25(b)]	89.6	82.0

Refund liabilities represent the Company's obligation to refund to customers due to returns of goods. The liability is measured at the value of goods expected to be refunded, based on historical trends and customer agreements. Refund liabilities are recognized as a liability in the financial statements when it is probable that a refund will be made, and the amount can be reliably estimated. Changes in the refund liability are adjusted in the period in which the adjustment becomes known.

*The amount of Rs. 338.5 (March 31, 2024: Rs. 336.2) pertaining to other operating revenue has not been considered in the above revenue disclosure.

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(All amounts are in Rs. million, unless stated otherwise)

(e) Reconciliation of revenue as recognised in the standalone statement of profit and loss with the contracted price:*

	For the year ended March 31, 2025	For the year ended March 31, 2024 [Restated (Refer Note 52)]
Revenue as per contracted price	25,422.8	25,094.5
Less:		
Sales returns	(275.1)	(307.8)
Discounts and volume rebates	(1,785.0)	(1,562.8)
Revenue as per the standalone statement of profit and loss	**23,362.7**	**23,223.9**

*The amount of Rs. 338.5 (March 31, 2024: Rs. 336.2) pertaining to other operating revenue has not been considered in the above revenue disclosure.

Performance obligation

Sale of goods
The performance obligation in the case of domestic sales is satisfied upon delivery of the goods to the customers and in the case of export sales, the performance obligation is satisfied upon shipping of the goods on board and are generally non-interest bearing.

30 Other income

	For the year ended March 31, 2025	For the year ended March 31, 2024 [Restated (Refer Note 52)]
Interest income		
Loan to subsidiary company	-	0.0
Loan to associates	3.9	3.5
Bank deposit	135.8	83.6
Others*	0.3	3.8
Unwinding of security deposit	3.2	2.9
Gain on termination/modification of right-of-use assets (refer note 4)	1.4	-
Gain on sale of property, plant and equipment (net)	2.1	-
Profit on sale of investments in units of mutual funds	300.4	104.8
Fair value gain on financial instruments at FVTPL	55.7	44.1
Gain on foreign exchange fluctuations	44.4	69.0
Liabilities written back	50.8	1.5
Other non-operating income**	8.9	6.6
	606.9	**319.8**

* Majorly includes interest on factory electricity deposit and interest on income tax refund.

** Majorly includes distributors penalty discount and reimbursement of export charge, recovery from vendors, customs duty drawback.

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(All amounts are in Rs. million, unless stated otherwise)

31 Cost of raw material and packing materials consumed

		For the year ended March 31, 2025	For the year ended March 31, 2024 [Restated (Refer Note 52)]
a)	**Raw materials**		
	Inventory at the beginning of the year (refer note 11)	1,523.5	2,187.1
	Add: Purchases (net)	10,735.9	11,658.1
		12,259.4	13,845.2
	Less: Inventory at the end of the year (refer note 11)	1,592.6	1,523.5
		10,666.8	**12,321.7**
b)	**Packing materials**		
	Inventory at the beginning of the year (refer note 11)	160.3	190.0
	Add: Purchases (net)	1,124.5	749.2
		1,284.8	939.2
	Less: Sales	-	0.1
	Less: Inventory at the end of the year (refer note 11)	210.3	160.3
		1,074.5	**778.8**
	Total (a+b)	**11,741.3**	**13,100.5**

32 Purchase of stock-in-trade

Purchase of stock-in-trade	1,215.0	680.5
	1,215.0	**680.5**

33 Changes in inventories of finished goods, work-in-progress and stock-in-trade

		For the year ended March 31, 2025	For the year ended March 31, 2024 [Restated (Refer Note 52)]
a)	**Stock-in-trade**		
	Opening inventory (refer note 11)	83.9	61.7
	Closing inventory (refer note 11)	130.1	83.9
	Decrease/ (increase) in inventories	**(46.2)**	**(22.2)**
b)	**Work in progress**		
	Opening inventory (refer note 11)	405.6	339.9
	Closing inventory (refer note 11)	352.8	405.6
	Decrease/ (increase) in inventories	**52.8**	**(65.7)**
c)	**Finished goods**		
	Opening inventory (refer note 11)	709.2	653.5
	Closing inventory (refer note 11)	652.8	709.2
	Decrease/ (increase) in inventories	**56.4**	**(55.7)**
	Net decrease/ (increase) in inventories (a+b+c)	**63.0**	**(143.6)**

34 Employee benefits expense

	For the year ended March 31, 2025	For the year ended March 31, 2024 [Restated (Refer Note 52)]
Salaries, wages and bonus	2,036.0	1,970.0
Contribution to provident and other funds (refer note 39)	113.7	111.3
Gratuity expense (refer note 39)	40.5	47.0
Staff welfare expenses	197.0	188.4
Share based payment (refer note 43)	3.3	6.8
	2,390.5	**2,323.5**

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35 Finance costs

	For the year ended March 31, 2025	For the year ended March 31, 2024 [Restated (Refer Note 52)]
Interest expense on borrowings	0.0	2.2
Interest expense on lease liabilities [refer note 4(b)]	54.4	55.6
Interest expense on payment to micro and small enterprises	1.2	-
	55.6	**57.8**
Bank charges [refer note (i) below]	8.3	8.2
Interest on income tax	0.6	0.4
	8.9	**8.6**
	64.5	**66.4**

Note

(i) Bank charges mainly consist of LC charges.

36 Depreciation and amortisation expense

	For the year ended March 31, 2025	For the year ended March 31, 2024 [Restated (Refer Note 52)]
Depreciation of property, plant and equipment [refer note 3(a)]	410.7	422.5
Amortisation of intangible assets (refer note 5)	122.8	114.5
Depreciation of right-of-use assets [refer note 4(a)]	82.4	84.2
	615.9	**621.2**

37 Other expenses

	For the year ended March 31, 2025	For the year ended March 31, 2024 [Restated (Refer Note 52)]
Consumption of stores and spares	65.2	50.1
Power and fuel	249.3	254.3
Processing & water charges	29.4	59.7
Repairs and maintenance		
Plant and machinery	68.4	75.9
Buildings	11.4	14.5
Others	336.0	286.8
Rent	81.0	71.8
Rates and taxes	82.4	110.4
Insurance	48.6	44.1
Communication costs	9.8	9.0
Travelling and conveyance	191.7	178.3
Legal and professional fees	290.8	343.1
Payments to auditors [refer note (i) below]	37.8	28.3
Advertising and sales promotion	1,423.2	1,338.2
Freight and forwarding charges	527.5	475.7
Impairment loss/(reversal of impairment loss) on trade receivables	(49.6)	0.7
Loss on sale of property, plant and equipment (net)	-	0.5
Advance written off	43.6	-
CSR expenses (refer note 40)	48.0	54.1
Vehicle fuel expenses	52.3	49.7
Printing and stationery	5.6	4.1
Manpower supply	569.3	471.0
Recruitment expenses	21.4	26.0
Security charges	32.2	33.7
Bad debts written off	18.1	-
Miscellaneous expenses	158.8	205.2
	4,352.2	**4,185.2**

Note (i): Payment to auditors :

As auditor:		
Audit fee	20.1	17.8
In other capacity:		
Other services	16.9	9.9
Reimbursement of expenses	0.8	0.6
	37.8	**28.3**

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38 Income tax expense

	For the year ended March 31, 2025	For the year ended March 31, 2024 [Restated (Refer Note 52)]
Current income tax charge	868.9	635.1
Tax expense relating to earlier years	(13.4)	8.2
Deferred tax	134.4	156.4
Total	**989.9**	**799.7**
Deferred tax related to items recognised in OCI during the year		
Re-measurement gains/ (losses) on defined benefit plans	(4.9)	22.0
Fair value losses on equity instruments	-	-
Total	**(4.9)**	**22.0**
Reconciliation of tax (income)/ expense and the accounting profit/ (loss) multiplied by India's domestic tax rate:		
Accounting profit/ (loss) before income tax	**3,529.3**	**3,046.0**
Tax expense/(credit) at India's statutory income tax rate of 25.168% (March 31, 2024: 25.168%)	888.2	769.3
Tax effect of:		
Non-deductible expenses for tax purposes	108.4	19.2
Adjustment of tax relating to earlier years	(13.4)	8.2
Others*	6.7	3.0
Income tax expense	**989.9**	**799.7**

* Majorly includes tax on income under section 92CE of Income tax Act, 1961.

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39 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 and other funds during the period aggregated to Rs. 113.7 (March 31, 2024: Rs. 111.3).

Amount recognised as an expense and included in note - 34 as "Contribution to provident and other funds"	**Year ended March 31, 2025**	**Year ended March 31, 2024**
Contribution to government provident fund	104.7	101.0
Contribution to Employee State Insurance (ESI)	8.2	9.3
Contribution to other funds	0.8	1.0
Total	**113.7**	**111.3**

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, 2025	**As at March 31, 2024**
Present value of defined benefit obligation	(463.3)	(451.7)
Fair value of plan assets	405.3	448.3
	(58.0)	**(3.4)**

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

(i) Reconciliation of present value of defined benefit obligation	**As at March 31, 2025**	**As at March 31, 2024**
Opening defined benefit obligation	451.7	480.5
Current service cost	37.1	43.1
Interest expense	32.3	35.3
Benefits paid	(58.4)	(17.7)
Actuarial (gain)/ losses recognised in other comprehensive income		
- changes in demographic assumptions	-	(3.1)
- changes in financial assumptions	11.5	(38.9)
- experience adjustments	(14.0)	(47.5)
Past service cost	3.1	-
Closing defined benefit obligation	**463.3**	**451.7**

(ii) Reconciliation of fair value of plan assets

Balance at the beginning of the year	448.3	427.0
Employer's contribution	5.5	9.5
Benefits paid	(58.4)	(17.7)
Interest income	32.0	31.4
Return on plan assets,excluding amount recognised in net interest expense	(22.1)	(1.9)
Balance at the end of the year	**405.3**	**448.3**

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(All amounts are in Rs. million, unless stated otherwise)

b. Net benefit expense	Year ended March 31, 2025	Year ended March 31, 2024
(i) Recognised in profit or loss		
Current service cost	37.1	43.1
Past service cost	3.1	-
Interest expense (net)	0.3	3.9
	40.5	**47.0**
(ii) Remeasurement recognised in other comprehensive income		
Actuarial loss/(gain) on defined benefit obligation		
- changes in demographic assumptions	-	(3.1)
- changes in financial assumptions	11.5	(38.9)
- experience adjustments	(14.0)	(47.5)
Return on plan assets, excluding amount recognised in net interest expense	22.1	1.9
	19.6	**(87.6)**

c. Plan assets

Plan assets comprise of the following:	As at March 31, 2025	As at March 31, 2024
Investments with insurer Life Insurance Corporation of India (LIC)	100%	100%

The Company expects to contribute Rs. 97.6 (March 31, 2024: Rs. 43.1) 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, 2025	As at March 31, 2024
Discount rate	6.70%- 6.80%	7.15%
Salary escalation rate	9.00%	9.00%
Attrition (based on age)		
Upto 45 years	5.00%	5.00%
Above 45 years	5.00%	5.00%
Attrition (based on completed years of service)		
Upto 4 years	15%	15%
Above 4 years	8.00% - 9.00%	8.00% - 9.00%
Retirement age	58-60 years	58-60 years

As at March 31, 2025, the weighted average duration of the defined benefit obligation was in range of 7 to 10 years (March 31, 2024: 7 to 9 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, 2025		March 31, 2024	
	Increase	Decrease	Increase	Decrease
Discount rate (+1/-1% movement)				
Increase/(decrease) in DBO	(31.4)	35.4	(31.2)	35.2
Future salary growth (+1/-1% movement)				
Increase/(decrease) in DBO	34.3	(31.0)	33.8	(30.6)
Attrition rate (+50/-50% movement)				
Increase/(decrease) in DBO	(16.3)	24.1	(13.5)	20.1

The sensitivity analysis are based on a change in a significant assumption, keeping all other assumptions constant. The sensitivity analysis may not be representative of an actual change in the defined benefit obligation as it is unlikely that changes in assumptions would occur in isolation from one another.

(iii) Maturity profile of defined benefit obligation

Expected cash flows over the next (valued on undiscounted basis):	As at March 31, 2025	As at March 31, 2024
1 year	54.1	47.9
2 to 5 years	189.1	187.7
Beyond 5 years	588.2	614.5
Total expected payments	**831.4**	**850.1**

e. Risk exposure

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which is detailed below:

Interest rate risk

The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability (as shown in financial statements).

Liquidity risk

This is the risk that the Company is not able to meet the short-term gratuity payouts. This may arise due to non availabilty of enough cash / cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.

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Salary escalation risk
The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

Demographic risk
The Company has used certain mortality and attrition assumptions in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse compared to the

Asset liability mismatching or market risk
The duration of the liability is longer compared to duration of assets, exposing the Company to market risk for volatilities/fall in interest rate.

Investment risk
The probability or likelihood of occurrence of losses relative to the expected return on any particular investment.

C. **Long Term Incentives (LTI) Scheme**

During the year, the Company introduced a LTI scheme for CXO level executives and management level employees. The scheme covers a 3 year period. The incentives are paid to the participants of the scheme based on the achievements of the target parameters specified in the scheme.

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

Scheme 1 - CXO level executives

(i) Reconciliation of the benefits	As at March 31, 2025	As at March 31, 2024
Opening balance	-	-
Expense for the year	49.6	-
Benefits paid	-	-
Closing balance	**49.60**	-

(ii) Acturial assumptions

The principal assumptions used in determining benefit for the scheme are shown below:	As at March 31, 2025	As at March 31, 2024
Discount rate	6.50%	-
Attrition	12.50%	-
Retirement age	60 yrs	-
Mortality rate	100% of IALM 2012-14	-

As at March 31, 2025, the weighted average duration of the benefit is 2.16 years (March 31, 2024: Nil)

(iii) Sensitivity analysis

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

	March 31, 2025		March 31, 2024	
	Increase	Decrease	Increase	Decrease
Discount rate (+1/-1% movement)				
Increase/(decrease) in benefit	(1.3)	0.8	-	-
Attrition rate (+50%/-50% movement)				
Increase/(decrease) in benefit	(5.8)	6.6	-	-
Mortality rate (+10/-10% movement)				
Increase/(decrease) in benefit	(0.1)	0.1	-	-

The sensitivity analysis are based on a change in a significant assumption, keeping all other assumptions constant. The sensitivity analysis may not be representative of an actual change in the benefit as it is unlikely that changes in assumptions would occur in isolation from one another.

(iv) Maturity profile of benefit

Expected cash flows over the next (valued on undiscounted basis):	As at March 31, 2025	As at March 31, 2024
1 year	-	-
2 to 5 years	56.9	-
Total expected payments	**56.9**	-

Scheme 2 - Management employees

(i) Reconciliation of the benefits	As at March 31, 2025	As at March 31, 2024
Opening balance	-	-
Expense for the year	38.3	-
Benefits paid	-	-
Closing balance	**38.3**	-

(ii) Acturial assumptions

The principal assumptions used in determining benefit for the scheme are shown below:	As at March 31, 2025	As at March 31, 2024
Discount rate	6.50%	-
Attrition	8.70%	-
Retirement age	60 yrs	-
Mortality rate	100% of IALM 2012-14	-

As at March 31, 2025, the weighted average duration of the benefit is 2.16 years (March 31, 2024: Nil)

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(iii) Sensitivity analysis

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

	March 31, 2025		March 31, 2024	
	Increase	Decrease	Increase	Decrease
Discount rate (+1/-1% movement)				
Increase/(decrease) in benefit	(1.0)	0.6	-	-
Attrition rate (+50%/-50% movement)				
Increase/(decrease) in benefit	(3.4)	3.7	-	-
Mortality rate (+10/-10% movement)				
Increase/(decrease) in benefit	(0.0)	0.0	-	-

The sensitivity analysis are based on a change in a significant assumption, keeping all other assumptions constant. The sensitivity analysis may not be representative of an actual change in the benefit as it is unlikely that changes in assumptions would occur in isolation from one another.

(iv) Maturity profile of benefit

Expected cash flows over the next (valued on undiscounted basis):	**As at March 31, 2025**	**As at March 31, 2024**
1 year	-	-
2 to 5 years	43.9	-
Total expected payments	**43.9**	-

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40 Corporate Social Responsibility (CSR)

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, 2025	For the year ended March 31, 2024
a) Gross amount to be required to be spent by the Company during the year	48.0	45.6
b) Amount approved by the board to be spent during the year	48.0	45.6

c) March 31, 2025	In cash	Yet to be paid in cash	Total
i) Construction/acquisition of any asset	-	-	-
ii) On purpose other than (i) above	3.7	-	3.7

d) March 31, 2024	In cash	Yet to be paid in cash	Total
i) Construction/acquistion of any asset	-	-	-
ii) On purpose other than (i) above	0.2	-	0.2

e) Details of related party transactions	-	-

f) Details related to spent/ unspent obligations:	For the year ended March 31, 2025	For the year ended March 31, 2024
i) Contribution to public trust	0.5	-
ii) Contribution to charitable trust	4.2	-
iii) Directly spent by the Company	3.2	0.2
iv) Unspent amount in relation to	-	-
- Ongoing project	40.1	38.2
- Other than ongoing project	-	7.2
Total	**48.0**	**45.6**

In case of Section 135(6) ongoing project

Opening balance as on April 01, 2024		Amount required to be spent during the year	Amount spent during the year		Closing balance as on March 31, 2025	
With Company	In separate CSR unspent A/c		From Company's bank A/c	From separate CSR unspent A/c	With Company	In separate CSR unspent A/c
38.2	13.5	48.0	7.9	33.7	40.1	18.0

In case of Section 135(5) other than ongoing project

Opening balance as on April 01, 2024	Amount deposited in Specified Fund of Sch. VII within 6 months	Amount required to be spent during the year	Amount spent during the year	Closing balance as on March 31, 2025
7.2	7.2	-	-	-

In case of Section 135(6) ongoing project

Opening balance as on April 01, 2023		Amount required to be spent during the year	Amount spent during the year		Closing balance as on March 31, 2024	
With Company	In separate CSR unspent A/c		From Company's bank A/c	From separate CSR unspent A/c	With Company	In separate CSR unspent A/c
32.9	12.5	38.4	0.2	31.9	38.2	13.5

In case of Section 135(5) other than ongoing project

Opening balance as on April 01, 2023	Amount deposited in Specified Fund of Sch. VII within 6 months	Amount required to be spent during the year	Amount spent during the year	Closing balance as on March 31, 2024
-	-	7.2	-	7.2

As per Sec 135(6) of Companies Act, 2013, for the year ended March 31, 2025, the Company has transferred unspent CSR amount of Rs. 40.1 relating to ongoing projects to a separate unspent CSR account within 30 days from the end of the financial year.

As per Sec 135(6) of Companies Act, 2013, for the year ended March 31, 2024, the Company transferred unspent CSR amount of Rs. 38.2 relating to ongoing projects to a separate unspent CSR account within 30 days from the end of the financial year and CSR unspent amount of Rs. 7.2 relating to other than ongoing projects for the year ended March 31, 2024 was transferred to fund specified under Schedule VII within six months from the end of the financial year.

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41 Commitments

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 25 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.

The below table provides details regarding the contractual maturities of lease liabilities on undiscounted basis	As at March 31, 2025	As at March 31, 2024
Within one year	129.0	130.5
After one year but not more than five year	372.3	428.5
More than five years	349.7	391.1
Total	**851.0**	**950.1**

Total cash outflow for leases for the year ended March 31, 2025 is Rs. 212.7 (March 31, 2024: Rs. 230.8).

The effective interest rate for lease liabilities is between 7% to 12.5% per annum (March 31, 2024 is between 7% to 12.5% per annum), with maturity between 2025 to 2046 for leasehold properties.

Lease commitments for leases not considered in measurement of lease liabilities:	As at March 31, 2025	As at March 31, 2024
Lease commitment for short-term leases	34.2	27.5
Lease commitment for leases of low value assets	2.1	2.8
Total	**36.3**	**30.3**

Additional information on extension/termination option:

Extension and termination options are included in a number of lease arrangements of the Company. These extension and termination options held are exercisable based on mutual consent of the Company and respective lessors.

b) Other commitments

	As at March 31, 2025	As at March 31, 2024
Estimated amount of contracts remaining to be executed on capital account and not provided for, net of advances	32.3	26.0

42 Contingent liabilities

		As at March 31, 2025	As at March 31, 2024
	Litigations*		
(i)	Indirect taxation [refer note (ii) to (vi) below]	1,243.4	770.0
(ii)	Other litigations [refer note (vii) below]	26.0	26.0

Notes:

(i) In the prior years, the Company had received claims from the Value Added Tax (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. 114.2 in its books of account towards such differential taxes. As at March 31, 2025 and March 31, 2024, the Company carries a provision of Rs. 114.2 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 VAT 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 Company has ongoing litigation under service tax amounting to Rs. 81.6 (March 31, 2024: Rs. 84.3). In the prior years, the Company had received demand order under section 73(2), of Finance Act 1994 from the Principal Commissioner of Central Tax and Central Excise. The dispute mainly relates to the applicability of service tax on amounts reimbursed by the Company to its branch office located outside India for the period from April 2010 to June 2017. The Company has filed an appeal with the Central Excise and Service Tax Appellate Tribunal (CESTAT) and the management, including its tax advisors, believe that its position will likely be upheld in the forums where these are contested.

(iii) The Company has ongoing disputes with Sales Tax/VAT authorities amounting to Rs 104.2 (March 31, 2024: Rs 118.8). The outstanding disputes mainly include disputes on account of levy of purchase tax, denial of concessional rate of tax etc. During the year, the Company settled the dispute amounting to Rs. 13.2 based on the final assessment order and received favourable order in a case amounting to Rs. 1.4. For the pending matters, the Company is contesting the demands before the appellate authorities and the management, including its tax advisors, believe that its position will likely be upheld in the forums where these are contested.

(iv) The Company has ongoing litigations under the Goods and Services Tax (GST) law amounting to Rs. 996.3 (March 31, 2024: Rs. 498.6). The disputes mainly involve payment of RCM on import of services, availment of Input Tax Credit (ITC) on common services, ITC availed in excess of amounts reflected in GSTR-2A, Input availed on blocked credits etc. The Company is contesting the demands before the appellate authorities and the management, including its tax advisors, believe that its position will likely be upheld in the forums where these are contested.

(v) On May 6, 2019, the Company received a show cause notice (SCN) from the Directorate General of Goods and Service Tax Intelligence, Surat zonal unit, for the financial period April 01, 2014 to June 30, 2017 whereby it has been alleged that 'ready to cook spice mixes' (except sambar mix, missal rasa mix and pav bhaji mix) should be classified as 'mixed condiments and mixed seasoning' and chargeable to excise duty claiming Rs. 59.2 plus interest and penalty. Further benefits of SSI exemption notification was denied to the Company on clearance of sambar mix, missal rasa mix and pav bhaji mix during the above period. The Company has filed it's response to the SCN rejecting all the charges and has submitted that the aforesaid SCN should be quashed. The Company is confident that no liability will arise on the Company and it has strong defence on the matter. No adjustment has been made in the financial statements.

(vi) Others indirect tax matters of Rs. 2.1 (March 31, 2024: 9.1) relate to ongoing excise duty cases relating to concessional rate of tax availed by the Company in the manufacture and sale of certain products. During the current year, in the matter of one case relating to Ready-to-eat food products classification which is pending before the Honourable Supreme Court, the Company has provided for the demand amounting to Rs. 7.0 as a matter of prudence. For the pending matters, the Company is contesting the demands before the appellate authorities and the management, including its tax advisors, believe that its position will likely be upheld in the forums where these are contested.

(vii) Other litigations includes amount payable to workmen terminated by the Company in prior years on account of professional misconduct. The workmen has filed a case in the Labour Court and the Group has filed an appeal. The Group is contesting the same and the Management, including its legal advisors, believe that its position will likely be upheld in the forums where these are contested.

(viii) The Company has received multiple notices alleging non-compliance with food safety regulations under the Food Safety and Standards Authority of India (FSSAI) Act, with proceedings initiated before relevant statutory forums. The allegations primarily pertains to the presence of pesticide residues exceeding permissible limits in certain batches of finished goods. The Company is contesting the aforesaid matters at various levels of adjudication. The Management, including its legal advisors, believe that its position will likely be upheld in the forums where these are contested. Accordingly, the Management has assessed that these cases do not have a material impact on these standalone financial statements.

The Company has assessed that it is only possible, but not probable, that outflow of economic resources will be required in all the above cases.

* The above figures includes the interest/penalty only in cases where it's mentioned in the order. In other cases, the interest/penalty is not included as a reliable estimate cannot be made.

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43 Share based payments

The ultimate holding company ("Orkla ASA") of the Company operates equity incentive compensation programs which include Long Term Incentive (LTI) 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 granted under this programme once a year, and the first grant 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.
The aforesaid plan was not availed by any employees of the Company for the year ended March 31, 2025 and March 31,2024.

The expense recognised for employee services received during the year is shown in the following table (refer note 34)	**Year ended March 31, 2025**	**Year ended March 31, 2024**
Expense arising from share-based payment transactions [includes Nil (March 31, 2024: Rs 0.9) cross charge from ultimate holding company]	3.3	6.8
Total	**3.3**	**6.8**

There were no cancellations or modifications to the awards during the year ended March 31, 2025 and March 31, 2024.

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

Particulars	**As at March 31, 2025**	**As at March 31, 2024**
	Number of Shares	**Number of Shares**
Outstanding at the beginning of the year	-	1,13,976
LTIs granted during the year	-	-
LTIs exercised during the year	-	(1,13,976)
LTIs forfeited during the year	-	-
LTIs transferred during the year (net)	-	-
Outstanding at the ending of the year	-	-
The weighted average fair value of LTI at grant date (Rs.)	-	**95**

Long Term Incentive (LTI) Scheme - Share option

The yearly grant will be based on the share price on the day after the Annual General Meeting. Of the total options granted 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 grant date. The exercise price will be set at the market price at the grant 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.

Particulars	**March 31, 2025**		**March 31, 2024**	
	Number of Shares	**WAEP**	**Number of Shares**	**WAEP**
Outstanding option at the beginning of the year	2,05,854	607	1,35,211	607
Granted during the year			70,643	516
Exercised during the year	-	-	-	-
Expired during the year	-	-	-	-
Forfeited during the year	-	-	-	-
Outstanding option at the ending of the year	**2,05,854**	**607**	**2,05,854**	**607**
Exercisable at the end of the year	**1,12,870**	**607**	**41,926**	**574**

The weighted average remaining contractual life for the share options outstanding as at March 31, 2025 was 2.02 years (March 31, 2024: 3.02).
The weighted average fair value of options granted during the year was Nil (March 31, 2024: Rs. 86.0)
The range of exercise prices for options outstanding at the end of the year was Rs. 509 to Rs. 667 (March 31, 2024: Rs. 509 to Rs. 667).

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

There were no options granted during the year ended March 31, 2025.

	March 31, 2024		
	Tranche 1	**Tranche 2**	**Tranche 3**
Number of options	14,129	14,129	42,385
Weighted average fair values at measurement date	80.7	88.1	87.1
Dividend yield (%)	4.10%	4.10%	4.10%
Expected volatility (%)	18.88%	21.17%	20.91%
Risk-free interest rate (%)	3.21%	3.18%	3.16%
Expected life of share options (years)	3.0	3.5	4.0
Exercise price at grant date	561.2	561.2	561.2
Exercise price at first possible exercise date	509.0	514.1	519.1

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44 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

45 Government grant

The Company had been awarded government grant under the Export Promotion Capital Goods (EPCG) scheme

During the year ended March 31, 2018, the Company had availed EPCG license benefit of Rs 10 7 against import of capital goods amounting to Rs 133 1 for manufacturing of confectionery In respect of this benefit, the Company had 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 64 1 Where the Company fails to achieve the export obligation, the Company would be 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 20 represents unamortised amount of the duty saved

During the year ended March 31, 2021, the Company has 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 the interest in its books since the date of availing such benefit

The initial timeline for fulfilling the export obligation was May 2023 which was extended till May 2025 The Company has not met the prescribed export obligation and accordingly, during the current year, the Company has repaid the duty along with applicable interest

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(All amounts are in Rs. million, unless stated otherwise)

46 Related party transactions

A. Name of the related party and description of relationship

Description of relationship	Name of the related parties	Relationship/Designation
(a) Entities which has control over the Company	Orkla ASA, Oslo, Norway	Ultimate holding company
	Orkla Asia Pacific Pte Ltd. Singapore	Holding company
(b) Subsidiaries of ultimate holding company /holding company	Orkla IT AS	Fellow subsidiary
	Orkla Procurement AS	Fellow subsidiary
	Orkla Asia Pacific (M) Sdn. Bhd	Fellow subsidiary
	Orkla Financial Services AS	Fellow subsidiary
(c) Entities over which the Company has control	Orkla IMEA Trading LLC	Subsidiary (incorporated on May 04, 2024)
(d) Entities over which the Company has significant influence	Pot Ful India Private Limited	Associate
(e) Joint venture	Eastern Condiments Middle East & North Africa FZC, UAE	Joint venture
(f) Key managerial personnel (KMP)	Mr. Sanjay Sharma	Managing Director and Chief Executive Officer
	Mr. Atle Vidar Nagel Johansen	Non-executive director
	Ms. Else Helena Margareta	Non-executive director (upto February 4, 2025)
	Mr. Claes Johan Wilhelmsson	Non-executive director (upto February 4, 2025)
	Mr. Per Havard Skuaker Maelen	Non-executive director (w.e.f May 11, 2023)
	Ms. Maria Syse-nybraaten	Non-executive director (w.e.f May 11, 2023)
	Mr. Paul Jordahl	Non-executive director (w.e.f December 5, 2023 upto February 4, 2025)
	Mr. Ganesh Shenoy	Chief Financial Officer (upto December 31, 2023)
	Ms. Sanjana Calapa	Chief Financial Officer (w.e.f January 01, 2024)
	Ms. Ragee Raju	Company secretary (w.e.f July 20, 2023 upto September 23, 2024)
	Mr. Kaushik Seshadri	Company secretary (w.e.f September 23, 2024)
	Mr. Amit Jain	Independent director (w.e.f March 10, 2025)
	Ms. Meena Ganesh	Independent director (w.e.f March 10, 2025)
	Ms. Rashmi Satish Joshi	Independent director (w.e.f March 10, 2025)
	Mr. Shantanu Maharaj Khosla	Independent director (w.e.f March 10, 2025)
(g) Post-employment benefit plan	MTR Foods Private Limited Employees Gratuity Trust	Post-employment benefit plan
	Rasoi Magic Foods (India) pvt. Ltd. Employees' Group Gratuity cum Life Assurance Scheme	

B. Transactions with the above related parties during the year ended

	For the year ended March 31, 2025	For the year ended March 31, 2024
i) Transactions during the year :		
Receipt of services		
Orkla ASA	11.6	30.6
Orkla IT AS	-	0.5
Orkla Procurement AS	12.9	10.2
Orkla Financial Services AS	0.8	0.2
Orkla IMEA Trading LLC	172.1	-
Reimbursement of expenses to related parties		
Orkla ASA	5.1	28.0
Orkla IT AS	7.6	5.9
Eastern Condiments Middle East & North Africa FZC, UAE	392.8	601.9
Reimbursement of expenses from related parties		
Orkla ASA	3.3	16.3
Share based payments		
Orkla ASA	3.3	5.9
Sale of goods		
Pot Ful India Private Limited	0.3	0.1
Interest on loan		
Pot Ful India Private Limited	3.9	3.5
Agency commission		
Eastern Condiments Middle East & North Africa FZC, UAE	11.7	32.0

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(All amounts are in Rs. million, unless stated otherwise)

ii) Balances outstanding as at year end :	As at March 31, 2025	As at March 31, 2024
Amounts receivable from :		
Orkla ASA	-	0.0
Amounts payable to :		
Orkla ASA	0.5	15.1
Orkla IT AS	-	2.3
Orkla Procurement AS	1.1	-
Orkla Financial Services AS	0.1	0.2
Eastern Condiments Middle East & North Africa FZC, UAE	1.1	47.9
Orkla IMEA Trading LLC	27.7	-

b. Loans given and repayment thereof

Particulars	Opening balance	Loans given during the year	Repayment during the year	Closing balance	Interest receivable
Associate					
Pot Ful India Private Limited					
March 31, 2025	50.0	-	(50.0)	-	-
March 31, 2024	50.0	-	-	50.0	0.8

c. Compensation to key managerial personnel

	Year ended March 31, 2025	Year ended March 31, 2024
Short-term employee benefits*	89.1	106.4
Post-employment benefits	1.6	0.5
Total compensation paid to key managerial personnel	**90.7**	**106.9**

* The amounts disclosed above do not include the share based payment and Long Term Incentives (LTI)

Terms and conditions of transactions with related parties

(a) The Company had granted an unsecured loan facility to its associate Pot Ful India Private limited ("Pot Ful") at the interest rate of 7% p.a. for its principal business activities with repayment date of September 2024 with quarterly interest rests. The Company extended the loan till March 2025 with the approval of Board of Directors. The loan has been repaid during the year ended March 31, 2025.

(b) All transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions and within the ordinary course of business. Amounts 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. For the year ended March 31, 2025, the Company has recorded impairment of Nil towards receivables from related parties (March 31, 2024: Nil). 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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47 Ratios

S. No	Ratio	Numerator	Denominator	March 31, 2025	March 31, 2024	% Change	Reason for variance
1	Current ratio	Current assets	Current liabilities	1.88	2.84	-34%	Decrease is majorly on account decrease in current assets due to redemption of current investments and fixed deposits.
2	Debt-equity ratio	Total debt	Equity	0.02	0.02	-2%	-
3	Debt service coverage ratio	Earnings for debt service = Net profit after taxes + non-cash operating expenses - non-cash operating income	Debt service = Interest & lease payments + principal repayments	27.23	6.62	311%	Increase is on account of increase in the net profit after taxes and reduction in debt.
4	Return on equity ratio	Net profits after taxes - preference dividend	Average shareholder's equity	0.10	0.09	8%	-
5	Inventory turnover ratio	Cost of goods sold	Average inventory	4.32	4.22	3%	-
6	Trade receivable turnover ratio	Net sales = Total sales - sales return	Average trade receivable	14.26	16.31	-13%	-
7	Trade payables turnover ratio	Net purchases = Total purchases - purchase returns	Average trade payables	5.24	6.21	-16%	-
8	Net capital turnover ratio	Net sales = Total sales - sales return	Working capital = Current assets - current liabilities	4.91	3.07	60%	Increase is majorly on account of reduction in current assets due to redemption of current investments and fixed deposits.
9	Net profit ratio	Net profit	Net sales = Total sales - sales return	0.11	0.10	12%	-
10	Return on capital employed	Profit before exceptional items, interest and taxes	Capital employed = Tangible net worth + total debt + deferred tax liability	0.38	0.23	68%	Increase is majorly on account of increase in earnings before interest and taxes and reduction in current assets due to redemption of current investments and and fixed deposits.
11	Return on investment	Interest (Finance income)	Investment	0.08	0.07	5%	-

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48 Fair value hierarchy

The following table shows the carrying amounts and fair values of financial assets and financial liabilities as at March 31, 2025 including their levels in the fair value hierarchy

Particulars	Note	Carrying amount					Fair Value		
		FVTPL	FVTOCI	Other financial assets-amortised cost	Other financial liabilities-amortised cost	Total carrying amount	Level 1	Level 2	Level 3
Financial assets measured at fair value									
Investments in unquoted equity shares (measured through other comprehensive income) ^	6(a)	-	0.0	-	-	0.0	-	-	0.0
Investments in units of mutual funds (measured through profit and loss) #	6(b)	1,474.3	-	-	-	1,474.3	1,474.3	-	-
Derivative assets ##	16	15.4	-	-	-	15.4	-	15.4	-
		1,489.7	**0.0**	-	-	**1,489.7**	**1,474.3**	**15.4**	**0.0**
Financial assets carried at amortised cost									
Loans ^	7 & 15	-	-	29.0	-	29.0	-	-	-
Trade receivables*	12	-	-	1,591.9	-	1,591.9	-	-	-
Cash and cash equivalents*	13	-	-	773.7	-	773.7	-	-	-
Bank balances other than cash and cash equivalents*	14	-	-	1,094.3	-	1,094.3	-	-	-
Other financial assets*	8 & 16	-	-	1,065.2	-	1,065.2	-	-	-
		-	-	**4,554.1**	-	**4,554.1**	-	-	-
Financial liabilities measured at fair value									
Liability on account of forward commitment [refer note 52]^	25(b)	36.0	-	-	-	36.0	-	-	36.0
		36.0	-	-	-	**36.0**	-	-	**36.0**
Financial liabilities carried at amortised cost									
Lease liabilities ^	4(b)	-	-	-	544.0	544.0	-	-	-
Trade payables*	24	-	-	-	2,633.1	2,633.1	-	-	-
Other financial liabilities *	25(a) & (b)	-	-	-	1,756.3	1,756.3	-	-	-
		-	-	-	**4,933.4**	**4,933.4**	-	-	-

There have been no transfers among Level 1, Level 2 and Level 3 during the year ended March 31, 2025

The following table shows the carrying amounts and fair values of financial assets and financial liabilities as at March 31, 2024 including their levels in the fair value hierarchy

Particulars	Note	Carrying amount					Fair Value		
		FVTPL	FVTOCI	Other financial assets-amortised cost	Other financial liabilities-amortised cost	Total carrying amount	Level 1	Level 2	Level 3
Financial assets measured at fair value									
Investments in unquoted equity shares (measured through other comprehensive income) ^	6(a)	-	0.0	-	-	0.0	-	0.0	-
Investments in units of mutual funds (measured through profit and loss) #	6(b)	2,971.5	-	-	-	2,971.5	2,971.5	-	-
		2,971.5	**0.0**	-	-	**2,971.6**	**2,971.5**	**0.0**	-
Financial assets carried at amortised cost									
Loans ^	7 & 15	-	-	84.0	-	84.0	-	-	-
Trade receivables*	12	-	-	1,685.8	-	1,685.8	-	-	-
Cash and cash equivalents*	13	-	-	395.8	-	395.8	-	-	-
Bank balances other than cash and cash	14	-	-	750.0	-	750.0	-	-	-
Other financial assets*	8 & 16	-	-	2,058.2	-	2,058.2	-	-	-
		-	-	**4,973.8**	-	**4,973.8**	-	-	-
Financial liabilities measured at fair value									
Derivative liabilities ##	25(b)	1.1	-	-	-	1.1	-	1.1	-
Liability on account of forward commitment [refer note 52]^	25(b)	36.0	-	-	-	36.0	-	-	36.0
		37.1	-	-	-	**37.1**	-	**1.1**	**36.0**
Financial liabilities carried at amortised cost									
Lease liabilities ^	4(b)	-	-	-	594.8	594.8	-	-	-
Borrowings*	22	-	-	-	37.7	37.7	-	-	-
Trade payables*	24	-	-	-	2,316.2	2,316.2	-	-	-
Other financial liabilities *	25(a) & (b)	-	-	-	1,347.8	1,347.8	-	-	-
		-	-	-	**4,296.5**	**4,296.5**	-	-	-

There have been no transfers among Level 1, Level 2 and Level 3 during the year ended March 31, 2024

*The management assessed that fair value of cash and cash equivalents and other bank balances, trade receivables, trade payables, borrowings and other financial assets and liabilities approximate their carrying amounts since the Company does not anticipate that the carrying amount would be significantly different from the values that would eventually be received or settled. 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 liabilities (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 2 of fair value hierarchy

Reconciliation of Level 3 fair value measurements of financial assets and financial liabilities is given below

Particulars	For year ended March 31, 2025	For year ended March 31, 2024
Balance as at the beginning of the year	36.0	3,380.2
Issue of shares pursuant to merger (refer note 52)	-	(3,344.2)
Balance as at the end of the year	**36.0**	**36.0**

The sensitivity of change in the unobservable inputs used in fair valuation of Level 3 financial assets and liabilities does not have a significant impact in their value for the years ended March 31, 2025 and March 31, 2024

49 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

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

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. There is no significant concentration of credit risk and no single customer accounted for more than 10% of the revenue as of March 31, 2025 and March 31, 2024. 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, 2025 and March 31, 2024 are as follows.

Ageing	**As at March 31, 2025**	**As at March 31, 2024**
Not due	0.1% - 0.6%	-
0-90 days	0.9% - 2.0%	0% - 1.87%
91-180 Days	5.0% - 11.0%	1.87% - 25%
181-365 Days	21.1% -34.4%	41.48% - 50%
> 1 years	100%	100%

Movement in the expected credit loss allowance	**As at March 31, 2025**	**As at March 31, 2024**
As at the beginning of the year	70.7	70.0
Impairment allowance created/(reversed) on trade receivables	(49.6)	0.7
As at the end of the year	**21.1**	**70.7**

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, 2025:

	Less than 1 year	**1-5 years**	**More than 5 years**	**Total**
Lease liabilities	129.0	372.3	349.7	851.0
Trade payables	2,633.1	-	-	2,633.1
Other financial liabilities	1,654.0	138.3	-	1,792.3
Total	**4,416.1**	**510.6**	**349.7**	**5,276.4**

As at March 31, 2024:

	Less than 1 year	**1-5 years**	**More than 5 years**	**Total**
Lease liabilities	130.5	428.5	391.1	950.1
Borrowings	-	37.7	-	37.7
Trade payables	2,316.2	-	-	2,316.2
Other financial liabilities	1,304.8	79.0	-	1,383.8
Derivatives	1.1	-	-	1.1
Total	**3,752.6**	**545.2**	**391.1**	**4,689.9**

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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, 2025 and March 31, 2024 in respect of highly probable exports

Currency	As at March 31, 2025	As at March 31, 2024
US Dollar (in millions)	12.3	8.6
INR (in millions)	1,072.3	714.7

Exposure to currency risk

The currency profile of financial & other assets and financial & other liabilities as at March 31, 2025 and March 31, 2024 are as below

Amount receivable / payable in foreign currency on account of following:		Amount in foreign currency (in millions)		Amount in Rupees (in millions)	
		As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Bank balances	USD	0.1	0.3	8.5	26.5
Receivables	GBP	0.0	0.0	4.3	2.4
	USD	12.9	13.4	1,101.6	1,116.0
Customer advances	USD	0.0	0.0	3.1	1.5
Advance recoverable (including capital advance)	USD	0.0	0.0	0.1	0.2
	EURO	0.0	-	0.3	-
	GBP	-	0.0	-	1.9
Trade and other payables	USD	0.1	0.8	8.3	64.4
	NOK	0.2	2.3	1.8	18.0
	AUD	-	0.1	-	4.0
	SGD	-	0.0	-	0.1
	CAD	0.0	-	0.3	-

Sensitivity analysis

The following table details the Company's sensitivity to a 5% increase and decrease in the respective foreign currencies compared to functional currency of the Company net of hedge accounting impact. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year-end for a 5% change in foreign currency rates, with all other variables held constant. A positive number below indicates an increase in profit or equity where the respective foreign currency strengthens 5% against the functional currency of the Company. For a 5% weakening of the respective foreign currency against the functional currency, there would be a comparable impact on profit or equity.

Currency	For year ended March 31, 2025		For year ended March 31, 2024	
	Increase by 5% (in millions)	Decrease by 5% (in millions)	Increase by 5% (in millions)	Decrease by 5% (in millions)
USD	1.3	(1.3)	18.1	(18.1)
GBP	0.2	(0.2)	0.2	(0.2)
EURO	0.0	(0.0)	-	-
NOK	(0.1)	0.1	(0.9)	0.9
AUD	-	-	(0.2)	0.2
SGD	-	-	(0.0)	0.0
CAD	(0.0)	0.0	-	-

(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.

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50 Capital management

For the purpose of Company's capital management, capital includes issued capital, securities 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, 2025

	As at March 31, 2025	As at March 31, 2024
Net debt (total borrowings, net of cash and cash equivalents)*	-	-
Total equity	24,571.0	28,067.7
Net debt to equity ratio	**0.00%**	**0.00%**

*As at March 31, 2025 and March 31, 2024, the Company's net debt is less than zero.

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, 2025 and March 31 2024.

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51 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	**As at March 31, 2025**	**As at March 31, 2024**
Number of equity shares at the beginning of the year	13,69,89,230	12,94,13,970
Equity shares issued during the year	-	43,37,610
Weighted average number of equity shares outstanding at the end of the year (A)*	**13,69,89,230**	**13,37,51,580**
	For the year ended March 31, 2025	**For the year ended March 31, 2024**
Profit attributable to the equity shareholders (B)	**2,539.4**	**2,246.5**
Basic earnings per share (B/A)	18.5	16.8
Diluted earnings per share (B/A)	18.5	16.8

* Subsequent to Balance sheet date, the Company has sub-divided 13,698,923 issued, subscribed & paid-up equity shares of face value of Rs. 10 each into 136,989,230 issued, subscribed & paid-up equity shares of face value of Rs. 1 each. Consequentially weighted average number of shares for the previous periods have been restated during the year considering the impact of split of shares.

There have been no other transactions involving equity shares or potential equity shares between the reporting date and the date of approval of the standalone financial statements.

52 a. Merger of subsidiary Eastern Condiments Private Limited (ECPL) with the Company

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. 12,743.8, 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.

As per the SPA, it was intended that ECPL shall 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 shall 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, 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 the Company and the Promoters. To execute the above arrangement, effectively, the Company will acquire the 32.18% stake through a combination of fixed cash consideration of Rs. 3,344.2 and issue of ROCPS for Rs. 2,700.0.

Accordingly, in accordance with Ind AS 32, the fair value of consideration payable in cash amounting to Rs. 3,344.2 (on an amortised basis) and Rs. 36.0 payable for the final adjustment to working capital was disclosed as financial liability and the balance amount of Rs. 2,700.0 was disclosed in Standalone Statement of changes in equity as "Shares pending issuance" for the year ended March 31, 2023.

On November 13, 2021, the Company and ECPL filed with the National Company Law Tribunal ('NCLT'), a Scheme of Merger ('Scheme') of ECPL with the Company with an appointed date of April 01, 2021. The NCLT vide its order dated 24th August, 2023, approved the Scheme of Merger of subsidiary ECPL with the Company with appointed date of April 01, 2021, under section 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder. The said Scheme has been effective from September 01, 2023, on compliance of all the conditions precedent mentioned therein. Consequently, above mentioned subsidiary of the Company got merged with the Company w.e.f. April 01, 2021. The above order of merger received subsequent to the year end, before the approval of financial statements was treated as adjusting event in accordance with the guidance in ITFG 14 and the effect of the merger of ECPL with the Company was given effect in standalone financial statements of the Company for the year ended March 31, 2023, as per the accounting treatment included in Scheme approved by NCLT.

In accordance with the above scheme of merger, during the year ended March 31, 2024, the Company issued 7,57,526 equity shares and 6,11,128 Redeemable Optionally Convertible Preference Shares (ROCPS) to the promoters of ECPL for acquiring the remaining 32.18%. Accordingly, the Company de-recognised the acquisition liability of Rs. 3,344.2 and shares pending issuance of Rs. 2,700.0 accounted during acquisition and recorded a capital reserve of Rs. 6,030.6 for the difference between the face value of the shares issued of Rs. 136 and the acquisition liability of Rs. 3,344.2 and shares pending issuance of Rs. 2,700.0 as per the merger scheme and Ind AS 103 (Appendix C). Out of the aforesaid ROCPS issued, 50% of the shares have been converted into equity shares in ratio of 1:1 during the year ended March 2024 and remaining 50% have been converted during the year ended March 2025.

Further, the authorised share capital of ECPL was included in the authorised share capital of the Company as per the scheme of merger.

b. Merger of Rasoi Magic Foods (India) Private Limited and BAMS Condiments Impex Private Limited., wholly owned subsidiary with the Company

During the year, the Company filed an application along with scheme of merger with the Regional Director (RD) under the provisions of section 233 of the Companies Act, 2013 read with the Rule 25 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 for merger of its wholly owned subsidiaries Rasoi Magic Foods (India) Private Limited (Rasoi) and BAMS Condiments Impex Private Limited (BAMS) with appointed date April 01, 2024. The Regional Director ('RD') vide its order dated March 21, 2025 approved the Scheme of merger of the said subsidiaries with the Company.

The said Scheme has been effective from March 21, 2025, on compliance of all the conditions precedent mentioned therein. Consequently, above mentioned subsidiaries of the Company were merged with the Company w.e.f. April 01, 2024. Since the entities are under common control, the accounting has been done applying Pooling of Interest method as prescribed in Appendix C of Ind AS 103 'Business Combinations' w.e.f the first day of the earliest period presented i.e. April 1, 2023. While applying Pooling of Interest method, the Company has recorded all assets, liabilities and reserves attributable to the wholly owned subsidiaries at their carrying values as appearing in the consolidated financial statements of the Company as per guidance given in ITFG Bulletin 9.

Further, on account of merger, the authorised share capital of Rs. 23 relating to the subsidiaries has been included in the authorised share capital of the Company in accrodance with the scheme of meger and provisions of Companies Act, 2013.

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(All amounts are in Rs.million, except share data and per share data, unless otherwise stated)

The previous year figures of Balance Sheet, Statement of Profit and Loss (including Other Comprehensive Income) and Statement of Cash Flows have been restated considering that the merger has taken place from the first day of the earliest period presented i.e., April 01, 2023 as required under Appendix C of Ind AS 103. Below is the summary of restatement of previous year figures.

Restated balance sheet as at March 31, 2024

Particulars	As at March 31, 2024 (Reported)	Additions/eliminations on account of merger of Rasoi and BAMS	As at March 31, 2024 (Restated)
Assets			
Non-current assets			
Property, plant and equipment	4,057.5	3.4	4,060.9
Capital work-in-progress	36.2	(0.0)	36.2
Right-of-use assets	446.2	3.4	449.6
Goodwill	9,863.6	251.9	10,115.5
Other intangible assets	5,920.8	0.0	5,920.8
Financial assets			
Investments	546.6	(270.7)	275.9
Loans	6.1	-	6.1
Other financial assets	69.6	0.2	69.8
Other non-current assets	93.2	(0.0)	93.2
Income tax assets (net)	1,023.5	0.0	1,023.5
Deferred tax assets (net)	-	1.9	1.9
	22,063.3	**(9.9)**	**22,053.4**
Current assets			
Inventories	2,951.1	18.3	2,969.4
Financial assets			
Investments	2,971.5	-	2,971.5
Trade receivables	1,685.2	0.6	1,685.8
Cash and cash equivalents	393.0	2.8	395.8
Bank balances other than above	750.0	-	750.0
Loans	90.5	(12.6)	77.9
Other financial assets	1,990.8	(2.4)	1,988.4
Other current assets	833.3	20.3	853.6
	11,665.4	**27.0**	**11,692.4**
Total assets	**33,728.7**	**17.1**	**33,745.8**

Particulars	As at March 31, 2024 (Reported)	Additions/eliminations on account of merger of Rasoi and BAMS	As at March 31, 2024 (Restated)
Equity and liabilities			
Equity			
Equity share capital	134.0	-	134.0
Instruments entirely equity in nature	3.0	-	3.0
Other equity	27,938.8	(8.1)	27,930.7
Total equity	**28,075.8**	**(8.1)**	**28,067.7**
Non-current liabilities			
Financial liabilities			
Borrowings	37.7	-	37.7
Lease liabilities	514.1	0.7	514.8
Other financial liabilities	79.0	-	79.0
Government grants	10.7	-	10.7
Deferred tax liabilities (net)	902.4	0.3	902.7
Other non-current liabilities	13.2	-	13.2
	1,557.1	**1.0**	**1,558.1**
Current liabilities			
Financial liabilities			
Lease liabilities	76.9	3.1	80.0
Trade payables			
Total outstanding dues of micro enterprises and small enterprises	618.8	2.3	621.1
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,685.3	9.8	1,695.1
Other financial liabilities	1,301.4	4.5	1,305.9
Other current liabilities	175.3	1.7	177.0
Provisions	190.5	2.5	193.0
Current tax liabilities (net)	47.6	0.3	47.9
	4,095.8	**24.2**	**4,120.0**
Total liabilities	**5,652.9**	**25.2**	**5,678.1**
Total equity and liabilities	**33,728.7**	**17.1**	**33,745.8**

S.R. Batliboi & Associates LLP Bengaluru

Orkla India Limited * Bengaluru *

(All amounts are in Rs.million, except share data and per share data, unless otherwise stated)

Restated statement of profit and loss for the year ended March 31, 2024

Particulars	For the year ended March 31, 2024 (Reported)	Additions/eliminations on account of merger of Rasoi and BAMS	For the year ended March 31, 2024 (Restated)
Income			
Revenue from operations	23,423.3	136.8	23,560.1
Other income	325.3	(5.5)	319.8
Total income	**23,748.6**	**131.3**	**23,879.9**
Expenses			
Cost of raw materials and packing materials consumed	13,019.7	80.8	13,100.5
Purchase of stock-in-trade	714.9	(34.4)	680.5
(Increase)/decrease in inventories of finished goods, work-in-progress and stock-in-trade	(145.3)	1.7	(143.6)
Employee benefits expense	2,293.3	30.2	2,323.5
Finance costs	65.7	0.7	66.4
Depreciation and amortisation expense	617.0	4.2	621.2
Other expenses	4,150.4	34.8	4,185.2
Total expenses	**20,715.7**	**118.0**	**20,833.7**
Profit before tax	**3,032.9**	**13.3**	**3,046.2**
Tax expense:			
- Current tax	628.7	6.4	635.1
- Adjustment of tax relating to earlier periods	8.2	-	8.2
- Deferred tax charge	156.7	(0.3)	156.4
Total tax expense	**793.6**	**6.1**	**799.7**
Profit for the year	**2,239.3**	**7.2**	**2,246.5**
Other comprehensive income (OCI)			
Items that will not be reclassified to statement of profit or loss in subsequent periods :			
(a) Re-measurement gains/(losses) on defined benefit plans	87.1	0.5	87.6
Income tax effect on above	(21.9)	(0.1)	(22.0)
(b) Fair value gain/(losses) on equity instruments	-	-	-
Income tax effect on above	-	-	-
Total other comprehensive income/(loss) for the year (net of tax)	**65.2**	**0.4**	**65.6**
Total comprehensive income for the year (net of tax)	**2,304.5**	**7.6**	**2,312.1**

Restated statement of cash flows for the year ended March 31, 2024

Particulars	For the year ended March 31, 2024 (Reported)	Additions/eliminations on account of merger of Rasoi and BAMS	For the year ended March 31, 2024 (Restated)
Net cash flow from operating activities (A)	2,937.9	26.1	2,964.0
Net cash flow used in investing activities (B)	(2,339.4)	(26.1)	(2,365.5)
Net cash flow used in financing activities (C)	(445.4)	(3.4)	(448.8)

Statement of reserve reconciliation on merger of subsidiaries Rasoi and BAMS as at April 01, 2023

Particulars	Retained earnings	Total
Rasoi	(14.0)	(14.0)
BAMS	(13.2)	(13.2)
Total (a)	**(27.2)**	**(27.2)**
Elimination/adjustments on account of merger		
Rasoi	8.9	8.9
BAMS	(20.4)	(20.4)
Total (b)	**(11.5)**	**(11.5)**
Total (a + b)	**(15.7)**	**(15.7)**

Note: All the disclosures for the comparative period for the / as at year ended March 31, 2024 from note 39 to 58 are restated on account of scheme of merger.

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(All amounts are in Rs.million, except share data and per share data, unless otherwise stated)

53 Exceptional items (net)

	For the year ended March 31, 2025	For the year ended March 31, 2024
Insurance claim receivable written off [refer note (i)]	(203.2)	-
Amount received from Promoters of ECPL against the insurance claim receivable [refer note (i)]	223.5	-
Settlement of tax litigations as per SPA and related agreements [refer note (ii)]	(356.7)	-
	(336.4)	-

Note:

(i) Pursuant to a fire incident at Theni manufacturing plant, ECPL had filed a claim with the insurance company for the losses incurred on account of the damages. Further, ECPL recognised a minimum insurance claim receivable of Rs. 203.2 in prior years. Based on the terms of the SPA, the Promoters of ECPL ("Promoters") had agreed to compensate the Company for the claim receivable from the insurance company, in case the same is not received from the insurance company by December 2024. As per the Settlement Agreement dated March 8, 2025, the Promoters has paid the aforesaid claim to the Company. Accordingly, the Company has written off the insurance claim receivable from the insurance company and recorded a corresponding income against the claim received from the Promoters during the year ended March 31, 2025.

(ii) As at the time of acquisition in March 2021, the Company had adjusted the purchase consideration for certain existing and potential litigations/claims as deemed appropriate. Based on the terms of the SPA, the Company is liable to refund the adjusted amounts to the Promoters in case they receive favourable orders against such litigations within a specified timeline. During the year ended March 31, 2025, the Company has:

(a) received favourable orders in certain tax matters and accordingly paid the net adjusted amount of Rs. 121.7 to the Promoters

(b) reassessed the open tax litigation matters and based on the merits of the case, provision of Rs. 235 has been created as payable to Promoters

54 (i) The books of accounts are electronically maintained and are accessible in India at all times. However, the information relating to daily back-up logs for two accounting software is not available for the period April 01, 2024 to August 19, 2024 and April 01, 2024 to October 10, 2024, respectively.

(ii) The Company has used six accounting software for maintaining its books of accounts which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective accounting software except:

(a) The feature of recording audit trail (edit log) facility was not enabled at the application level for two accounting software;

(b) The feature of recording audit trail (edit log) facility was not enabled at the database level to log any direct data changes for five accounting software throughout the year and for one accounting software for the period April 01, 2024 to December 31, 2024 used for maintaining the books of account;

Further, the audit trail feature has not been tampered with in respect of accounting software where the audit trail has been enabled.

Additionally, based on the requirements of Section 128(5) of the Companies Act, 2013, the Company has preserved the requirements of recording audit trail to the extent it was enabled and recorded in respect of the prior year.

55 Transfer pricing

Transfer Pricing regulations for computing the taxable income and expenditure from 'international transactions' between 'associated enterprises' on an 'arm's length' basis. These regulations, inter alia, also require the maintenance of prescribed documents and information including furnishing a report from an Accountant within due date of filing the Return of Income. The Company is in the process of updating the Transfer Pricing documentation for the financial year ended March 31, 2025 following a detailed transfer pricing study conducted for the financial year ended March 31, 2024. In the opinion of the management, the same would not have an impact on these financial statements. Accordingly, these financial statements do not include the effect of the transfer pricing implications, if any.

56 Other statutory information for the years ended March 31, 2025 and March 31, 2024:

(i) No proceedings have been initiated or are pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

(ii) There are no charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iii) The Company has not traded, invested nor holding any cryptocurrency or virtual currency.

(iv) The Company has not advanced or loaned or invested funds to any other person(s) 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 person(s) 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 account 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 does not have any transactions with companies struck off under section 248 of the Companies act, 2013 or section 560 of Companies act, 1956.

(viii) The Company has not been declared as a wilful defaulter by any bank or financial institution or government or any government authority.

(ix) The Company has not been sanctioned working capital limits from banks or financial institutions during any point of time of the year on the basis of security of current assets.

57 In light of the tariffs imposed by United States of America, the management has evaluated the likely impact of prevailing uncertainties relating to imposition or enhancement of reciprocal tariffs and believes that there are no material impacts on the financial statements of the Company for the year ended March 31, 2025. However, the management will continue to monitor the situation from the perspective of potential impact on the operations of the Company.

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58 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. Certain sections of the Code came into effect on May 3, 2023. However, the final rules/interpretation have not yet been issued. Based on a preliminary assessment, the entity believes the impact of the change will not be significant.

59 **Events after the reporting period**

(i) The Company is converted from Private Company limited by shares (Orkla India Private Limited) to Public Company limited by shares (Orkla India Limited) on April 25, 2025.

(ii) Subsequent to year ended March 31, 2025, the Company has:

(a) Sub-divided 89,300,000 authorised equity shares of face value of Rs. 10 each into 893,000,000 authorised equity shares of face value of Re. 1 each.

(b) Sub-divided 13,698,923 issued, subscribed & paid-up equity shares of face value of Rs. 10 each into 136,989,230 issued, subscribed & paid-up equity shares of face value of Re. 1 each.

As per our report of even date attached herein

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

S.R. Batliboi & Associates LLP Bengaluru

per Sunil Gaggar
Partner
Membership no.: 104315

Place: Bengaluru
Date: May 27, 2025

For and on behalf of the Board of Directors of
Orkla India Limited (formerly known as Orkla India Private Limited and MTR Foods Private Limited)
CIN: U15136KA1996PLC021007

Atle Vidar Nagel Johansen
Chairman & Director
DIN: 01361367

Place: Oslo, Norway
Date: May 27, 2025

Sanjay Sharma
Managing Director & Chief Executive Officer
DIN: 02581107

Place: Bengaluru
Date: May 27, 2025

Suniana Calapa
Chief Financial Officer

Place: Bengaluru
Date: May 27, 2025

Kaushik Seshadri
Company Secretary
Membership no: A41800

Place: Bengaluru
Date: May 27, 2025

Rashmi Satish Joshi
Independent Director
DIN: 06641898

Place: Mumbai
Date: May 27, 2025

Orkla India Limited Bengaluru

12th Floor
"UB City" Canberra Block
No. 24, Vittal Mallya Road
Bengaluru - 560 001, India
Tel : +91 80 6648 9000

INDEPENDENT AUDITOR'S REPORT

To the Members of Orkla India Limited (formerly known as Orkla India Private Limited and MTR Foods Private Limited)

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Orkla India Limited [formerly known as Orkla India Private Limited and MTR Foods Private Limited] (hereinafter referred to as "the Holding Company"), its subsidiary (the Holding Company and its subsidiary together referred to as "the Group"), its associate and joint venture comprising of the consolidated Balance Sheet as at March 31, 2025, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiary, associate and joint venture, the aforesaid consolidated 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 consolidated state of affairs of the Group, its associate and joint venture as at March 31, 2025, their consolidated profit including other comprehensive loss, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), 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 Consolidated Financial Statements' section of our report. We are independent of the Group, associate and joint venture 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 consolidated financial statements.

Other Information

The Holding 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 consolidated financial statements and our auditor's report thereon.

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

S.R. Batliboi & Associates LLP
Bengaluru

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

Responsibilities of Management for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group including its associate and joint venture 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. The respective Board of Directors of the companies included in the Group and of its associate and joint venture are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of their respective companies 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associate and joint venture are responsible for assessing the ability of their respective companies to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associate and joint venture are also responsible for overseeing the financial reporting process of their respective companies.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to the consolidated 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.

S.R. Batliboi & Associates LLP Bengaluru

- Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate and joint venture to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate and joint venture to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates and joint venture of which we are the independent auditors, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

Other Matter

(a) We did not audit the financial statements and other financial information, in respect of one subsidiary, whose financial statements include total assets of Rs 148.6 million as at March 31, 2025, and total revenues of Rs 245.9 million and net cash inflows of Rs 38.6 million for the year ended on that date. These financial statement and other financial information have been audited by other auditor, which financial statements, other financial information and auditor's reports have been furnished to us by the Management. The consolidated financial statements also include the Group's share of net loss of Rs. 4.0 million for the year ended March 31, 2025, as considered in the consolidated financial statements, in respect of an associate and a joint venture, whose financial statements, other financial information have been audited by other auditors and whose reports have been furnished to us by the Management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary, associate and joint venture, and our report in terms of Sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, associate and joint venture, is based solely on the reports of such other auditors.

The joint venture is located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their country and which have been audited by other auditor under generally accepted auditing standards applicable in their country. The Holding Company's Management has converted the financial statements of such joint venture located outside India from accounting principles generally accepted in their respective country to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's Management. Our opinion in so far as it relates to the balances and affairs of such joint venture located outside India is based on the report of other auditor and the conversion adjustments prepared by the Management of the Holding Company and audited by us.

Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

S.R. Batliboi & Associates LLP
Bengaluru

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 and on the consideration of report of the other auditors on separate financial statements and the other financial information of the associate company, incorporated in India, as noted in the 'Other Matter' paragraph we give in the "Annexure 1" a statement on the matters specified in paragraph 3(xxi) of the Order.

2. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiary, associate and joint venture, as noted in the 'other matter' paragraph we report, to the extent applicable, that:

(a) We/the other auditors whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;

(b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors except, as detailed in note 53(i) of the consolidated financial statements, the information relating to daily back-up logs for two accounting software is not available for the period April 01, 2024 to August 19, 2024 and April 01, 2024 to October 10, 2024, respectively, and for the matters stated in the paragraph (h) and (i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014, as amended;

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;

(d) In our opinion, the aforesaid consolidated financial statements comply with the 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 of the Holding Company as on March 31, 2025, taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act of the associate company, none of the directors of the Holding Company and its associate company, incorporated in India, is disqualified as on March 31, 2025 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 consolidated financial statements of the Holding Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report. This report, however, does not include Report on the internal financial controls under clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the 'Report on internal financial controls') in respect of associate company, since based on the corresponding reports of other auditor as noted in the 'Other Matter' paragraph and according to the information and explanation given to us, the said report on internal financial controls is not applicable to the said associate company basis the exemption available to the said associate company under MCA notification no. G.S.R. 583(E) dated June 13, 2017, read with corrigendum dated July 13, 2017 on reporting on internal financial controls with reference to consolidated financial statements.

(g) The provisions of Section 197 read with Schedule V of the Act are not applicable to the Holding Company and associate company incorporated in India for the year ended March 31, 2025;

(h) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph (b) above on reporting under Section 143(3)(b) and paragraph (i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014, as amended;

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Additionally, the audit trail of prior year has been preserved by the Holding Company and above referred associate as per the statutory requirements for record retention, to the extent it was enabled and recorded in the prior year, as stated in Note 53(ii) to the consolidated financial statements.

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

per Sunil Gaggar
Partner
Membership Number: 104315
UDIN: 25104315BMLNOZ9046

S.R. Batliboi & Associates LLP
Bengaluru

Place: Bengaluru
Date: May 27, 2025

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

Based on our audit and on the consideration of reports of the other auditors on separate financial statements and other financial information of the associate company incorporated in India, we state that:

(xxi) Qualifications or adverse remarks by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statements are:

S.No.	Name	CIN	Holding company/ subsidiary/ associate	Clause number of the CARO report which is qualified or is adverse
1	Orkla India Private Limited (formerly known as Orkla India Private Limited and MTR Foods Private Limited)	U15136KA1996PLC021007	Holding Company	vii(a)

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

per Sunil Gagger
Partner
Membership Number: 104315
UDIN: 25104315BMLNOZ9046

S. R. Batliboi & Associates LLP
Bengaluru

Place: Bengaluru
Date: May 27, 2025

Annexure 2 to the Independent Auditor's Report of even date on the Consolidated Financial Statements of Orkla India Limited (formerly known as Orkla India Private Limited and 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")

In conjunction with our audit of the consolidated financial statements of Orkla India Limited [formerly known as Orkla India Private Limited and MTR Foods Private Limited] (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2025, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company which is a company incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Holding Company which is a company incorporated in India, is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding 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 Holding Company's internal financial controls with reference to these consolidated 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, 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 consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

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

Meaning of Internal Financial Controls with reference to Consolidated Financial Statements

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

S.R. Batliboi & Associates LLP Bengaluru

Inherent Limitations of Internal Financial Controls with reference to the Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to the consolidated 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 the consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to the consolidated 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 Holding Company, which is a company incorporated in India, have, maintained in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to the consolidated financial statements were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Holding 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: 25104315BMLNOZ9046

S.R. Batliboi & Associates LLP
Bengaluru

Place: Bengaluru
Date: May 27, 2025

Orkla India Limited (formerly known as Orkla India Private Limited and MTR Foods Private Limited)
CIN: U15136KA1996PLC021007
Consolidated Balance Sheet as at March 31, 2025
(All amounts are in Rs. million, unless stated otherwise)

	Notes	As at March 31, 2025	As at March 31, 2024
Assets			
Non-current assets			
Property, plant and equipment	3	3,485.1	4,060.9
Capital work-in-progress	3	77.8	36.2
Right-of-use assets	4a	394.6	449.6
Goodwill	5	10,116.1	10,118.6
Other intangible assets	5	5,810.3	5,920.8
Investments accounted for using equity method	6a	278.1	278.9
Financial assets			
Investments	6a	0.0	0.0
Loans	7	4.6	6.1
Other financial assets	8	76.7	69.8
Other non-current assets	9	35.8	93.2
Income tax assets (net)	10	1,148.8	1,023.5
Deferred tax assets (net)	11	-	1.9
		21,427.9	**22,059.5**
Current assets			
Inventories	12	3,087.5	2,969.4
Financial assets			
Investments	6b	1,474.3	2,971.5
Trade receivables	13	1,626.2	1,685.8
Cash and cash equivalents	14	812.8	395.8
Bank balances other than cash and cash equivalents	15	1,094.3	750.0
Loans	16	24.4	77.9
Other financial assets	17	999.4	1,988.4
Other current assets	18	875.6	853.6
		9,994.5	**11,692.4**
Assets held for sale	19	290.6	-
Total assets		**31,713.0**	**33,751.9**
Equity and liabilities			
Equity			
Equity share capital	20	137.0	134.0
Instruments entirely equity in nature	20	-	3.0
Other equity	21	24,458.0	27,933.5
Total equity		**24,595.0**	**28,070.5**
Non-current liabilities			
Financial liabilities			
Borrowings	22	-	37.7
Lease liabilities	4b	452.2	514.8
Other financial liabilities	26a	140.2	79.0
Government grants	23	-	10.7
Deferred tax liabilities (net)	11	1,035.6	906.0
Other non-current liabilities	24	-	13.2
		1,628.0	**1,561.4**

S.R. Batliboi & Associates LLP
Bengaluru

Orkla India Limited
Bengaluru

Orkla India Limited (formerly known as Orkla India Private Limited and MTR Foods Private Limited)
CIN: U15136KA1996PLC021007
Consolidated Balance Sheet as at March 31, 2025
(All amounts are in Rs. million, unless stated otherwise)

	Notes	As at March 31, 2025	As at March 31, 2024
Current liabilities			
Financial liabilities			
Lease liabilities	4b	91.8	80.0
Trade payables			
Total outstanding dues of micro enterprises and small enterprises	25	651.4	621.1
Total outstanding dues of creditors other than micro enterprises and small enterprises	25	2,046.9	1,695.1
Other financial liabilities	26b	1,662.5	1,305.9
Other current liabilities	27	759.0	177.0
Provisions	28	276.7	193.0
Current tax liabilities (net)	29	1.7	47.9
		5,490.0	**4,120.0**
Total liabilities		**7,118.0**	**5,681.4**
Total equity and liabilities		**31,713.0**	**33,751.9**
Summary of material accounting policies	2.2 & 2.3		

The accompanying notes are an integral part of the consolidated financial statements

As per our report of even date attached herein

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

Chartered Accountants

per Sunil Gaggar
Partner
Membership no.: 104315

Place: Bengaluru
Date: May 27, 2025

S.R. Batliboi & Associates LLP Bengaluru

For and on behalf of the Board of Directors of
Orkla India Limited (formerly known as Orkla India Private Limited and MTR Foods Private Limited)
CIN: U15136KA1996PLC021007

Atle Vidar Nagel Johansen
Chairperson & Director
DIN: 01361367

Place: Oslo, Norway
Date: May 27, 2025

Sanjay Sharma
Managing Director & Chief Executive Officer
DIN: 02581107

Place: Bengaluru
Date: May 27, 2025

Suniana Calapa
Chief Financial Officer

Place: Bengaluru
Date: May 27, 2025

Kaushik Seshadri
Company Secretary
Membership no: A41800

Place: Bengaluru
Date: May 27, 2025

Rashmi Satish Joshi
Independent Director
DIN: 06641898

Place: Mumbai
Date: May 27, 2025

Orkla India Limited Bengaluru

Orkla India Limited (formerly known as Orkla India Private Limited and MTR Foods Private Limited)
CIN: U15136KA1996PLC021007
Consolidated Statement of Profit and Loss for the year ended March 31, 2025
(All amounts are in Rs. million except share data and per share data, unless stated otherwise)

	Notes	For the year ended March 31, 2025	For the year ended March 31, 2024
Income			
Revenue from operations	30	23,947.1	23,560.1
Other income	31	605.3	319.8
Total income		**24,552.4**	**23,879.9**
Expenses			
Cost of raw materials and packing materials consumed	32	11,741.3	13,100.5
Purchase of stock-in-trade	33	1,439.7	680.5
(Increase)/decrease in inventories of finished goods, work-in-progress and stock-in-trade	34	27.4	(143.6)
Employee benefits expense	35	2,461.9	2,323.5
Finance costs	36	65.5	66.4
Depreciation and amortisation expense	37	617.3	621.2
Other expenses	38	4,308.4	4,185.2
Total expenses		**20,661.5**	**20,833.7**
Profit before share of profit/(loss) of associate and joint venture, exceptional items and tax		**3,890.9**	**3,046.2**
Exceptional items (net)	54	(336.4)	-
Profit before tax and share of profit/(loss) of associate and joint venture		**3,554.5**	**3,046.2**
Share of profit/(loss) from associate and joint venture	41	(4.0)	22.1
Profit before tax		**3,550.5**	**3,068.3**
Tax expense:			
- Current tax	39	870.6	635.1
- Adjustment of tax relating to earlier periods	39	(13.4)	8.2
- Deferred tax charge	39	136.4	161.7
Total tax expense		**993.6**	**805.0**
Profit for the year		**2,556.9**	**2,263.3**
Other comprehensive income (OCI)			
Items that will not to be reclassified to profit or loss in subsequent periods:			
(a) Re-measurement gain/(loss) on defined benefit plans	40	(19.6)	87.6
Income tax effect on above	39	4.9	(22.0)
(b) Fair value losses on equity instruments	6a	(24.6)	-
Income tax effect on above	39	-	-
		(39.3)	65.6
Items that will be reclassified to profit or loss in subsequent periods:			
(a) Exchange differences on translation of foreign operations	41	3.7	1.7
Income tax effect on above	41	-	-
		3.7	1.7
Total other comprehensive income/(loss) for the year, net of tax		**(35.6)**	**67.3**
Total comprehensive income for the year, net of tax		**2,521.3**	**2,330.6**
Earnings per equity share	51		
Basic and Diluted		18.7	16.9
Summary of material accounting policies	2.2 & 2.3		

The accompanying notes are an integral part of the consolidated financial statements

As per our report of even date attached herein

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

per Amit Gaggar
Partner
Membership no : 104315

Place: Bengaluru
Date: May 27, 2025

For and on behalf of the Board of Directors of
Orkla India Limited (formerly known as Orkla India Private Limited and MTR Foods Private Limited)
CIN: U15136KA1996PLC021007

Atle Vidar Nagel Johansen
Chairperson & Director
DIN: 01361367

Place: Oslo, Norway
Date: May 27, 2025

Sanjay Sharma
Managing Director & Chief Executive Officer
DIN: 02581107

Place: Bengaluru
Date: May 27, 2025

Suniana Calapa
Chief Financial Officer

Place: Bengaluru
Date: May 27, 2025

Rashmi Satish Joshi
Independent Director
DIN: 06641898

Place: Mumbai
Date: May 27, 2025

Kaushik Seshadri
Company Secretary
Membership no: A41800

Place: Bengaluru
Date: May 27, 2025

S.R. Batliboi & Associates LLP Bengaluru

Orkla India Limited Bengaluru

Orkla India Limited (formerly known as Orkla India Private Limited and MTR Foods Private Limited)
CIN: U15136KA1996PLC021007
Consolidated Cash Flow Statement for the year ended March 31, 2025
(All amounts are in Rs. million, unless stated otherwise)

	For the year ended March 31, 2025	For the year ended March 31, 2024
A. Cash flows from operating activities		
Profit before tax	3,550.5	3,068.3
Adjustments to reconcile profit before tax to net cash flows:		
Exceptional items (net)	336.4	-
Share of profit or loss of associate and joint venture	4.0	(22.1)
Loss on liquidation of subsidiary	2.5	-
Share based payment	3.3	5.9
Depreciation of property, plant and equipment	410.7	422.5
Amortisation of intangible assets	124.2	114.5
Depreciation of right-of-use assets	82.4	84.2
Interest expense - others	0.6	2.6
Interest expense - lease liabilities	54.4	55.6
Interest on government grants	-	1.9
Unwinding of security deposit	(3.2)	(2.9)
Gain on termination/modification of right-of-use assets	(1.4)	-
Impairment loss/ (reversal of impairment loss) on trade receivables	(49.6)	0.7
Property, plant and equipment/capital work-in-progress written off	8.1	-
Profit on sale of investments in units of mutual funds	(300.4)	(104.8)
Bad debts/advances written off	61.7	-
Fair value gain on financial instruments at fair value through profit and loss (net)	(55.7)	(44.1)
Liabilities written back	(50.8)	(1.5)
(Gain)/loss on sale of property, plant and equipment (net)	(2.1)	0.5
Interest income	(140.1)	(87.1)
Rental income	-	(0.2)
GST input credit write off	-	0.2
Unrealised foreign exchange gain (net)	4.6	(16.3)
Operating profit before working capital adjustments	**4,040.1**	**3,477.9**
Working capital adjustments:		
(Increase)/decrease in trade receivables	86.5	(510.8)
(Increase)/decrease in inventories	(118.1)	531.7
(Increase) in financial assets, loans and other assets	(248.1)	(410.3)
Increase in trade payables	395.2	498.3
Increase in financial liabilities and other liabilities	726.3	156.6
Increase in provisions	64.1	32.1
Cash generated from operations	**4,946.0**	**3,775.5**
Income tax paid (net of refunds)	(1,029.3)	(811.7)
Net cash flow from operating activities (A)	**3,916.7**	**2,963.8**
B. Cash flow from investing activities		
Purchase of property, plant and equipment and intangible assets (including capital work in progress and capital advances)	(208.1)	(391.2)
Proceeds from sale of property, plant and equipment	13.9	9.8
Purchase of units of mutual funds	(12,615.2)	(7,659.9)
Proceeds from sale of units of mutual funds	14,452.0	7,186.6
Proceeds from the settlement of indemnity as per Share Purchase Agreement	124.3	-
Repayment of loan by associate	50.0	-
Investment in deposits with bank and margin money deposits with original maturity more than 3 months	700.0	(1,240.0)
Investment in deposits with financial institutions	-	(250.0)
Investment in shares of associate	-	(50.4)
Dividend received	0.0	0.0
Rent received	-	0.2
Interest received	137.1	29.6
Purchase of other non-current investments	(24.6)	-
Net cash flow (used in)/from investing activities (B)	**2,629.4**	**(2,365.3)**

S.R. Batliboi & Associates LLP Bengaluru

Orkla India Limited Bengaluru

Orkla India Limited (formerly known as Orkla India Private Limited and MTR Foods Private Limited)
CIN: U15136KA1996PLC021007
Consolidated Cash Flow Statement for the year ended March 31, 2025
(All amounts are in Rs million, unless stated otherwise)

	For the year ended March 31, 2025	For the year ended March 31, 2024
C. Cash flow from financing activities		
Repayment of short term borrowings	-	(310.0)
Repayment of long term borrowings	-	(2.2)
Interest paid	-	(4.0)
Payment of principal portion of lease liabilities	(74.6)	(70.6)
Interest on lease liabilities paid	(54.4)	(55.6)
Dividend paid	(6,000.1)	-
Share issue expenses	-	(6.4)
Net cash flow used in financing activities (C)	**(6,129.1)**	**(448.8)**
Net increase in cash and cash equivalents (A+B+C)	**417.0**	**149.7**
Cash and cash equivalents at the beginning of the year	395.8	246.1
Cash and cash equivalents at the end of the year	**812.8**	**395.8**
Components of cash and cash equivalents		
Balances with banks:		
On current accounts	812.3	395.2
Cash on hand	0.5	0.6
Total cash and cash equivalents (refer note 14)	**812.8**	**395.8**

Summary of material accounting policies 2.2 &2.3

The accompanying notes are an integral part of the consolidated financial statements

Notes:

1. The above Statement of Cash Flows has been prepared under the "Indirect Method" as set out in Ind AS - 7 "Statement of Cash Flows"
2. Refer note 15 for Change in Liabilities arising from financing activities and for non-cash financing and investing activities.
3. Refer note 52 for details of non-cash activity for share swap pursuant to merger of Eastern Condiments Private Limited.

As per our report of even date attached herein

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

Chartered Accountants

per Sunil Gaggar
Partner
Membership no : 104315

Place: Bengaluru
Date: May 27, 2025

S.R. Batliboi & Associates LLP Bengaluru

For and on behalf of the Board of Directors of
Orkla India Limited (formerly known as Orkla India Private Limited and MTR Foods Private Limited)
CIN: U15136KA1996PLC021007

Atle Vidar Nagel Johansen
Chairperson & Director
DIN: 01361367

Place: Oslo, Norway
Date: May 27, 2025

Sanjay Sharma
Managing Director & Chief Executive Officer
DIN: 02581107

Place: Bengaluru
Date: May 27, 2025

Suniana Calapa
Chief Financial Officer

Place: Bengaluru
Date: May 27, 2025

Kaushik Seshadri
Company Secretary
Membership no: A41800

Place: Bengaluru
Date: May 27, 2025

Rashmi Satish Joshi
Independent Director
DIN: 06641898

Place: Mumbai
Date: May 27, 2025

Orkla India Limited Bengaluru

Orkla India Limited (formerly known as Orkla India Private Limited and MTR Foods Private Limited)
CIN: U15136KA1996PLC021007
Consolidated Statement of Changes in Equity for the year ended March 31, 2025
(All amounts are in Rs. million except share data and per share data, unless stated otherwise)

a) Equity share capital

	Nos.	Amount
Equity shares of Rs. 10 each, issued, subscribed and fully paid-up		
As at April 1, 2024	1,33,93,359	134.0
Shares issued during the year	-	-
Redeemable Optionally Convertible Preference Shares (ROCPS) converted to equity shares (refer note 52)	3,05,564	3.0
As at March 31, 2025	1,36,98,923	137.0
As at April 1, 2023	1,23,30,269	123.3
Shares issued during the year (refer note 52)	7,57,526	7.6
Redeemable Optionally Convertible Preference Shares (ROCPS) converted to equity shares (refer note 52)	3,05,564	3.1
As at March 31, 2024	1,33,93,359	134.0

b) Instruments entirely equity in nature

Redeemable Optionally Convertible Preference Shares (ROCPS) of Rs.10 each, issued, subscribed and fully paid up

	Nos.	Amount
As at March 31, 2024	3,05,564	3.0
Converted to equity shares (refer note 52)	(3,05,564)	(3.0)
As at March 31, 2025	-	-
As at April 1, 2023	6,11,128	6.1
Shares issued during the year (refer note 52)		
Converted to equity shares (refer note 52)	(3,05,564)	(3.1)
As at March 31, 2024	3,05,564	3.0

For movement in share capital, refer note 20

c) Other equity

	Reserve and surplus					Legal reserve	Shares pending issuance (refer note 52)	Other comprehensive income		Total
	Securities premium	Capital redemption reserve	Capital reserve	Retained earnings	Contribution from Parent			Foreign currency translation reserve	Fair value gains/ (losses) on equity instruments	
As at April 1, 2024	11,095.0	33.7	6,030.6	10,728.2	25.1	-	-	9.7	11.2	27,933.5
Profit for the year	-	-	-	2,556.9	-	-	-	-	-	2,556.9
Dividend	-	-	-	(6,000.1)	-	-	-	-	-	(6,000.1)
Other comprehensive income (net of tax)	-	-	-	(14.7)	-	-	-	3.7	(24.6)	(35.6)
Total comprehensive income for the year	-	-	-	(3,457.9)	-	-	-	3.7	(24.6)	(3,478.7)
Transfer to legal reserve				(1.3)		1.3				-
Compensation cost related to employee share based payment plans (refer note 44)	-	-	-	-	3.3	-	-	-	-	3.3
As at March 31, 2025	11,095.0	33.7	6,030.6	7,269.0	28.4	1.3	-	13.4	(13.4)	24,458.0
As at April 1, 2023	11,101.4	33.7	-	8,399.3	19.2	-	2,700.0	8.0	11.2	22,272.8
Profit for the year	-	-	-	2,263.3	-	-	-	-	-	2,263.3
Other comprehensive income (net of tax)	-	-	-	65.6	-	-	-	1.7	-	67.3
Total comprehensive income for the year	-	-	-	2,328.9	-	-	-	1.7	-	2,330.6
Capital reserve arising on account of merger (refer note 52)	-	-	6,030.6	-	-	-	-	-	-	6,030.6
Shares issued on account of merger (refer note 52)	-	-	-	-	-	-	(2,700.0)	-	-	(2,700.0)
Share issue expenses	(6.4)	-	-	-	-	-	-	-	-	(6.4)
Compensation cost related to employee share based payment plans (refer note 44)	-	-	-	-	6.8	-	-	-	-	6.8
Cross charge from ultimate holding company for employee share based payment plans	-	-	-	-	(0.9)	-	-	-	-	(0.9)
As at March 31, 2024	11,095.0	33.7	6,030.6	10,728.2	25.1	-	-	9.7	11.2	27,933.5

Summary of material accounting policies Refer note 2.2 & 2.3

The accompanying notes are an integral part of the consolidated financial statements

As per our report of even date attached herein

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

per Sunil Gaggar
Partner
Membership no.: 104315

Place: Bengaluru
Date: May 27, 2025

S.R. Batliboi & Associates LLP
Bengaluru

For and on behalf of the Board of Directors of
Orkla India Limited (formerly known as Orkla India Private Limited and MTR Foods Private Limited)
CIN: U15136KA1996PLC021007

Atle Vidar Nagel Johansen
Chairperson & Director
DIN: 01361367

Place: Oslo, Norway
Date: May 27, 2025

Sanjay Sharma
Managing Director & Chief Executive Officer
DIN: 02581107

Place: Bengaluru
Date: May 27, 2025

Rashmi Satish Joshi
Independent Director
DIN: 06641898

Place: Mumbai
Date: May 27, 2025

Sunitha Calapa
Chief Financial Officer

Place: Bengaluru
Date: May 27, 2025

Kaushik Seshadri
Company Secretary
Membership no: A41800

Place: Bengaluru
Date: May 27, 2025

Orkla India Limited
Bengaluru

1.1 Corporate Information

Orkla India Limited (formerly Orkla India Private Limited and MTR Foods Private Limited) ("the Company" or "Holding Company") [CIN No. U15136KA1996PLC021007] is a public company domiciled in India and was incorporated at Bangalore in 1996 under the provisions of the Companies Act applicable in India. The registered office of the Company is No. 1, 2nd and 3rd Floor, 100 Feet, Inner Ring Road, Ashwini Layout, Ejipura, Bengaluru – 560047, Karnataka.

The Company has converted from Private Limited Company to Public Limited Company, through a special resolution passed in the extraordinary general meeting of the shareholders of the Company held on March 13, 2025. Consequently, the name of the Company has been changed to Orkla India Limited pursuant to a fresh certificate of incorporation issued by the Registrar of Companies dated April 25, 2025.

The Company's Consolidated Financial Statements were approved for issue in accordance with a resolution of the directors on May 27, 2025.

1.2 Group Information

The Company and its subsidiaries (the Company together with its subsidiaries hereinafter referred to as "the Group") and its associate and joint venture are engaged in the manufacture and sale of instant food mixes, spices, masalas and blended curry powders made of spices, ready-to-eat food products, vermicelli, confectionery, beverages, coffee and rice products (viz. Puttu Podi, Idli Podi, Dosa Podi, Pathiri Podi, Appam Podi, etc.), etc. The Group also undertakes trading of certain food products such as, spices, pickles, tea, tamarind, coconut oil and oral care products.

The Company is headquartered in Bengaluru and has its manufacturing facilities in Karnataka, Kerala, Andhra Pradesh, Rajasthan, and warehouses and an extensive distribution network in India, Middle East countries and other overseas markets.

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 had further acquired 252 equity shares from the promoters of Pot Ful, resulting to 26.5% shareholding in Pot Ful and w.e.f July 15, 2019, Pot Ful became an associate of the Company. During the year ended March 31, 2024, the Company additionally subscribed to 218 and 539 equity shares respectively, further resulting to 30.47% shareholding in Pot Ful. During the year ended March 31, 2025, Pot Ful issued 280 shares to other shareholders, resulting in change of the Company's shareholding to 29.87%.

On September 19, 2007, the Group entered into an agreement with Mr. Sameer Kunhu Mohamed to set up a Joint Venture Company Eastern Condiments Middle East & North Africa FZC, incorporated in United Arab Emirates ('ECMENA'). ECMENA is primarily engaged in trading of spices. ECMENA also renders agency services in respect of sales of the Group's products in the Middle East countries.

Pursuant to merger order dated March 21, 2025, from the Regional Director, wholly owned subsidiaries, BAMS Condiments Impex Private Limited and Rasoi Magic Foods (India) Private Limited have been merged with the Company from April 1, 2024. Since the entities are under common control, the accounting has been done applying Pooling of Interest method as prescribed in Appendix C of Ind AS 103 'Business Combinations' w.e.f. the first day of the earliest period presented i.e. April 1, 2023.

2. Material accounting policies

2.1 Basis of preparation:

The Consolidated Financial Statements of the Group comprises of the consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the Consolidated Statement of changes in equity, the consolidated cash flow Statement and the summary of material accounting policies and explanatory notes ('Collectively Consolidated Financial Statements').

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The consolidated financial statements of the Group 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 consolidated financial statements.

These consolidated 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:

a) Certain financial assets and liabilities measured at fair value; and
b) Derivative financial instruments.

The consolidated financial statements are presented in Indian Rupees (Rs.) and all the values are rounded off to the nearest million, except when otherwise indicated. Certain numbers in the notes and disclosures in the consolidated financial statements have been presented as zero with one decimal ("0.0"), where the absolute amount is below Rs. 50,000 ("fifty thousand").

2.2 Basis of consolidation

a. Subsidiaries

The consolidated financial statements comprise the financial statements of the Group and its associate and joint venture. Control is achieved when the Group 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. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of 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 its returns

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights
- The size of the group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the Consolidated Financial Statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended on March 31. When the end of the reporting period of the parent is different from that

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of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

Consolidation procedure:

a. Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries.

b. Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

c. Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the Consolidated Financial Statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost
- Derecognises the carrying amount of any non-controlling interests
- Derecognises the cumulative translation differences recorded in equity
- Recognises the fair value of the consideration received
- Recognises the fair value of any investment retained
- Recognises any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or transferred directly to retained earnings, if required by other Ind AS as would be required if the Group had directly disposed of the related assets or liabilities.

b. Associate and joint venture

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

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.
The considerations made in determining whether significant influence or joint control are similar to those necessary to determine control over the subsidiaries.

The Group's investments in its associate and joint venture are accounted for using the equity method. Under the equity method, the investment in an associate or a joint venture is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate or joint venture since the acquisition date. Goodwill relating to the associate or joint venture is included in the carrying amount of the investment and is not tested for impairment individually.

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The consolidated statement of profit and loss reflects the Group's share of the results of operations of the associate and joint venture. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the associate or joint venture are eliminated to the extent of the interest in the associate or joint venture.

If an entity's share of losses of an associate or a joint venture equal or exceeds its interest in the associate or joint venture (which includes any long-term interest that, in substance, form part of the Group's net investment in the associate or joint venture), the entity discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture. If the associate or joint venture subsequently reports profits, the entity resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

The aggregate of the Group's share of profit or loss of an associate and a joint venture is shown on the face of the consolidated statement of profit and loss outside operating profit.

The financial statements of the associate or joint venture are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its associate or joint venture. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate or joint venture is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate or joint venture and its carrying value, and then recognises the loss as 'Share of profit of an associate and a joint venture' in the consolidated statement of profit and loss.

Upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

2.3 Summary of material accounting policies:

(a) Current versus non-current classification

The Group presents assets and liabilities in the consolidated 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.

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

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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 Group has identified twelve months as its operating cycle.

(b) Foreign currency translation

The consolidated financial statements are presented in Indian Rupees Millions, which is also the parent company's functional currency. For each entity the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency. The Group uses the direct method of consolidation and on disposal of a foreign operation the gain or loss that is reclassified to profit or loss reflects the amount that arises from using this method.

Transactions and balances

Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the Group 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 with the exception of the following:

- Exchange differences arising on monetary items that forms part of a reporting entity's net investment in a foreign operation are recognised in profit or loss in the separate financial statements of the reporting entity or the individual financial statements of the foreign operation, as appropriate. In the financial statements that include the foreign operation and the reporting entity (e.g., consolidated financial statements when the foreign operation is a subsidiary), such exchange differences are recognised initially in OCI. These exchange differences are reclassified from equity to profit or loss on disposal of the net investment.
- Exchange differences arising on monetary items that are designated as part of the hedge of the Group's net investment of a foreign operation. These are recognised in OCI until the net investment is disposed of, at which time, the cumulative amount is reclassified to profit or loss.
- Tax charges and credits attributable to exchange differences on those monetary items are also recorded in OCI.

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 Group 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 Group determines the transaction date for each payment or receipt of advance consideration.

Group companies

On consolidation, the assets and liabilities of foreign operations are translated into Indian Rupees at the rate of exchange prevailing at the reporting date and their statements of profit and loss are translated at exchange rates prevailing at the dates of the transactions. For practical reasons, the group uses an average rate to translate income and expense items, if the average rate approximates the exchange rates at the dates of the transactions. The exchange differences arising on translation for consolidation are recognised in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognised in profit and loss.

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(c) Fair value measurement

The Group 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 Group.

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 Group 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 consolidated 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:

(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 consolidated financial statements on a recurring basis, the Group 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 2.4, 5 and 48
(ii) Financial Instruments (including those carried at amortised cost) - note 4b, 6a, 6b, 7, 8, 13, 14, 15, 16, 17, 22, 25, 26b and 27

(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 Group expects to be entitled in exchange for those goods or services. The Group 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 Group applies the following five- step approach:

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- 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 transaction price that the Group receives or expects to receive as consideration for goods supplied and services rendered, net of returns and estimates of variable consideration such as discounts to customers.

The Group 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 Group 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 Group 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.

- **Variable consideration:**

  If the consideration in a contract includes a variable amount, the Group 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 Group 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 Group 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 Group 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).

(ii) Contract balances

Contract assets
A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group 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 Group'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 2.3(p) Financial instruments – initial recognition and subsequent measurement.

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

(iii) 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 Group ultimately expects it will have to return to the customer. The Group 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.

(iv) 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 Group 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 consolidated statement of profit and loss.

(v) Dividend Income

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

(vi) 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.

(vii) Government grant

The Group may receive government grants that require compliance with certain conditions related to the Group's operating activities or are provided to the Group by way of financial assistance on the basis of certain qualifying criteria.

Accordingly, government grants:

(a) related to or used for assets, are deducted from the carrying amount of the asset.
(b) related to incurring specific expenditures are taken to the statement of profit and loss on the same basis and in the same periods as the expenditures incurred.
(c) by way of financial assistance on the basis of certain qualifying criteria are recognised as they become receivable.

Government grants are recognised when there is reasonable assurance that the grant will be received upon the Group complying with the conditions attached to the grant. Income from such grants is recognised on a systematic basis over the periods to which they relate. In the unlikely event that a grant previously recognised is ultimately not received, it is treated as a change in estimate and the amount cumulatively recognised is expensed in the Statement of Profit and Loss.

(e) Income-tax

Current income tax

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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 in the countries where the Group operates and generates taxable income.

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, associates and interests in joint venture, 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 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.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. Acquired deferred tax benefits recognised within the measurement period reduce goodwill related to that acquisition if they result from new information obtained about facts and circumstances existing at the acquisition date.

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The Group offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

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

Expenses and assets are recognised net of the amount of GST 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 Group 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 Group 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.

Freehold land is carried at historical cost. Historical cost includes expenditure that is directly attributable to the acquisition of the items.
The Group 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)
Plant and machinery	2-15
Office equipment/ Computers	3-6

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Particulars	Useful life used by the management (in years)
Factory buildings	30
Electrical fittings	10
Furniture and fixtures	10
Vehicles	4-8
Windmills	22

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 Group, 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) Non-current assets held for sale

The Group classifies non-current assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use.

Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset, excluding finance costs and income tax expense.

The criteria for held for sale classification is regarded as met only when the sale is highly probable, and the asset is available for immediate sale in its present condition. Actions required to complete the sale/ distribution should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale and the sale expected within one year from the date of classification. For these purposes, sale transactions include exchanges of non-current assets for other non-current assets when the exchange has commercial substance. The criteria for held for sale classification is regarded met only when the assets is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets, its sale is highly probable; and it will genuinely be sold, not abandoned. The Group treats sale of the asset to be highly probable when:

- The appropriate level of management is committed to a plan to sell the asset,
- An active programme to locate a buyer and complete the plan has been initiated (if applicable),
- The asset is being actively marketed for sale at a price that is reasonable in relation to its current fair value,
- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and
- Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Property, plant and equipment and intangible are not depreciated, or amortised assets once classified as held for sale. Assets and liabilities classified as held for sale are presented separately from other items in the balance sheet.

(h) 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

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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 Group's intangible assets is as below:

Assets	Useful life (in years)
Software	3 years
Trademarks	Indefinite
Distribution network	4 years
Recipes	10 years

(i) Business combination and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are recognised in Consolidated Financial Statements of Profit and Loss as incurred.

At the acquisition date, the identifiable assets acquired, and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, certain assets and liabilities i.e. deferred tax assets or liabilities, assets or liabilities related to employee benefit arrangements, liabilities or equity instruments related to share-based payment arrangements and assets or disposal groups that are classified as held for sale, acquired or assumed in a business combination are measured as per the applicable Ind AS.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 Financial Instruments, is measured at fair value with changes in fair value recognised in profit or loss in accordance with Ind AS 109. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS and shall be recognised in profit or loss. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and subsequent its settlement is accounted for within equity.

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If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

(j) Leases

The Group 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.

Group as a lessee

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

Right-of-use assets

The Group 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:

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Category of assets	Estimated useful life
Building	2 to 25 years

If ownership of the leased asset transfers to the Group 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.

Lease liabilities

At the commencement date of the lease, the Group 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 Group and payments of penalties for terminating the lease, if the lease term reflects the Group 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 Group 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.

Short-term leases and leases of low-value assets

The Group 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 Group 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 Group 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.

(k) 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.

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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

(l) Impairment of non-financial assets

The Group 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 Group 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 post-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 Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group'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 Group 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.

For assets excluding goodwill, 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 Group 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. An impairment loss recognised for goodwill is not reversed in subsequent periods.

(m) Provisions and contingent liabilities

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group 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 Group 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 Group does not recognize a contingent liability but discloses its existence in the financial statements.

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Contingent liabilities recognised in a business combination

A contingent liability recognised in a business combination is initially measured at its fair value. Subsequently, it is measured at the higher of the amount that would be recognised in accordance with the requirements for provisions above or the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the requirements for revenue recognition.

(n) Retirement and other employee benefits

Defined contribution plan:

Retirement benefit in the form of provident fund is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the provident fund. The Group 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 Group 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 Group recognizes related restructuring costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group 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 Group 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 Group 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 Group 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.

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(o) Share based payments

Employees of the Group 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 Group 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 Group'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.

(p) 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

Financial assets include Investments, Trade Receivables, Advances, Security Deposits, Cash and Cash equivalents. Such assets are initially recognised at fair value or transaction price, as applicable, when the Group becomes party to contractual obligations. The transaction price includes transaction costs unless the asset is being valued through Statement of Profit and Loss.

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).

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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 Group 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 Group. 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 13.

Equity investments

All equity investments other than investment in subsidiaries, associates and joint ventures in scope of Ind AS 109 are measured at fair value 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 Group may make an irrevocable election to present in OCI subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group 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 Group 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 Group's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or

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

When the Group 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 Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group 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 Group 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 Group could be required to repay.

Impairment of financial assets

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

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables and other receivable. The application of simplified approach does not require the Group 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 Group 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 Group 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 Group'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 Group 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

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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 Group's senior management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. Such changes are evident to external parties. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group 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 Group 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 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.

(q) Derivative financial instruments

The Group 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.

(r) 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 Executive Officer (CEO) is the Chief Operating Decision Maker (CODM) who makes strategic decisions and is responsible for allocating resources and assessing performance of the operating segments.

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Refer note 45 for segment information presented.

Inter-segment transfer:

The Group generally accounts for inter-segment sales at arm's length basis in a manner similar to transactions with third parties.

Segment policies:

The Group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the Consolidated Financial Statements of the Group as a whole.

(s) Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss attributable to equity holders of parent company (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 of the parent company and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

(t) 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.

For the purpose of the Consolidated Financial Statements of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

(u) Cash dividend

The Group 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 Group. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

(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

2.4 Significant accounting judgements, estimates and assumptions

The preparation of the Group'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.

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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 Group'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 Group. Such changes are reflected in the assumptions when they occur.

(a) Defined benefit plans (gratuity benefits)

The Group 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 40.

(b) Leases

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

The Group 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 Group has several lease contracts that include extension and termination options. The Group 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 Group 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.

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(c) Provision for sales return

The Group provides for sales return on damaged goods based on trend of previous years. The Group 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 Group 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 customers meeting the thresholds.

Before including any amount of variable consideration in the transaction price, the Group considers whether the amount of variable consideration is constrained. The Group 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 for inventories

The Group has a defined policy for provision on inventory sub-categorised into raw materials, packing materials and finished goods. The Group 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 Group'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 49.

(h) Impairment of non-financial assets

Impairment exists when the carrying value of an asset or Cash-Generating Unit (CGU) exceeds its recoverable amount, which is higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing off the asset. The value in use calculation is based on Discounted Cash Flow (DCF) model. The cash flows are derived from the forecast for the next five years. The forecast does not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash inflows and the growth rate used for extrapolation purposes. These estimates are most

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relevant to goodwill recognised by the Group. The key assumptions used to determine the value in use for the different CGUs, are disclosed and further explained in note 5.

(i) Share based payments

Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. For the measurement of the fair value of equity-settled transactions with employees at the grant date, the Group uses Black and Scholes model. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in note 44.

(j) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. See note 48 for further disclosures.

2.5 Standards notified but not effective

There are no standards that are notified and not yet effective as on the date.

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(All amounts are in Rs. million, unless stated otherwise)

3 Property, plant and equipment

	Land (refer note (i & ii))	Buildings (On freehold land)	Buildings (On leasehold land)	Leasehold Improvements	Plant and Machinery	Windmill	Office Equipment	Electrical Fittings	Furniture and Fixtures	Vehicles	Total
Gross block											
As at April 1, 2023	1,228.1	1,234.3	55.7	9.7	1,915.4	63.5	115.2	77.1	78.5	101.1	4,878.6
Additions	-	7.1	5.6	26.6	779.6	-	38.4	4.4	7.8	4.6	874.1
Disposals	-	(0.2)	-	-	(5.9)	-	(1.1)	-	(0.1)	(21.7)	(29.0)
As at March 31, 2024	1,228.1	1,241.2	61.3	36.3	2,689.1	63.5	152.5	81.5	86.2	84.0	5,723.7
Additions	-	7.3	4.6	1.3	92.4	-	30.3	0.4	5.4	-	141.7
Disposals	-	(0.5)	-	(0.8)	(38.6)	-	(3.2)	-	(0.3)	(14.7)	(58.1)
Transfer to assets held for sale (refer note 19)	(163.9)	(159.6)	-	-	-	-	-	-	-	-	(323.5)
As at March 31, 2025	1,064.2	1,088.4	65.9	36.8	2,742.9	63.5	179.6	81.9	91.3	69.3	5,483.8
Accumulated depreciation and impairment											
As at April 1, 2023	-	184.2	9.2	4.1	889.2	17.4	58.9	38.1	33.7	25.7	1,260.5
Depreciation for the year (refer note 37)	-	63.5	4.6	2.6	279.4	9.0	27.5	8.9	11.0	16.0	422.5
Disposals	-	(0.0)	-	-	(3.9)	-	(1.0)	-	(0.1)	(15.2)	(20.2)
As at March 31, 2024	-	247.7	13.8	6.7	1,164.7	26.4	85.4	47.0	44.6	26.5	1,662.8
Depreciation for the year (refer note 37)	-	60.7	5.6	6.7	265.8	9.0	33.2	8.7	9.6	11.4	410.7
Disposals	-	-	-	(0.8)	(29.7)	-	(3.2)	-	(0.2)	(8.0)	(41.9)
Transfer to assets held for sale (refer note 19)	-	(32.9)	-	-	-	-	-	-	-	-	(32.9)
As at March 31, 2025	-	275.5	19.4	12.6	1,400.8	35.4	115.4	55.7	54.0	29.9	1,998.7
Net carrying value as at:											
At March 31, 2024	1,228.1	993.5	47.5	29.6	1,524.4	37.1	67.1	34.5	41.6	57.5	4,060.9
At March 31, 2025	1,064.2	812.9	46.5	24.2	1,342.1	28.1	64.2	26.2	37.3	39.4	3,485.1

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(All amounts are in Rs. million, unless stated otherwise)

Note:

(i) **Title deeds of immovable properties not held in the name of the Company as at March 31, 2025**

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 & equipment/ Assets held for sale	Land (freehold and leasehold) and buildings	1,494.7	Eastern Condiments Private limited (ECPL)	No	September 01, 2023	Land & Building pending transfer to the Company on account of scheme of merger
Property, plant & equipment	Land (freehold) and buildings	1,036.0	MTR Foods Private Limited [erstwhile name of the Company]	No	January 04, 2024	The Company has changed the legal name during the year ended March 31, 2024. The land and building are held in the name of the erstwhile name of the

Title deeds of immovable properties not held in the name of the Company as at March 31, 2024

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 & equipment	Land (freehold and leasehold) and buildings	1,494.7	Eastern Condiments Private limited (ECPL)	No	September 01, 2023	Land & Building pending transfer to the Company on account of scheme of merger which are in the name of erstwhile subsidiary, will be transferred in the name of the Company in due course
Property, plant & equipment	Land (freehold) and buildings	1,036.0	MTR Foods Private Limited [Erstwhile name of the Company]	No	January 04, 2024	The Company has changed the legal name during the year ended March 31, 2024. The land and building are held in the name of the erstwhile name of the Company.

(ii) During the year ended March 31, 2019, ECPL had made advance payment of Rs. 46.5 to a party for purchase of a land situated at Edapally. The concerned land was mortgaged by such party with a bank as security. Further, the land was taken over by the bank as part of its recovery proceedings against the said party in financial year ended March 31, 2019.

During the year ended March 31, 2019, the above-mentioned land was purchased by ECPL through an auction conducted by the bank at a cost of Rs. 37.7. The said amount of Rs. 37.7 was paid by Mr. Navas M Meeran (promoter of ECPL) to ECPL, as agreed by him to secure the title of the land in the name of ECPL. The amount paid by the promoter of ECPL was disclosed as an interest free borrowing (refer note 22). Based on the agreement executed between ECPL and Mr. Navas M Meeran, repayment of borrowings is restricted to the extent of amount recovered from the party. Also, in the event of non-recovery from the aforesaid party, the aforesaid borrowings will be set off against the advance receivable from the party and there would not be any amount payable to Mr. Navas M Meeran and accordingly, difference of Rs. 8.8 was written off during the year ended March 31, 2019.

Further, as per the agreement executed on October 21, 2024 between the Company and Mr. Navas M Meeran, the Company has written off advance receivable from the party aggregating to Rs. 37.7 and written back the borrowings amount payable to Mr. Navas M Meeran aggregating Rs. 37.7 in the year ended March 31, 2025.

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(All amounts are in Rs. million, unless stated otherwise)

(iii) **Capital work-in-progress**

	Amount
As at April 1, 2023	**738.9**
Additions	112.9
Capitalised	(809.1)
Disposal	(6.5)
As at March 31, 2024	**36.2**
Additions	89.9
Capitalised	(42.4)
Disposal	(5.9)
As at March 31, 2025	**77.8**

Capital work-in-progress (CWIP) ageing schedule

As at March 31, 2025

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	77.8	-	-	-	77.8
Projects temporarily suspended	-	-	-	-	-
Total	**77.8**	-	-	-	**77.8**

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As at March 31, 2024

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	27.6	4.2	-	-	31.8
Projects temporarily suspended	-	2.7	-	1.7	4.4
Total	**27.6**	**6.9**	-	**1.7**	**36.2**

Details of projects overdue to its original plan:

Particulars	As at March 31, 2025				Total
	To be completed in				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Factory, Bengaluru	45.1	-	-	-	45.1
Corporate office, Bengaluru	1.0	-	-	-	1.0
Factory, Kothamangalam	14.8	-	-	-	14.8
Factory, Kota	0.1	-	-	-	0.1
Factory, Adimali	0.8	-	-	-	1
Factory, Guntur	4.1	-	-	-	4.1
Total	**65.9**	-	-	-	**65.9**

Particulars	As at March 31, 2024				Total
	To be completed in				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Factory, Bengaluru	18.2	3.0	-	-	21.2
Factory, Kittur	-	0.5	-	-	0.5
Factory, Guntur	0.5	-	-	-	0.5
Factory, Kothamanagalam	-	1.0	-	-	1.0
Total	**18.7**	**4.5**	-	-	**23.2**

As at March 31, 2025, and March 31, 2024, the Group has no projects whose cost has exceeded compared to its original plan.

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4 Right-of-use assets and lease liabilities

4a Right-of-use assets (ROU)

	As at March 31, 2025	As at March 31, 2024
Opening balance	449.6	462.0
Additions	35.0	71.8
Depreciation of right-of-use assets (refer note 37)	(82.4)	(84.2)
Deletions	(6.6)	-
Adjustment due to modification [refer note (i) below]	(1.0)	-
Closing balance	**394.6**	**449.6**

4b Lease liabilities

	As at March 31, 2025	As at March 31, 2024
Opening balance	594.8	598.9
Additions	32.7	66.5
Interest expense on lease liabilities (refer note 36)	54.4	55.6
Payments	(129.0)	(126.2)
Deletions	(7.7)	-
Adjustment due to modification [refer note (i) below]	(1.2)	-
Closing balance	**544.0**	**594.8**

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, 2025	As at March 31, 2024
Non-current	452.2	514.8
Current	91.8	80.0

The following are the amounts recognised in profit and loss :	Year ended March 31, 2025	Year ended March 31, 2024
Gain on termination/modification of right-of-use assets (refer note 31)	1.4	-
Depreciation expense of right-of-use assets (refer note 37)	82.4	84.2
Interest expense on lease liabilities (refer note 36)	54.4	55.6
Expense relating to short-term leases (included in other expenses & Staff welfare)	88.1	101.3
Expense relating to leases of low value assets (included in other expenses)	0.3	3.3

Also refer note 42(a) for additional disclosure on lease arrangements.

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(All amounts are in Rs. million, unless stated otherwise)

5 Goodwill and other intangible assets

		Other intangible assets				
	Goodwill [refer note (i) below]	Trademarks and Brands [refer note (i) below]	Distribution Network	Recipes	Computer software	Total
At April 1, 2023	**10,118.6**	**5,731.1**	**368.0**	**0.5**	**86.9**	**6,186.5**
Additions	-	-	-	-	105.7	105.7
Disposals	-	-	-	-	-	-
At March 31, 2024	**10,118.6**	**5,731.1**	**368.0**	**0.5**	**192.6**	**6,292.2**
Additions	-	-	-	-	13.7	**13.7**
Disposals [refer note(i)]	(2.5)	-	-	-	-	-
At March 31, 2025	**10,116.1**	**5,731.1**	**368.0**	**0.5**	**206.3**	**6,305.9**
Amortisation						
At April 1, 2023	-	**0.9**	**184.0**	**0.3**	**71.7**	**256.9**
Amortisation for the year (refer note 37)	-	0.0	92.0	0.0	22.5	114.5
Disposals	-	-	-	-	-	-
At March 31, 2024	-	**0.9**	**276.0**	**0.3**	**94.2**	**371.4**
Amortisation for the year (refer note 37)	-	0.0	92.0	0.0	32.2	**124.2**
Disposals	-	-	-	-	-	-
At March 31, 2025	-	**0.9**	**368.0**	**0.3**	**126.4**	**495.6**
Net carrying value as at:						
At March 31, 2024	**10,118.6**	**5,730.2**	**92.0**	**0.2**	**98.4**	**5,920.8**
At March 31, 2025	**10,116.1**	**5,730.2**	-	**0.2**	**79.9**	**5,810.3**

Note:

(i) Goodwill primarily includes Rs. 9,857.3 and Rs. 261.3 on acquisition of ECPL (Eastern) and Rasoi respectively. During the year ended March 31, 2025, the Company has charged off goodwill of Rs. 2.5 pertaining to subsidiary company, Eastern Food Speciality Formulations Private Limited (EFSF) which was strike off with effect from February 25, 2025.

Further, the Group has recognised Trademarks & Brands aggregating Rs. 5,730.0 on acquisition of ECPL. Trademarks and Brands are not amortised and are considered to have indefinite life, on account of the history of operations in ECPL and their established brands in the market. These intangible assets and goodwill are tested for impairment on an annual basis in accordance with the applicable accounting standards. For the purposes of impairment, Goodwill and Trademarks & Brands recognised on acquisition of ECPL has been allocated to Eastern CGU and further, Goodwill on acquisition of Rasoi has been allocated to Rasoi CGU.

Eastern CGU
The recoverable amount of Eastern CGU has been determined based on a value in use calculation considering the cash flow projections from financial budgets approved by the Management for the financial years ending March 31, 2026 to March 31, 2030 which covers a five-year period. For the purposes of impairment testing, the post-tax discount rate applied to cash flow projections for the current financial year is 12.0% (March 31, 2024: 12.0%) and cash flows beyond the five-year period are extrapolated considering a growth rate of 5.0% (March 31,2024: 5.0%), which is similar to the long-term average growth rate for the industry.

Rasoi CGU
The recoverable amount of the Rasoi CGU has been determined based on a value in use calculation considering the cash flow projections from financial budgets approved by the Management for the financial years ending March 31, 2026 to March 31, 2030 which covers a five-year period. For the purposes of impairment testing, the post-tax discount rate applied to cash flow projections for the current financial year is 23.0% (March 31, 2024: 15.0%) and cash flows beyond the five-year period are extrapolated considering a growth rate of 5.0% (March 31,2024: 5.0%), which is similar to the long-term average growth rate for the industry.

Key assumptions used for value in use calculations and sensitivity to changes in assumptions

The calculation of value in use is most sensitive to the following assumptions:
a. Discount rates
b. Growth rates used to extrapolate cash flows beyond the forecast period

Discount rates - Discount rates represent the current market assessment of the risks specific to each CGU, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Group and its operating segments and is derived from its weighted average cost of capital (WACC). The WACC takes into account both debt and equity. The cost of equity is derived from the expected return on investment by the Group's investors. The cost of debt is based on the interest-bearing borrowings the Group is obliged to service. Segment-specific risk is incorporated by applying individual beta factors. The beta factors are evaluated annually based on publicly available market data.

Growth rate - In assessing the impairment of our CGUs, we have applied a growth rate of 5% to extrapolate the cash flows. This rate reflects both the segment's historical performance and our expectations for sustainable future growth in a competitive market. The growth rate is integral to the discounted cash flow models, which inform the recoverable amount of the CGUs against their carrying values.

Based on the above assessment, no impairment has been recognised during the year ended March 31, 2025 (March 31, 2024: Nil). Further, the Group has also performed sensitivity analysis around the key assumptions and has concluded that there are no reasonably possible changes to key assumptions that would cause the carrying amount of the aforesaid assets to exceed their recoverable values.

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6 Investments

6a Non-current investments

Investment in equity instruments	As at March 31, 2025	As at March 31, 2024
In associate (accounted under equity method):		
Unquoted		
4,271 (March 31, 2024: 4,271) Equity shares of Rs 10 (March 31, 2024: Rs 10) each fully paid-up in Pot Ful India Private Limited [refer note 41(i)]	136.2	150.0
	136.2	**150.0**
In joint venture (accounted under equity method):		
Unquoted		
2,500 (March 31, 2024: 2,500) equity shares of UAE Dirhams 1,000 (March 31, 2024: UAE Dirhams 1,000) each fully paid-up in Eastern Condiments Middle East & North Africa FZC, UAE[refer note 41(ii)]	161.9	148.9
Less: Provision for impairment	(20.0)	(20.0)
	141.9	**128.9**
	278.1	**278.9**
In others (at fair value through other comprehensive income):		
Unquoted		
1,403 (March 31, 2024: 1,403) equity shares of Rs 10 (March 31, 2024: Rs 10) each fully paid-up in Firmroots Private Limited [refer note (i) below]	3.9	3.9
Less: Provision for impairment	(3.9)	(3.9)
	-	-
37,748 (March 31, 2024: 0) equity shares of Rs 10 (March 31, 2024: 0) each fully paid in Clean Max Aurora Private Limited [refer note (ii) below]	24.6	-
Less: Provision for impairment	(24.6)	-
	-	-
750 (March 31, 2024: 750) equity shares of Rs 10 (March 31, 2024: Rs 10) each fully paid up in Vishweshwar Sahakari Bank Ltd	0.0	0.0
	0.0	**0.0**

6b Current Investments

Investments in Mutual Funds (at fair value through profit or loss account)	As at March 31, 2025	As at March 31, 2024
Quoted		
Aditya Birla Sun Life Liquid Fund 210,096 units (March 31, 2024: 3,828,858 units)	88.1	1,491.4
ICICI Prudential Liquid Fund 77,768 units (March 31, 2024: 4,142,242 units)	29.9	1,480.1
Axis Money Market Fund 625,109 units (March 31, 2024: 0 units)	885.1	-
Axis Liquid Fund 43,463 units (March 31, 2024: 0 units)	125.3	-
Baroda BNP Paribas Liquid Fund 9,609 units (March 31, 2024: 0 units)	28.7	-
Baroda BNP Paribas Ultra Short Duration Fund 27,539 units (March 31, 2024: 0 units)	42.2	-
Kotak Liquid Fund 2,472 units (March 31, 2024: 0 units)	13.0	-
HSBC Liquid Fund 59,225 units (March 31, 2024: 0 units)	153.1	-
Franklin Templeton Liquid Fund 27,942 units (March 31, 2024: 0 units)	108.9	-
	1,474.3	**2,971.5**

Aggregate book value and market value of quoted investments	1,474.3	2,971.5
Aggregate book value of unquoted investments	326.6	302.9
Aggregate amount of impairment in value of investments	48.5	23.9

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Note:

(i) On October 13, 2017, the Group had acquired 8,065 shares of Firmroots Private Limited (FPL) at fair value of Rs. 4,340 per share which comprise of 43% shareholding. During the year ended March 31, 2020, FPL had converted its Series A CCPS into equity shares, reducing the Group's shareholding to 33% and the Group had also recognised an impairment loss of Rs. 1,513 per share due to performance of FPL. Further, Group sold 6,662 shares of FPL at a fair value of Rs. 2,627 per share, contributing to a loss of Rs. 200 per share in the financial year ended March 31, 2021. The aforesaid impairment loss was set off from the impairment allowance created by the Company during the financial year 2019-20.

Post the sale made by the Group, the balance shareholding was 5.54% which resulted into FPL ceasing to be an associate w.e.f. December 24, 2020. Accordingly, investments in FPL were remeasured at fair value through other comprehensive income in accordance with Ind AS 109. Management has assessed the fair value of the investments in FPL as at March 31, 2025 to be Nil (March 31, 2024: Nil).

(ii) Pursuant to requirements of Electricity Act, the Group has subscribed for 37,748 equity shares of Rs. 10 each of Clean Max Aurora Private Limited (Clean Max) for a purchase consideration of Rs. 24.6 (Subscription Price) during the year ended March 31, 2025. Further, pursuant to Energy Supply Agreement, the Group has agreed to purchase total solar power to be generated from solar plant having installed capacity i.e., 6.6 MWp. As per the Shareholders' Agreement (SHA) between the Group and Clean Max, the Group has an option to sell back the aforesaid equity shares at fair market value. The Group has irrevocably elected to measure fair value changes in the aforesaid equity instruments through other comprehensive income (FVTOCI). Management has assessed the fair value of investment in Clean Max as at March 31, 2025 to be Nil and accordingly, recognised an impairment loss of Rs. 24.6.

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(All amounts are in Rs. million, unless stated otherwise)

7 Non-current - loans

	As at March 31, 2025	As at March 31, 2024
At amortised cost		
Loans to employees	4.6	6.1
	4.6	**6.1**
Sub-classification of loans:		
Loan receivables considered good- unsecured	4.6	6.1
	4.6	**6.1**

8 Other non-current financial assets

	As at March 31, 2025	As at March 31, 2024
At amortised cost		
Unsecured - considered good		
Margin money deposits with bank [refer note (i) below]	0.1	0.1
Security deposit for lease premises	44.8	36.8
Other deposits*	31.8	32.9
	76.7	**69.8**

* Majorly includes electricty deposits

Note:
(i) Margin money deposits are intended to secure the bank guarantee and letter of credit facility obtained by the Group

9 Other non-current assets

	As at March 31, 2025	As at March 31, 2024
Unsecured - considered good		
Capital advances	9.1	52.0
Prepaid expenses	4.4	5.7
Balances with statutory / government authorities	22.3	35.5
	35.8	**93.2**

10 Income tax assets (net)

	As at March 31, 2025	As at March 31, 2024
Income tax assets (net of provisions)	1,148.8	1,023.5
	1,148.8	**1,023.5**

11 Deferred tax assets / (liability) (net)

	As at March 31, 2025	As at March 31, 2024
Deferred tax assets	-	1.9
Deferred tax liability	1,035.6	906.0
	(1,035.6)	**(904.1)**

Deferred tax relates to the following

	Consolidated balance sheet		Consolidated statement of profit and loss and OCI	
	As at March 31, 2025	As at March 31, 2024	For year ended March 31, 2025	For year ended March 31, 2024
Property, plant and equipment & intangibles difference in written down value as per Companies Act, 2013 and as per Income tax Act, 1961	(1,196.3)	(1,068.2)	(128.1)	185.4
Employee retirement benefit expenditure and bonus payable charged to the statement of profit and loss account but allowed for tax purposes on payment basis	89.2	67.6	21.6	10.2
Impact of ROU assets	(99.3)	(113.1)	13.8	(1.4)
Impact of lease liabilities	136.9	149.7	(12.8)	(0.7)
Other timing differences*	33.9	59.9	(26.0)	(9.8)
	(1,035.6)	**(904.1)**	**(131.5)**	**183.7**

* Majorly includes timing differences due to impairment allowance for expected credit loss, provision for litigation, fair value gain on financial instruments

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(All amounts are in Rs. million, unless stated otherwise)

Reconciliation of deferred tax assets/(liabilities) (net)	**As at March 31, 2025**	**As at March 31, 2024**
Balance at the beginning of the year	(904.1)	(720.4)
Tax income/(expense) during the year recognised in profit or loss	(136.4)	(161.7)
Tax income/(expense) during the year recognised in OCI	4.9	(22.0)
Balance at the end of the year	**(1,035.6)**	**(904.1)**

12 Inventories	**As at March 31, 2025**	**As at March 31, 2024**
At lower of cost and net realisable value		
Raw materials	1,592.6	1,523.5
Packing materials	210.3	160.3
Work-in-progress	352.8	405.6
Finished goods [includes goods-in-transit for Rs 40.2 (March 31, 2024: Rs. 33.5)]	688.4	709.2
Stock-in-trade	130.1	83.9
Stores, spares and consumables	113.3	86.9
	3,087.5	**2,969.4**

As at March 31, 2025 Rs. 55.2 (March 31,2024 Rs. 88) was recognised as provision towards slow and non moving inventories

13 Trade receivables	**As at March 31, 2025**	**As at March 31, 2024**
Trade receivables include:		
Receivable from others	1,626.2	1,685.8
	1,626.2	**1,685.8**
Break-up for security details:		
Trade receivables considered good - unsecured	1,626.2	1,685.8
Trade receivables - which have significant increase in credit risk	12.5	47.6
Trade receivables - credit impaired	21.1	23.1
	1,659.8	**1,756.5**
Less: Allowance for expected credit loss	(21.1)	(70.7)
	1,638.7	**1,685.8**

Trade receivables ageing schedule

As at March 31, 2025	**Current but not due**	**Outstanding for the following periods from the due date of payment**					
		Less than 6 months	**6 months - 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Undisputed trade receivables - considered good	1,142.0	474.8	3.5	5.4	0.5	-	1,626.2
Undisputed trade receivables - which have significant increase in credit risk	2.1	9.2	1.2	-	-	-	12.5
Undisputed trade receivables - credit impaired	-	-	-	4.6	0.2	2.3	7.1
Disputed trade receivables - considered good	-	-	-	-	-	-	-
Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables - credit impaired	-	-	-	-	-	1.5	1.5
Total	**1,144.1**	**484.0**	**4.7**	**9.9**	**0.7**	**3.8**	**1,647.3**

As at March 31, 2024	**Current but not due**	**Outstanding for the following periods from the due date of payment**					
		Less than 6 months	**6 months - 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Undisputed trade receivables - considered good	615.2	992.7	64.2	7.4	6.3	-	1,685.8
Undisputed trade receivables - which have significant increase in credit risk	-	9.9	37.7	-	-	-	47.6
Undisputed trade receivables - credit impaired	-	-	-	4.5	2.3	11.6	18.4
Disputed trade receivables - considered good	-	-	-	-	-	-	-
Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables - credit impaired	-	-	-	-	-	4.7	4.7
Total	**615.2**	**1,002.6**	**101.9**	**11.9**	**8.6**	**16.3**	**1,756.5**

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

All trade receivables are generally non-interest bearing and are on terms of 0 to 60 days. except for export sales which are generally on terms of 30-120 days: however the same vary for each customer based on the agreed terms. For other terms and conditions relating to related party receivables, refer note 47

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14 Cash and cash equivalents

	As at March 31, 2025	As at March 31, 2024
Balances with banks		
- On current accounts*	812.3	395.2
Cash on hand	0.5	0.6
	812.8	**395.8**

*Includes Rs. 18.0 as at March 31, 2025 (March 31, 2024: 13.5) earmarked towards Corporate Social Responsibility (CSR)

As at March 31, 2025, the Company had undrawn borrowing facilities of Rs. 1,415.6 (March 31, 2024: Rs. 1,051.4)

15 Bank balances other than cash and cash equivalents

	As at March 31, 2025	As at March 31, 2024
Bank deposits (with original maturity of more than 3 months and of less than 12 months)	1,094.3	750.0
	1,094.3	**750.0**

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

	As at April 1, 2024	Cash flows (net)	Non-cash changes		As at March 31, 2025
			Fair value adjustments	Others*	
Investing activities					
Right-of-use assets	449.6	-	-	(55.0)	394.6
Non-current investments	278.9	24.6	(24.6)	(0.8)	278.1
Capital advances	52.0	0.7	-	(43.6)	9.1
Current investments	2,971.5	(1,836.8)	39.2	300.4	1,474.3
Total	**3,752.0**	**(1,811.5)**	**14.6**	**201.0**	**2,156.1**
Financing activities					
Non-current borrowings (including current maturities of non-current borrowings	37.7	-	-	(37.7)	-
Lease liabilities	594.8	(129.0)	-	78.2	544.0
Liability on account of forward commitment (refer note 52)	36.0	-	-	-	36.0
Total	**668.5**	**(129.0)**	**-**	**40.5**	**580.0**

	As at April 1, 2023	Cash flows (net)	Non-cash changes		As at March 31,2024
			Fair value adjustments	Others*	
Investing activities					
Right-of-use assets	462.0	-	-	(12.4)	449.6
Non-current investments	204.7	50.4	-	23.8	278.9
Current investments	2,345.8	473.3	47.6	104.8	2,971.5
Total	**3,012.5**	**523.7**	**47.6**	**116.2**	**3,700.0**
Financing activities					
Non-current borrowings (including current maturities of non-current borrowings shown under current borrowing)	39.9	(2.2)	-	-	37.7
Current borrowings	310.0	(310.0)	-	-	0.0
Lease liabilities	598.9	(126.2)	-	122.1	594.8
Liability on account of forward commitment (refer note 52)	3,380.2	-	-	(3,344.2)	36.0
Total	**4,329.0**	**(438.4)**	**-**	**(3,222.1)**	**668.5**

* Represents movements in ROU, profit on sale of current investments (net), share of profit/(loss) from associate and joint venture, re-measurement gain (loss) on defined benefit plans, advances written off

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16 Current loans

	As at March 31, 2025	As at March 31, 2024
At amortised cost		
Loans to employees	24.4	27.9
Loans to related parties [refer note (i) and (ii) below]	-	50.0
	24.4	**77.9**
Sub-classification of loans:		
Unsecured, considered good	24.4	77.9
	24.4	**77.9**

Notes:

(i) Loans to related parties comprise of the following		
Pot Ful India Private Limited (Associate)	-	50.0
Maximum amount outstanding during the year	-	50.0

(ii) The Group has given a loan to Pot Ful India Private Limited for its principal business activities. One of the directors of the associate pledged his equity shares as security. The loan has been completely repaid during the year ended March 31, 2025.

17 Other current financial assets

	As at March 31, 2025	As at March 31, 2024
At amortised cost		
Unsecured - considered good		
Bank deposits (having original maturity of maore than 3 months and remaining maturity of less than 12 months)	-	1,000.0
Deposit with financial institutions	268.4	250.0
Margin money deposits with banks [refer note (i)]	4.9	3.1
Interest accrued on loans & deposits	-	61.5
Security deposits for leased premises	16.5	19.6
Advance to employees	1.6	0.4
Insurance claim receivable [refer note (ii)]	0.0	203.2
Incentive receivable	605.7	399.8
Receivables from spices board [refer note (iii)]	35.8	35.8
Other receivables*	51.1	15.0
At fair value through profit an loss		
Derivative asset (mark-to-market gains on derivative contracts)	15.4	-
	999.4	**1,988.4**

* Includes expenses incurred by the Group aggregating Rs. 29 for the year ended March 31, 2025 in connection with its initial public offer (IPO) of equity shares and the same is recoverable from the selling shareholders (refer note 47). For the year ended March 31, 2024, it mainly pertains to receivables from contract manufacturers.

Notes:

(i) Margin money deposits are intended to secure the bank guarantee and letter of credit facility obtained by the Group.

(ii) Pursuant to a fire incident on October 14, 2019, certain property, plant & equipment, inventory and other assets of the cold storage facility of Theni manufacturing plant of ECPL were damaged. The total loss aggregating Rs. 289.6 on account of the aforesaid incident was lodged with the insurance company by ECPL. ECPL had recognised a minimum insurance claim receivable of Rs. 224.8. The above-mentioned loss (to the extent of insurance receivable) and the corresponding credit arising from insurance claim receivable has been presented on a net basis in the financial statements. Further, during the year ended March 31, 2023, certain damaged items were sold through an auction held in the presence of insurance authorities. ECPL realised Rs. 21.5 from such auction sale and accordingly, the insurance claim receivable was recorded at Rs. 203.2 in the books of ECPL. Post merger of ECPL with the Company, the aforesaid insurance claim receivable was recorded by the Company in its books of account.

During the year ended March 31, 2025, the Company has written off the insurance claim receivable from the insurance company. Further, based on the Share Purchase Agreement (SPA) entered at the time of acqusition of ECPL, the promoters of ECPL have compensated the Company to the extent of the insurance claim receivable from the insurance company [refer note 54(i)]

(iii) It represents the amount receivable from Spices Board of India towards construction of factory building in Kota, Rajasthan on behalf of Spices Board of India. The same factory building has been leased to the Group for a period of 15 years commencing from July 2017. The cost incurred by the Group on construction of such factory building for the same location will be reimbursed by the Spices Board of India based on the terms of the agreement. Further, the Group has already received Rs. 54.2 in prior years and balance amount aggregating Rs. 35.8 is pending to be received on account of the final clearance awaited from the Spices Board of India on its inspection.

18 Other current assets

	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good		
Prepaid expenses	99.8	91.7
Receivables from LIC [refer Note (i) below]	3.7	24.0
Other receivables*	2.8	18.6
Balances with statutory/ government authorities		
Unsecured, considered good	660.5	619.5
Unsecured, considered doubtful	15.0	15.0
	675.5	634.5
Less: provision for doubtful balances	(15.0)	(15.0)
	660.5	619.5
Advances recoverable in kind**		
Unsecured, considered good	55.3	49.3
Unsecured, considered doubtful	1.8	1.8
	57.1	51.1
Less: provision for doubtful advances	(1.8)	(1.8)
	55.3	49.3
Export incentive receivables	53.5	50.5
	875.6	**853.6**

* Includes receivables from contract manufacturers etc.
**Includes advances given to suppliers towards purchase of raw materials

(All amounts are in Rs. million, unless stated otherwise)

Note:
(i) The amount represents to receivables from Life Insurance Corporation of India (LIC) towards the payment made by the Group on behalf of LIC to the employees resigned/retired

19 Assets held for sale

Pursuant to approval of the Board of Directors in the current financial year ended March 31 2025, the Company transferred the operations from the plant located at Theni, Tamil Nadu to other facilities in order to optimise its manufacturing activities. In this regard, the Company has transferred all movable assets to other manufacturing facilities and further decided to sell the immovable assets including land and building. The Management is committed to sell the aforesaid land and building within one year from the balance sheet date and accordingly, the carrying value of such land and building has been classified under asset held for sale as at March 31, 2025

	As at March 31, 2025	As at March 31, 2024
Group of assets held for sale		
Land	163.9	-
Building	126.7	-
	290.6	-

There are no liabilities associated with the assets classified as held for sale

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20 Share capital

a) Authorised share capital	As at March 31, 2025 No. of shares	As at March 31, 2025 Amount	As at March 31, 2024 No. of shares	As at March 31, 2024 Amount
Equity shares of Rs. 10 each (refer note 60)				
As at the beginning of the year	8,70,00,000	870.0	5,00,00,000	500.0
Increase during the year*	23,00,000	23.0	3,70,00,000	370.0
As at the end of the year	**8,93,00,000**	**893.0**	**8,70,00,000**	**870.0**
Preference shares of Rs. 10 each				
As at the beginning of the year	2,20,00,000	220.0	-	-
Increase during the year*	-	-	2,20,00,000	220.0
As at the end of the year	**2,20,00,000**	**220.0**	**2,20,00,000**	**220.0**

* During the year ended March 31, 2025, authorised share capital has been increased on account of merger of Rasoi Magic Foods (India) Private Limited and BAMS Condiments Impex Private Limited with the Company (refer note 53). During the year ended March 31, 2024, authorised share capital has been increased on account of merger of Eastern Condiments Private Limited (ECPL) with the Company (refer note 53).

	As at March 31, 2025 No. of shares	As at March 31, 2025 Amount	As at March 31, 2024 No. of shares	As at March 31, 2024 Amount
Issued, subscribed and paid-up equity share capital (refer note 60)				
Equity shares of Rs 10 each fully paid up	1,36,98,923	137.0	1,33,93,359	134.0
Total issued, subscribed and paid-up equity share capital	**1,36,98,923**	**137.0**	**1,33,93,359**	**134.0**

	As at March 31, 2025 No. of shares	As at March 31, 2025 Amount	As at March 31, 2024 No. of shares	As at March 31, 2024 Amount
Issued, subscribed and paid-up preference share capital				
Redeemable Optionally Convertible Preference Shares (ROCPS) of Rs 10 each fully paid up	-	-	3,04,564	3.0
Total issued, subscribed and paid-up preference share capital	-	-	**3,04,564**	**3.0**

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

	As at March 31, 2025 No. of shares	As at March 31, 2025 Amount	As at March 31, 2024 No. of shares	As at March 31, 2024 Amount
Equity shares of Rs.10 each				
As at the beginning of the year	1,33,93,359	134.0	1,23,30,269	123.3
Add: Issued during the year (refer note 53)	-	-	7,57,526	7.6
Add: ROCPS converted to equity Shares (refer note 53)	3,05,564	3.0	3,05,564	3.1
As at the end of the year	**1,36,98,923**	**137.0**	**1,33,93,359**	**134.0**

	As at March 31, 2025 No. of shares	As at March 31, 2025 Amount	As at March 31, 2024 No. of shares	As at March 31, 2024 Amount
ROCPS of Rs. 10 each				
As at the beginning of the year	3,05,564	3.0	-	-
Add: Issued during the year (refer note 53)	-	-	6,11,128	6.1
Less: Converted to equity shares (refer note 53)	(3,05,564)	(3.0)	(3,05,564)	(3.1)
As at the end of the year	-	-	**3,05,564**	**3.0**

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 Group 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) Terms/ rights attached to ROCPS

(i) The holders of ROCPS shall be entitled to attend all general meetings of the Company and will be entitled to voting rights on an as-if converted basis. Each ROCPS will carry one vote.

(ii) The ROCPS shall carry a preferential right vis-a-vis the equity shares with respect to payment of dividend and the holders of ROCPS shall be paid dividend on a non-cumulative basis @ 0.001% (zero point zero zero one percent) or such other rate as may be approved by the board of the Company, provided if the board of the Company declares dividend on the equity shares, the ROCPS shall be entitled to dividend at the same rate.

(iii) The ROCPS shall carry a preferential right with respect to repayment in case of a winding up of the Company, and shall be participating in the surplus funds, assets and profits of the Company, if any, which may remain on winding up after the entire capital has been repaid pari pasu with equity shares.

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(All amounts are in Rs. million except share data and per share data, unless stated otherwise)

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

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

	As at March 31, 2025		As at March 31, 2024	
	Numbers	Amount	Numbers	Amount
(i) Orkla Asia Pacific Pte Ltd, Singapore, the immediate holding company, equity shares of Rs. 10 each fully paid up	1,23,30,209	123.3	1,23,30,209	123.3
(ii) Orkla ASA, Norway, the ultimate holding company, equity shares of Rs. 10 each fully paid up	60	0.00	60	0.01

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

	As at March 31, 2025		As at March 31, 2024	
	Numbers	% holding	Numbers	% holding
Equity shares of Rs.10 each fully paid up				
Orkla Asia Pacific Pte Ltd, Singapore	1,23,30,209	90.01%	1,23,30,209	92.06%
ROCPS of Rs.10 each fully paid up				
Navas Meeran	-	0.00%	1,52,782	50.00%
Feroz Meeran	-	0.00%	1,52,782	50.00%

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) Details of shares held by promoters

As at March 31, 2025

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 Equity shares of Rs. 10 each fully paid up	1,23,30,209	-	1,23,30,209	90.01%	-
(ii) Orkla ASA, Norway, the ultimate holding company Equity shares of Rs. 10 each fully paid up	60	-	60	0.00%	-
Total	**1,23,30,269**	-	**1,23,30,269**	**90.01%**	-

As at March 31, 2024

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 Equity shares of Rs. 10 each fully paid up	1,23,30,209	-	1,23,30,209	92.06%	-
(ii) Orkla Food Ingredients AS, Norway, an associate company Equity shares of Rs. 10 each fully paid up	60	(60)	-	0.00%	-100%
(iii) Orkla ASA, Norway, the ultimate holding company Equity shares of Rs. 10 each fully paid up	-	60	60	0.00%	100.00%
Total	**1,23,30,269**	-	**1,23,30,209**	**92.06%**	-

h) The Company has not bought back any preference shares during the period of five years immediately preceding the reporting date

i) The Group has not issued any bonus shares during the period of five years immediately preceding the reporting date

j) Details of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date

The Company has issued 757,526 equity shares and 611,128 ROCPS during the year ended March 31, 2024 for consideration other than cash on account of merger of ECPL with the Company. Refer note 52

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(All amounts are in Rs. million except share data and per share data, unless stated otherwise)

21 Other equity

	As at March 31, 2025	As at March 31, 2024
Capital redemption reserve	33.7	33.7
Retained earnings	7,269.0	10,728.2
Securities premium (net off stamp duty on issue of shares of Rs 17.5)	11,095.0	11,095.0
Contribution from Parent	28.4	25.1
Other comprehensive income (fair value gains/(loss) on equity instruments)	(13.4)	11.2
Foreign currency translation reserve	13.4	9.7
Capital reserve	6,030.6	6,030.6
Legal reserve	1.3	
Total other equity	**24,458.0**	**27,933.5**

Movement of other equity:	As at March 31, 2025	As at March 31, 2024
Capital redemption reserve		
As at the beginning of the year	33.7	33.7
Add: Addition during the year	-	-
Less: Utilisation during the year	-	-
	33.7	**33.7**
Retained earnings		
As at the beginning of the year	10,728.2	8,399.3
Add: Profit for the year	2,556.9	2,263.3
Less: Dividend	(6,000.1)	0
Add: Other comprehensive income (net of tax)	(14.7)	65.6
	7,270.3	**10,728.2**
Securities premium		
As at the beginning of the year	11,095.0	11,101.4
Less: Share issue expenses	-	(6.4)
	11,095.0	**11,095.0**
Contribution from Parent		
As at the beginning of the year	25.1	19.2
Add: Compensation cost related to employee share based payment plans (refer note 43)	3.3	6.8
Less: Cross charge from ultimate holding company for employee share based payment plans	-	(0.9)
	28.4	**25.1**
Other comprehensive income (Fair value gains/(loss) on equity instruments)		
As at the beginning of the year	11.2	11.2
Less: Fair value gain/ (loss) during the year	(24.6)	-
	(13.4)	**11.2**
Shares pending issuance		
As at the beginning of the year	-	2,700.0
Less: Shares issued on account of merger (refer note 53)	-	(2,700.0)
	-	-
Capital reserve		
As at the beginning of the year	6,030.6	-
Add: Capital reserve arising on account of merger (refer note 53)	-	6,030.6
	6,030.6	**6,030.6**
Foreign currency translation reserve		
As at the beginning of the year	9.7	8.0
Add: Other comprehensive income (net of tax)	3.7	1.7
	13.4	**9.7**
Legal reserve		
As at the beginning of the year	-	-
Add: Addition during the year	1.3	-
	1.3	-

A. 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 has created 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 Group, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained earnings include re-measurement loss / (gain) on defined benefit plans, net of taxes that will not be reclassified to Restated Summary Statement of Profit and Loss.

iii. **Securities premium:** It represents the premium received on issue of shares over and above the face value of equity shares. The reserve is available for utilisation in accordance with the provisions of the Companies Act, 2013.

iv. **Contribution from parent:** It comprises of the fair value of the share options granted to the employees of the Company by the ultimate holding company, Orkla ASA.

v. **Other comprehensive income:** It represents the net fair value gain/(losses) recorded on investment in equity instruments carried at fair value through other comprehensive income.

vi. **Foreign currency translation reserve:** Foreign currency translation reserve contains the accumulated balance of foreign exchange differences arising on monetary items that, in substance, form part of the Group's net investment in a foreign operation whose functional currency is other than Indian Rupee.

vii. **Capital reserve:** Includes Rs. 6,030.6 reserve created on account of merger of Eastern Condiments Private Limited (ECPL) with the Company. Refer Note 52.

viii. **Shares pending issuance:** It represents the reserve created towards the value of ROCPS to be issued to the promoters of Eastern Condiments Private Limited (ECPL) as per the scheme of merger.

ix. **Legal reserve:** As required by the UAE Federal Decree-Law No. 32 of 2021 relating to commercial companies, 5% of the profits are to be transferred to a legal reserve till the balance in legal reserve reaches 50% of the share capital, as minimum prescribed by the aforesaid law.

B. Dividend distribution made:

	For the year ended March 31, 2025	For the year ended March 31, 2024
Dividends on equity shares declared and paid:		
Interim dividend for the year ended on March 31, 2025: Rs. 438.0 per share (March 31, 2024: Nil)	5,866.3	-
Dividends on ROCPs declared and paid:		
Interim dividend for the year ended on March 31, 2025: Rs. 438.0 per share (March 31, 2024: Nil)	133.8	-
	6,000.1	**0.0**

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(All amounts are in Rs. million, unless stated otherwise)

22 Non-current borrowings

	As at March 31, 2025	As at March 31, 2024
From others (unsecured)		
Loan from director of ECPL	-	37.7
	-	**37.7**

Details of security and terms of repayment

It represents interest free unsecured loan amounting to Rs. 37.7 given by Mr. Navas M. Meeran, (director of ECPL) to the Company. The same loan has been written back during the year ended March 31, 2025 [refer note 3(a)(iii)].

23 Government grants

	As at March 31, 2025	As at March 31, 2024
Grant received for capital assets under Export Promotion Capital Goods (EPCG) scheme (refer note 46)	-	10.7
	-	**10.7**

Movement in liability is as follows:	As at March 31, 2025	As at March 31, 2024
Opening balance	10.7	10.7
Refunded	(10.7)	-
Closing balance	-	**10.7**
Current	-	-
Non-current	-	10.7

24 Other non-current liabilities

	As at March 31, 2025	As at March 31, 2024
Interest on government grants (refer note 46)	-	13.2
	-	**13.2**

25 Trade payables

	As at March 31, 2025	As at March 31, 2024
Total outstanding dues of micro and small enterprises	651.4	621.1
Total outstanding dues of creditors other than micro and small enterprises*	2,046.9	1,695.1
	2,698.3	**2,316.2**

Trade Payable Ageing Schedule

As at March 31, 2025	Unbilled	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	126.8	498.2	25.9	0.1	0.0	0.1	651.1
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,391.3	510.9	138.7	2.1	1.6	2.3	2,046.9
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	0.3	0.3
Total	**1,518.1**	**1,009.1**	**164.6**	**2.2**	**1.6**	**2.7**	**2,698.3**

As at March 31, 2024	Unbilled	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	214.7	375.0	31.3	-	-	0.1	621.1
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,208.0	316.2	165.8	2.1	0.5	1.9	1,694.5
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	0.2	-	0.4	0.6
Total	**1,422.7**	**691.2**	**197.1**	**2.3**	**0.5**	**2.4**	**2,316.2**

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26a Other non-current financial liabilities

	As at March 31, 2025	As at March 31, 2024
At amortised cost		
Payable to employees	140.2	79.0
	140.2	**79.0**

26b Other current financial liabilities

	As at March 31, 2025	As at March 31, 2024
At amortised cost		
Interest accrued and due on borrowings	-	-
Payable to employees	304.6	420.6
Payable for purchase of capital goods**	14.3	21.0
Deposits from suppliers and others	8.7	11.7
Refund liabilities (refer note 30(d))	89.6	82.0
Payable to promoters of ECPL (refer note 54)	257.5	-
Liability on account of supplier finance arrangement [refer note (i) below]	951.8	733.5
At fair value through profit and loss		
Liability on account of forward commitment (refer note 52)	36.0	36.0
Derivative liability (mark-to-market losses on derivative contracts)	-	1.1
	1,662.5	**1,305.9**

*Includes outstanding dues to micro & small enterprises of Rs.7.0 (March 31, 2024: Rs. 7.8)

Note

(i) It represents the payables to authorised institutions operating the Trade Receivables Discounting Systems (TReDS), and Citi Bank, where vendors have discounted their receivables due from the Group.

27 Other current liabilities

	As at March 31, 2025	As at March 31, 2024
Statutory dues payable *	654.9	71.4
Payable towards CSR expenditure	58.2	58.9
Contract liabilities [refer note 30(c)]	45.9	46.7
	759.0	**177.0**

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

28 Current provisions

	As at March 31, 2025	As at March 31, 2024
Employee benefit obligation:		
Provision for gratuity [refer note: 40(b)]	58.0	3.4
Provision for compensated absences	76.0	75.4
Others		
Other provisions [refer note 43(i)]	142.7	114.2
Total	**276.7**	**193.0**

29 Current tax liabilities (net)

	As at March 31, 2025	As at March 31, 2024
Income tax liabilities (net of advance tax)	1.7	47.9
	1.7	**47.9**

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30 Revenue from operations

	Year ended March 31, 2025	Year ended March 31, 2024
Finished goods	21,030.0	22,132.6
Stock-in-trade	2,553.2	1,091.3
Sale of products (A)	**23,583.2**	**23,223.9**
Other operating revenue:		
Scrap sales	61.7	47.0
Export incentives	55.8	46.9
Sale of energy from windmills	13.8	25.0
Government grant (production linked incentive)	205.8	217.3
Others*	26.8	-
Other operating revenue (B)	**363.9**	**336.2**
Total revenue from operations (A+B)	**23,947.1**	**23,560.1**

* Includes commission income and collection fees for food festival

(a) Disclosure of disaggregated revenue recognised in the consolidated statement of profit and loss based on geographical segment:*

	Year ended March 31, 2025	Year ended March 31, 2024
Revenue from customers within India	18,721.5	18,792.8
Revenue from customers outside India	4,861.7	4,431.1
Revenue as per the consolidated statement of profit and loss	**23,583.2**	**23,223.9**

(b) Timing of revenue recognition:*

	Year ended March 31, 2025	Year ended March 31, 2024
Goods transferred at a point in time	23,583.2	23,223.9
	23,583.2	**23,223.9**

(c) Contract balances

	As at March 31, 2025	As at March 31, 2024
Contract liabilities - Advance from customers (refer note 27)	45.9	46.7

Advances from customers represent amounts received by the Group from customers prior to the delivery of goods and are recorded as liabilities in these financial statements until the goods are delivered. During the year ended March 31, 2025, the Group recognised revenue of Rs. 46.7 arising from advance from customers as at March 31, 2024. During the year ended March 31, 2024, the Company recognised revenue of Rs. 58.5 arising from advance from customers as at March 31, 2023.

(d) Refund liabilities :

	As at March 31, 2025	As at March 31, 2024
Refund liabilities [refer note 27b]	89.6	82.0

Refund liabilities represent the Group's obligation to refund to customers due to returns or cancellations of goods or services. These liabilities are measured at the amount expected to be refunded, based on historical trends and customer agreements. Refund liabilities are recognized as a liability in the financial statements when it is probable that a refund will be made, and the amount can be reliably estimated. Changes in the refund liability are adjusted in the period in which the adjustment becomes known.

*The amount of Rs. 363.9 (March 31, 2024: Rs. 336.2) pertaining to other operating revenue has not been considered in the above revenue disclosure.

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(All amounts are in Rs. million, unless stated otherwise)

(e) Reconciliation of revenue as recognised in the consolidated statement of profit and loss with the contracted price:*

	Year ended March 31, 2025	Year ended March 31, 2024
Revenue as per contracted price	25,711.7	25,094.6
Less:		
Sales return	(275.1)	(307.9)
Discounts and volume rebates	(1,853.4)	(1,562.8)
Revenue as per the consolidated statement of profit and loss	**23,583.2**	**23,223.9**

*The amount of Rs. 363.9 (March 31, 2024: Rs. 336.2) pertaining to other operating revenue has not been considered in the above revenue disclosure.

Performance obligation

Sale of goods

The performance obligation in the case of domestic sales is satisfied upon delivery of the goods to the customers and in the case of export sales, the performance obligation is satisfied upon shipping of the goods on board.

31 Other income

	Year ended March 31, 2025	Year ended March 31, 2024
Interest income		
Loan to associates	3.9	3.5
Bank deposit	135.8	83.6
Others*	0.3	3.8
Unwinding of security deposit	3.2	2.9
Gain on termination/modification of right-of-use assets (refer note 4)	1.4	-
Gain on sale of property, plant and equipment	2.1	-
Profit on sale of investments in units of mutual funds	300.4	104.8
Fair value gain on financial instruments at FVTPL	55.7	44.1
Liabilities written back	50.8	1.5
Gain on foreign exchange fluctuations	42.8	69.0
Other non-operating income**	8.9	6.6
	605.3	**319.8**

* Majorly includes interest on factory electricity deposit and interest on income tax refund.

** Majorly includes distributors penalty discount and reimbursement of export charges, recovery from vendors, customs duty drawback.

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32 Cost of raw material and packing materials consumed

	Year ended March 31, 2025	Year ended March 31, 2024
a) Raw materials		
Inventory at the beginning of the year (refer note 12)	1,523.5	2,187.1
Add: Purchases (net)	10,735.9	11,658.2
	12,259.4	**13,845.3**
Less: Inventory at the end of the year (refer note 12)	1,592.6	1,523.5
	10,666.8	**12,321.8**
b) Packing materials		
Inventory at the beginning of the year (refer note 12)	160.3	189.9
Add: Purchases (net)	1,124.5	749.2
	1,284.8	**939.1**
Less: Sales	-	0.1
Less: Inventory at the end of the year (refer note 12)	210.3	160.3
	1,074.5	**778.7**
Total (a+b)	**11,741.3**	**13,100.5**

33 Purchase of stock-in-trade

	Year ended March 31, 2025	Year ended March 31, 2024
Purchase of stock-in-trade	1,439.7	680.5
	1,439.7	**680.5**

34 Changes in inventories of finished goods, work-in-progress and stock-in-trade

	Year ended March 31, 2025	Year ended March 31, 2024
Stock-in-trade		
Opening Inventory (refer Note 12)	83.9	61.6
Closing Inventory (refer Note 12)	130.1	83.9
Decrease/ (increase) in inventories	**(46.2)**	**(22.3)**
Work in progress		
Opening Inventory (refer Note 12)	405.6	340.0
Closing Inventory (refer Note 12)	352.8	405.6
Decrease/ (increase) in inventories	**52.8**	**(65.6)**
Finished goods		
Opening Inventory (refer Note 12)	709.2	653.5
Closing Inventory (refer Note 12)	688.4	709.2
Decrease/ (increase) in inventories	**20.8**	**(55.8)**
Net decrease/ (increase) in inventories (a+b+c)	**27.4**	**(143.6)**

35 Employee benefits expense

	Year ended March 31, 2025	Year ended March 31, 2024
Salaries, wages and bonus	2,109.0	1,970.0
Contribution to provident and other funds [refer note 40(a)]	113.7	111.3
Gratuity expense [refer note 40(b)]	40.5	47.0
Staff welfare expenses	195.4	188.4
Share based payment (refer note 44)	3.3	6.8
	2,461.9	**2,323.5**

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(All amounts are in Rs. million, unless stated otherwise)

36 Finance costs

	Year ended March 31, 2025	Year ended March 31, 2024
Interest expense on borrowings	-	2.2
Interest expense on lease liabilities [refer note 4(b)]	54.4	55.6
Interest expense on payment to micro and small enterprises	1.2	
	55.6	**57.8**
Bank charges [refer note (i) below]	9.3	8.2
Interest on income tax	0.6	0.4
	9.9	**8.6**
	65.5	**66.4**

Note
(i) Bank charges mainly consist of LC charges

37 Depreciation and amortisation expense

	Year ended March 31, 2025	Year ended March 31, 2024
Depreciation of property, plant and equipment (refer note 3)	410.7	422.5
Amortisation of intangible assets (refer note 5)	124.2	114.5
Depreciation of right-of-use assets [refer note 4(a)]	82.4	84.2
	617.3	**621.2**

38 Other expenses

	Year ended March 31, 2025	Year ended March 31, 2024
Consumption of stores and spares	65.2	50.1
Power and fuel	249.3	254.3
Processing & water charges	29.4	59.7
Repairs and maintenance		
Plant and machinery	68.4	75.9
Buildings	11.4	14.5
Others	337.7	286.8
Rent	83.6	71.8
Rates and taxes	82.4	110.4
Insurance	48.6	44.1
Communication costs	10.4	9.0
Travelling and conveyance	190.8	178.3
Legal and professional fees	234.4	343.1
Payments to auditors [refer note (i) below]	38.7	28.3
Advertising and sales promotion	1,424.5	1,338.2
Freight and forwarding charges	527.5	475.7
Vehicle fuel expenses	52.3	49.7
Impairment loss/ (reversal of impairment loss) on trade receivables	(49.6)	0.7
Loss on sale of property, plant and equipment (net)	-	0.5
Advance written off	43.6	-
Bad debts written off	18.1	-
CSR expenses	48.1	54.1
Printing and stationery	5.7	4.1
Manpower supply	569.3	471.0
Recruitment expenses	21.4	26.0
Security charges	32.2	33.7
Miscellaneous expenses *	165.0	205.2
	4,308.4	**4,185.2**

Note (i): Payment to auditors:

As auditor:		
Audit fee	21.0	17.8
In other capacity:		
Other services	16.9	9.9
Reimbursement of expenses	0.8	0.6
	38.7	**28.3**

*Includes loss of Rs 2.5 on liquidation of subsidiary, SKS (Strike off with effect from February 25, 2025)

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(All amounts are in Rs. million, unless stated otherwise)

39 Income tax expense	Year ended March 31, 2025	Year ended March 31, 2024
Current income tax charge	870.6	635.1
Tax expense relating to earlier years	(13.4)	8.2
Deferred tax	136.4	161.7
Total	**993.6**	**805.0**
Deferred tax related to items recognised in OCI during the year		
Re-measurement losses on defined benefit plans	(4.9)	22.0
Total	**(4.9)**	**22.0**

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

Accounting profit/ (loss) before income tax	**3,550.5**	**3,068.3**
Tax expense at India's statutory income tax rate of 25.168% (March 31, 2024: 25.168%)	893.8	772.2
Tax effect of:		
Non-deductible expenses for tax purposes	108.4	19.3
Adjustment of tax relating to earlier years	(13.4)	8.2
Others*	5.0	5.3
Income tax expense for the year	**993.8**	**805.0**

* Majorly includes tax on income under section 92CE of Income tax Act, 1961.

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(All amounts are in Rs. million, unless stated otherwise)

B. Net benefit expense

(i) Recognised in profit or loss	Year ended March 31, 2025	Year ended March 31, 2024
Current service cost	37.1	43.1
Interest cost (net)	0.3	3.9
Past service cost	3.1	-
	40.5	**47.0**

(ii) Remeasurement recognised in other comprehensive income	Year ended March 31, 2025	Year ended March 31, 2024
Actuarial loss/(gain) on defined benefit obligation		
- changes in demographic assumptions	-	(3.1)
- changes in financial assumptions	11.5	(38.9)
- experience adjustments	(14.0)	(47.5)
Return on plan assets, excluding amount recognised in net interest expense	22.1	1.9
	19.6	**(87.6)**

C. Plan assets

	As at March 31, 2025	As at March 31, 2024
Investments with insurer Life Insurance Corporation of India (LIC)	100%	100%

The Group expects to contribute Rs. 97.6 (March 31, 2024: Rs. 43.1) to gratuity fund in the next financial year.

D. (i) Actuarial assumptions

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

	As at March 31, 2025	As at March 31, 2024
Discount rate	6.70%- 6.80%	7.15%
Salary escalation rate	9.00%	9.00%
Attrition (based on completed years of service)		
Upto 4 years	15%	15%
Above 4 years	8.00% - 9.00%	8.00% to 9.00%
Attrition (based on age)		
Upto 45 years	5.00%	5.00%
Above 45 years	5.00%	5.00%
Retirement age	58-60 years	58 to 60 years

As at March 31, 2025, the weighted average duration of the defined benefit obligation was in range of 7 to 10 years (March 31, 2024: 7 to 9 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:

	31-Mar-25		March 31, 2024	
	Increase	Decrease	Increase	Decrease
Discount rate (+1/-1% movement) Increase/(Decrease) in DBO	(31.4)	35.4	(31.2)	35.2
Future salary growth (+1/-1% movement) Increase/(Decrease) in salary	34.3	(31.0)	33.8	(30.6)
Attrition rate (+50/-50% movement) Increase/(Decrease) in attrition rate	(16.3)	24.1	(13.5)	20.1

The sensitivity analysis are based on a change in a significant assumption, keeping all other assumptions constant. The sensitivity analysis may not be representative of an actual change in the defined benefit obligation as it is unlikely that changes in assumptions would occur in isolation from one another.

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40 Employee benefit obligation

a. Defined contribution plans

The Group 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 and other funds during the period aggregated to Rs. 113.7 (March 31, 2024: Rs. 111.3).

Amount recognised as an expense and included in Note - 35 as "Contribution to provident and other funds"	**Year ended March 31, 2025**	**Year ended March 31, 2024**
Contribution to government provident fund	104.7	101.0
Contribution to Employee State Insurance (ESI)	8.2	9.3
Contribution to other funds	0.8	1.0
Total	**113.7**	**111.3**

b. Defined benefit plans

Gratuity

The Group 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, 2025	**As at March 31, 2024**
Present value of defined benefit obligation	(463.4)	(451.7)
Fair value of plan assets	405.4	448.3
	(58.0)	**(3.4)**

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

(i) Reconciliation of present value of defined benefit obligation	**As at March 31, 2025**	**As at March 31, 2024**
Opening defined benefit obligation	451.8	480.5
Current service cost	37.1	43.1
Interest expense	32.3	35.3
Benefits paid	(58.4)	(17.7)
Actuarial (gain)/ losses recognised in other comprehensive income		
- changes in demographic assumptions	-	(3.1)
- changes in financial assumptions	11.5	(38.9)
- experience adjustments	(14.0)	(47.5)
Past service cost	3.1	-
Closing defined benefit obligation	**463.4**	**451.7**

(ii) Reconciliation of fair value of plan assets		
Balance at the beginning of the year	447.6	427.0
Employer's contribution	6.3	9.5
Benefits paid	(58.4)	(17.7)
Interest income	32.0	31.4
Return on plan assets, excluding amount recognised in net interest expense	(22.1)	(1.9)
Balance at the end of the year	**405.4**	**448.3**

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(iii) Maturity profile of defined benefit obligation

	As at March 31, 2025	As at March 31, 2024
Expected cash flows over the next (valued on undiscounted basis):		
1 year	54.1	47.9
2 to 5 years	189.1	187.7
Beyond 5 years	588.2	614.5
Total expected payments	**831.4**	**850.1**

E. **Risk exposure:**

Through its defined benefit plans, the Group is exposed to a number of risks, the most significant of which is detailed below:

Interest rate risk:

The plan exposes the Group to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability (as shown in financial statements).

Liquidity risk:

This is the risk that the Group is not able to meet the short-term gratuity payouts. This may arise due to non availabilty of enough cash / cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.

Salary escalation risk:

The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

Demographic risk:

The Group has used certain mortality and attrition assumptions in valuation of the liability. The Group is exposed to the risk of actual experience turning out to be worse compared to the assumption.

Asset liability mismatching or market risk:

The duration of the liability is longer compared to duration of assets, exposing the Group to market risk for volatilities/fall in interest rate.

Investment risk:

The probability or likelihood of occurrence of losses relative to the expected return on any particular investment.

c. **Long Term Incentives (LTI) Scheme**

During the year, the Company introduced a LTI scheme for CXO-level executives and management-level employees. The scheme covers a 3 year period from 2024-26. The incentives are paid to the participants of the scheme based on the achievements of the target parameters specified in the scheme.
The following table summarise the components of expense recognised in the statement of profit and loss and amounts recognised in the balance sheet.

Scheme 1 - CXO level executives

(i) Reconciliation of the benefits

	As at March 31, 2025	As at March 31, 2024
Opening balance	-	-
Expense for the year	49.6	-
Benefits paid	-	-
Closing balance	**49.60**	-

(ii) Acturial assumptions

The principal assumptions used in determining benefit for the scheme are shown below:	As at March 31, 2025	As at March 31, 2024
Discount rate	6.50%	-
Attrition	12.50%	-
Retirement age	60 yrs	-
Mortality rate	100% of IALM 2012-14	-

As at March 31, 2025, the weighted average duration of the benefit is 2.16 years (March 31, 2024: Nil)

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(All amounts are in Rs. million, unless stated otherwise)

(iii) 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, 2025		March 31, 2024	
	Increase	Decrease	Increase	Decrease
Discount rate (+1/-1% movement)				
Increase/(decrease) in DBO	(1.3)	0.8	-	-
Attrition rate (+50%/-50% movement)				
Increase/(decrease) in DBO	(5.8)	6.6	-	-
Mortality rate (+10/-10% movement)				
Increase/(decrease) in DBO	(0.1)	0.1	-	-

The sensitivity analysis are based on a change in a significant assumption, keeping all other assumptions constant. The sensitivity analysis may not be representative of an actual change in the defined benefit obligation as it is unlikely that changes in assumptions would occur in isolation from one another.

(iv) Maturity profile of benefit

Expected cash flows over the next (valued on undiscounted basis):	As at March 31, 2025	As at March 31, 2024
1 year	-	-
2 to 5 years	56.9	-
Total expected payments	**56.9**	-

Scheme 2 - Management employees

(i) Reconciliation of the benefits	As at March 31, 2025	As at March 31, 2024
Opening balance	-	-
Expense for the year	38.3	-
Benefits paid	-	-
Closing balance	**38.3**	-

(ii) Acturial assumptions

The principal assumptions used in determining benefit for the plan are shown below:	As at March 31, 2025	As at March 31, 2024
Discount rate	6.50%	-
Attrition	8.70%	-
Retirement age	60 yrs	-
Mortality rate	100% of IALM 2012-14	-

As at March 31, 2025, the weighted average duration of the benefit is 2.16 years (March 31, 2024: Nil)

(iii) 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, 2025		March 31, 2024	
	Increase	Decrease	Increase	Decrease
Discount rate (+1/-1% movement)				
Increase/(decrease) in DBO	(1.0)	0.6	-	-
Attrition rate (+50%/-50% movement)				
Increase/(decrease) in DBO	(3.4)	3.7	-	-
Mortality rate (+10/-10% movement)				
Increase/(decrease) in DBO	(0.0)	0.0	-	-

The sensitivity analysis are based on a change in a significant assumption, keeping all other assumptions constant. The sensitivity analysis may not be representative of an actual change in the defined benefit obligation as it is unlikely that changes in assumptions would occur in isolation from one another.

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(iv) Maturity profile of benefit

	As at March 31, 2025	As at March 31, 2024
Expected cash flows over the next (valued on undiscounted basis):		
1 year	-	-
2 to 5 years	43.9	-
Total expected payments	**43.9**	-

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(All amounts are in Rs. million, unless stated otherwise)

41 Investment in associate and joint venture

i) Pot Ful India Private Limited (Pot Ful) - Associate

On December 1, 2018, the Company had acquired 1,112 shares of Pot Ful, comprising of 10% shareholding in Pot Ful as at April 1, 2019. During the year ended March 31, 2020, the Company had further acquired 252 equity shares from the promoters of Pot Ful, resulting to 26.5% shareholding in Pot Ful and w.e.f July 15, 2019, Pot Ful became an associate of the Company. During the years ended March 31, 2023 and March 31, 2024, the Company additionally subscribed to 218 and 539 equity shares respectively, further resulting to 30.47% shareholding in Pot Ful. During the current year ended March 31, 2025, Pot Ful issued 280 shares to other shareholders, resulting in change of the Company's shareholding to 29.87%. The Company's interest in Pot Ful is accounted for using the equity method in the restated consolidated summary statements.

Summarised financial information of the associate, based on its financial statements, and reconciliation with the carrying amount of the investment in restated consolidated summary statements are set out below:

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current sssets	110.0	83.7
Current assets	40.2	40.7
Non-current liabilities	(44.7)	(73.8)
Current liabilities	(140.1)	(90.0)
Equity	**(34.6)**	**(39.4)**
Group's share in equity - 29.87% (March 31, 2024 : 30.47%)	(10.3)	(12.0)
Goodwill	146.5	162.0
Group's carrying amount of the investment	**136.2**	**150.0**

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue from operationss	587.2	414.2
Other income	0.5	0.6
Cost of goods sold	(210.7)	(144.9)
Depreciation and amortization	(19.1)	(17.8)
Finance cost	(24.0)	(16.0)
Employee benefit expense	(100.4)	(90.7)
Other expense	(273.8)	(185.4)
Loss before tax	**(40.3)**	**(40.0)**
Tax expense	(4.9)	(1.8)
Loss for the year	**(45.2)**	**(41.8)**
Group's share of loss for the year	**(13.8)**	**(12.6)**

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ii) **Eastern Condiments Middle East and North Africa FZC, UAE (ECMENA) - Joint Venture**

The Group has a 50% interest in ECMENA, a joint venture involved in the trading of spices and general trading, incorporated in United Arab Emirates. The Group's interest in ECMENA is accounted for using the equity method in the consolidated financial statements. Summarised financial information of the joint venture, based on its financial statements, and reconciliation with the carrying amount of the investment in consolidated financial statements are set out below:

An analysis of the Group's investment in ECMENA is as follows:

Particulars	As at 31 March 2025	As at March 31, 2024
Opening balance	**128.9**	**92.5**
Share of profits	9.8	34.7
Transalation exchange difference	3.2	1.7
Closing balance	**141.9**	**128.9**

Summarised balance sheet of ECMENA is as follows:

Particulars	As at 31 March 2025	As at March 31, 2024
Non-current assets	0.2	0.3
Current assets	285.8	365.2
Total assets	**286.0**	**365.5**
Non-current liabilities	-	8.1
Current liabilities	2.2	99.6
Total liabilities	**2.2**	**107.7**
Book value of net assets	283.8	257.8
Percentage ownership interest	50%	50%
Accumulated Group's share of net assets	**141.9**	**128.9**

Summarised statement of profit and loss of ECMENA is as follows:

Particular	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue from operations	164.6	506.7
Profit for the year	19.5	69.4
Other comprehensive income	-	-
Total comprehensive income	**19.5**	**69.4**
Group's share of profit for the year	9.8	34.7
Dividend received	-	-

The joint venture had no contingent liabilities or capital commitments as at March 31, 2025 and March 31, 2024.

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(All amounts are in Rs. million, unless stated otherwise)

42 Commitments

a) Leases

Lease commitments as lessee

The Group has lease contracts for various office/ store premises and warehouse facilities. The lease term is for a period ranging from 2 to 25 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 Group has considered the initial term of agreement as lease term under Ind AS 116.

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

The below table provides details regarding the contractual maturities of lease liabilities on undiscounted basis :

	As at March 31, 2025	As at March 31, 2024
Within one year	129.0	130.5
After one year but not more than five year	372.3	428.5
More than five years	349.7	391.1
Total	**851.0**	**950.1**

Total cash outflow for leases for the year ended March 31, 2025 is Rs. 217.4 (March 31, 2024: Rs. 230.8).

The effective interest rate for lease liabilities is between 7% to 12.5% per annum (31 March, 2024 is between 7% to 12.5% per annum), with maturity between 2025 to 2046 for leasehold properties.

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

	As at March 31, 2025	As at March 31, 2024
Lease commitment for short-term leases	38.9	27.5
Lease commitment for leases of low value assets	2.1	2.8
Total	**41.0**	**30.3**

Additional information on extension/termination option:

Extension and termination options are included in a number of lease arrangements of the Group. These extension and termination options held are exercisable based on mutual consent of the Group and respective lessors.

b) Other commitments

	As at March 31, 2025	As at March 31, 2024
Estimated amount of contracts remaining to be executed on capital account and not provided for, net of advances	32.3	26.0

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Orkla India Limited (formerly known as Orkla India Private Limited and MTR Foods Private Limited)
CIN: U15136KA1996PLC021007
Notes to consolidated financial statements for the year ended March 31, 2025
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43 Contingent liabilities

		As at March 31, 2025	As at March 31, 2024
	Litigations *		
(i)	Indirect taxation (refer note (ii) to (vi) below)	1,243.3	770.0
(ii)	Other litigations	26.0	26.0

Notes :

(i) In the prior years, the Group had received claims from the Value Added Tax (VAT) authorities for payment of higher VAT for certain products. Accordingly, as a matter of prudence, the Group had made a provision amounting to Rs. 114.2 in its books of account towards such differential taxes. As at March 31, 2025, March 31, 2024 and March 31, 2023, the Group carries a provision of Rs. 114.2 in this regard. In the year ended March 31, 2013, the Honourable High Court of Karnataka had adjudicated the matter in favour of the Group. The VAT 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 Group has ongoing litigation under service tax amounting to Rs. 81.6 (March 31, 2024: Rs. 84.3, March 31, 2023: Rs. 84.3). In the prior years, the Group had received demand order under section 73(2), of Finance Act 1994 from the Principal Commissioner of Central Tax and Central Excise. The dispute mainly relates to the applicability of service tax on amounts reimbursed by the Group to its branch office located outside India for the period from April 2010 to June 2017. The Group has filed an appeal with the Central Excise and Service Tax Appellate Tribunal (CESTAT) and the Management, including its tax advisors, believe that its position will likely be upheld in the forums where these are contested.

(iii) The Group has ongoing disputes with Sales Tax/VAT authorities amounting to Rs. 104.2 (March 31, 2024: Rs. 118.8, March 31, 2023: Rs.443.1). The outstanding disputes mainly include disputes on account of levy of purchase tax, denial of concessional rate of tax etc. During the year, the Group settled the dispute amounting to Rs. 13.2 based on the final assessment order and received favourable order in a case amounting to Rs. 1.4. For the pending matters, the Group is contesting the demands before the appellate authorities and the Management, including its tax advisors, believe that its position will likely be upheld in the forums where these are contested.

(iv) The Group has ongoing litigations under the Goods and Services Tax (GST) law amounting to Rs. 994.1 (March 31, 2024: Rs. 498.6, March 31, 2023: Rs. 6.4). The disputes mainly involve payment of RCM on import of services, availment of Input Tax Credit (ITC) on common services, ITC availed in excess of amounts reflected in GSTR-2A, Input availed on blocked credits etc. The Group is contesting the demands before the appellate authorities and the Management, including its tax advisors, believe that its position will likely be upheld in the forums where these are contested.

(v) On May 6, 2019, the Group received a show cause notice (SCN) from the Directorate General of Goods and Service Tax Intelligence, Surat zonal unit, for the financial period April 01, 2014 to June 30, 2017 whereby it has been alleged that 'ready to cook spice mixes' (except sambar mix, missal rasa mix and pav bhaji mix) should be classified as 'mixed condiments and mixed seasoning' and chargeable to excise duty claiming Rs. 59.2 plus interest and penalty. Further benefits of SSI exemption notification was denied to the Group on clearance of sambar mix, missal rasa mix and pav bhaji mix during the above period. The Group has filed a response to the SCN rejecting all the charges and has submitted that the aforesaid SCN should be quashed. The Group is confident that no liability will arise on the Group and it has strong defence on the matter. No adjustment has been made in these consolidated financial statements.

(vi) Others indirect tax matters of Rs. 2.1 (March 31, 2024: 9.1) relate to ongoing excise duty cases relating to concessional rate of tax availed by the Group in the manufacture and sale of certain products. During the current year, in the matter of one case relating to Ready-to-eat food products classification which is pending before the Honourable Supreme Court, the Group has provided for the demand amounting to Rs. 7.0 as a matter of prudence. For the pending matter, the Group is contesting the demands before the appellate authorities and the Management, including its tax advisors, believe that its position will likely be upheld in the forums where these are contested.

(vii) Other litigations includes amount payable to workmen terminated by the Group in prior years on account of professional misconduct. The workmen has filed a case in the Labour Court and the Group has filed an appeal. The Group is contesting the demand and the Management, including its legal advisors, believe that its position will likely be upheld in the forums where these are contested.

(viii) The Group has received multiple notices alleging non-compliance with food safety regulations under the Food Safety and Standards Authority of India (FSSAI) Act, with proceedings initiated before relevant statutory forums. The allegations primarily pertains to the presence of pesticide residues exceeding permissible limits in certain batches of finished goods. The Group is contesting the aforesaid matters at various levels of adjudication. The Management, including its legal advisors, believe that its position will likely be upheld in the forums where these are contested. Accordingly, the Management has assessed that these cases do not have a material impact on these consolidated financial statements.

The Group has assessed that it is only possible, but not probable, that outflow of economic resources will be required in all the above cases.

* The above figures includes the interest/penalty only in cases where it's mentioned in the order. In other cases, the interest/penalty is not included as a reliable estimate cannot be made.

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(All amounts are in Rs. million except share data and per share data, unless stated otherwise)

44 Share based payments

The ultimate holding company (Orkla ASA) of the Company operates equity incentive compensation programs which include Long Term Incentive (LTI) 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 Group'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.

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.
The adoresaid plan was not availed by any employees of the Company for the years ended March 31, 2025 and March 31, 2024

The expense recognised for employee services received during the year is shown in the following table (Refer Note 35)	**Year ended March 31, 2025**	**Year ended March 31, 2024**
Expense arising from share-based payment transactions [includes Nil (March 31, 2024: Rs. 0.9) cross charge from ultimate holding company]	3.3	6.8
Total	**3.3**	**6.8**

There were no cancellations or modifications to the awards during the year ended March 31, 2025 and March 31, 2024.

Long Term Incentive (LTI) Scheme - Cash settled

Certain employees of the Group 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. 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 ASA 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 following LTIs as granted to the Group's employees, were outstanding during the year:

Particulars	**March 31, 2025** **Number of Shares**	**March 31, 2024** **Number of Shares**
Outstanding at the beginning of the year	-	1,13,976
LTIs granted during the year	-	-
LTIs exercised during the year	-	(1,13,976)
LTIs forfeited during the year	-	-
LTIs transferred during the year (net) if any	-	-
Outstanding at the ending of the year	-	-
The weighted average fair value of LTI at grant date (Rs.)	-	**95**

Long Term Incentive (LTI) Scheme - Share option

The yearly grant will be based on the share price on the day after the Annual General Meeting. Of the total options granted 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 grant date. The exercise price will be set at the market price at the grant 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.

Particulars	**March 31, 2025**		**March 31, 2024**	
	Number of Shares	**WAEP**	**Number of Shares**	**WAEP**
Outstanding option at the beginning of the year	2,05,854	607	1,35,211	607
Granted during the year	-	-	70,643	516
Exercised during the year	-	-	-	-
Expired during the year	-	-	-	-
Forfeited during the year	-	-	-	-
Outstanding option at the ending of the year	**2,05,854**	**607**	**2,05,854**	**607**
Exercisable at the end of the year	**1,12,870**	**607**	**41,926**	**574**

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The weighted average remaining contractual life for the share options outstanding as at March 31, 2025 was 2.02 years (March 31, 2024: 3.02).
The weighted average fair value of options granted during the year was Rs. Nil (March 31, 2024: Rs. 86.0)
The range of exercise prices for options outstanding at the end of the year was Rs. 509 to Rs. 667 (March 31, 2024: Rs. 509 to Rs. 667).

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

No options are granted during the financial year ended March 31, 2025.

	March 31, 2024		
	Tranche 1	Tranche 2	Tranche 3
Number of Options	14,129	14,129	42,385
Weighted avergae fair values at measurement date	81	88	87
Dividend yield (%)	4.10%	4.10%	4.10%
Expected volatility (%)	18.88%	21.17%	20.91%
Risk–free interest rate (%)	3.21%	3.18%	3.16%
Expected life of share options (years)	3.00	3.50	4.00
Exercise price at grant date	561	561	561
Exercise price at first possible exercise date	509	514	519

45 Segment reporting

The Chief Executive Officer (CEO) is the Chief Operating Decision Maker (CODM) and evaluates the Group's performance and allocates resources based on an analysis of various performance indicators by industry classes. The Group's operations predominantly relate to one segment, viz., sale of food products and beverages (manufactured and traded).

Information by geographies

Revenue by geographical market	For the year ended March 31, 2025	For the year ended March 31, 2024
India	18,721.5	18,792.8
Outside India	4,861.7	4,431.1
	23,583.2	**23,223.9**

There is no identifiable major customer in the Group who is contributing more than 10% of revenue

Non-current operating assets	As at March 31, 2025	As at March 31, 2024
India	21,068.5	21,702.8
Outside India		-

Non-current assets for this purpose consist of property, plant and equipment, right-of-use assets, intangible assets income-tax assets and other non-current

46 Government grant

The Group has been awarded government grant under the Export Promotion Capital Goods (EPCG) scheme:

During the year ended March 31, 2018, the Group had availed EPCG license benefit of Rs.10.7 against import of capital goods amounting to Rs.133.1 for manufacturing of confectionery. In respect of this benefit, the Group had 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 was Rs. 64.1. Where the Group fails to achieve the export obligation, the Group would be 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 23 represents unamortised amount of the duty saved.

During the year ended March 31, 2021, the Group assessed that it will not be able to meet any export obligations under the said license, and hence the Group would be liable to refund the above benefit amount, along with interest @ 18% p.a. Accordingly, the Group accrued the interest in its books since the date of availing such benefit.

The intial timeline for fulfilling the export obligation was May 2023 which was extended till May 2025. The Group has not met the prescribed export obligation. Accordingly, during the current year, the Group has repaid the duty along with applicable interest.

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47 **Related party transactions**

A. **Name of related party and description of relationship**

Description of relationship	Name of the related parties	Relationship/Designation
(a) Entities which have control over the Group	Orkla ASA, Oslo, Norway	Ultimate holding company
	Orkla Asia Pacific Pte Ltd, Singapore	Holding company
(b) Subsidiaries of Holding company	Orkla IT AS	Fellow Subsidiary
	Orkla Procurement AS	Fellow Subsidiary
	Orkla Asia Pacific (M) Sdn. Bhd	Fellow Subsidiary
	Orkla Financial Services AS	Fellow Subsidiary
(c) Entities over which the Group has significant influence:	Pot Ful India Private Limited	Associate
(d) Joint venture	Eastern Condiments Middle East & North Africa FZC, UAE	Joint venture
(e) Key managerial personnel (KMP)	Mr. Sanjay Sharma	Managing director and Chief executive officer
	Mr. Atle Vidar Nagel Johansen	Chairperson and Director
	Ms. Else Helena Margareta	Non-executive director (upto February 4, 2025)
	Mr. Claes Johan Wilhelmsson	Non-executive director (upto February 4, 2025)
	Mr. Per Havard Skiaker Maelen	Non-executive director (w.e.f May 11, 2023)
	Ms. Maria Syse-nybraaten	Non-executive director (w.e.f May 11, 2023)
	Mr. Paul Jordahl	Non-executive director (w.e.f December 5, 2023 upto February 4, 2025)
	Mr. Ganesh Shenoy	Chief Financial Officer (upto December 31, 2023)
	Ms. Sumana Calapa	Chief Financial Officer (w.e.f January 01, 2024)
	Ms. Ragee Raju	Company Secretary (w.e.f July 20, 2023 upto September 22, 2024)
	Mr. Kaushik Seshadri	Company Secretary (w.e.f September 23, 2024)
	Mr. Amit Jain	Independent Director (w.e.f March 10, 2025)
	Ms. Meena Ganesh	Independent Director (w.e.f March 10, 2025)
	Ms. Rashmi Satish Joshi	Independent Director (w.e.f March 10, 2025)
	Mr. Shantanu Maharaj Khosla	Independent Director (w.e.f March 10, 2025)
(f) Post-employment benefit plan	MTR Foods Private Limited Employees Gratuity	Post-employment benefit plan
	Rasoi Magic Foods (India) pvt. Ltd. Employees' Group Gratuity cum Life Assurance Scheme	Post-employment benefit plan

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B. Transactions with the above related parties during the year ended

	For the year ended March 31, 2025	For the year ended March 31, 2024
Nature of transaction		
i) Transactions during the year :		
Receipt of services		
Orkla ASA	11.6	30.6
Orkla IT AS	-	0.5
Orkla Procurement	12.9	10.2
Orkla Financial Services AS	0.8	0.2
Reimbursement of expenses to related parties		
Orkla ASA	5.1	28.0
Orkla IT AS	7.6	5.9
Eastern Condiments Middle East & North Africa FZC, UAE	392.8	601.9
Reimbursement of expenses from related parties		
Orkla ASA	3.3	16.3
Shared based payments		
Orkla ASA	3.3	5.9
Management services provided (cross charges)		
Orkla ASA	-	-
Purchase of stock-in-trade		
Orkla Asia Pacific SDN BHD (formerly "Jordan Asia Pacific SDN BHD")	-	-
Sale of goods		
Pot Ful India Private Limited	0.3	0.1
Interest on loan		
Pot Ful India Private Limited	3.9	3.5
Agency commission		
Eastern Condiments Middle East & North Africa FZC, UAE	11.7	32.0

ii) Balances outstanding as at year end :	As at March 31, 2025	As at March 31, 2024
Amounts receivable from :		
Orkla ASA	-	0.0
Pot Ful India Private Limited	-	0.0
Amounts payable to :		
Orkla ASA	0.5	15.1
Orkla IT AS	-	2.3
Orkla Procurement	1.1	-
Orkla Financial Services AS	0.1	0.2
Orkla Asia Pacific SDN BHD (formerly "Jordan Asia Pacific SDN BHD")	-	-
Eastern Condiments Middle East & North Africa FZC, UAE	1.1	47.9

b. Loans given and repayment thereof

Particulars	Opening balance	Loans given	Repayment	Closing balance	Interest receivable
i) Associates					
Pot Ful India Private Limited					
March 31, 2025	50.0	-	(50.0)	-	-
March 31, 2024	50.0	-	-	50.0	0.8

c. Compensation to key managerial personnel

	Year ended March 31, 2025	Year ended March 31, 2024
Short-term employee benefits *		
Mr. Sanjay Sharma	69.9	87.6
Ms. Suniana Calapa	16.7	2.1
Mr. Kaushik Seshadri	1.7	-
Mr. Ganesh Shenoy	-	16.1
Ms. Ragee Raju	0.8	0.6
Mr. Aneesh K	-	-
	89.1	**106.4**

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Post-employment benefits		
Mr. Sanjay Sharma	0.5	-
Ms. Suniana Calapa	0.8	0.3
Mr. Kaushik Seshadri	0.1	-
Ms. Ragee Raju	0.2	0.2
	1.6	**0.5**
Total compensation paid to key managerial personnel	**90.7**	**106.9**

*The amounts disclosed above do not include the share based payment and Long Term Incentives (LTI).

Terms and conditions of transactions with related parties

(a) The Group had granted an unsecured loan facility to Pot Ful India Private limited (Pot Ful) at the interest rate of 7% p.a. for its principal business activities with repayment date of September 2024 with quarterly interest rests. The loan has been repaid during the year ended March 31, 2025.

(b) All transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions and within the ordinary course of business. 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. For the year ended March 31, 2025, the Group has not recorded any impairment of receivables relating to amounts owed by related parties (March 31, 2024: Rs. Nil, March 31, 2023: Rs. Nil). 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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48 Fair value hierarchy

The following table shows the carrying amounts and fair values of financial assets and financial liabilities as at March 31, 2025 including their Levels in the fair value hierarchy.

Particulars	Note	Carrying amount					Fair Value		
		FVTPL	FVTOCI	Other financial assets-amortised cost	Other financial liabilities-amortised cost	Total carrying amount	Level 1	Level 2	Level 3
Financial assets measured at fair value									
Investments in unquoted equity shares (measured through other comprehensive income) ^	6a	-	0.0	-	-	0.0	-	-	0.0
Investments in units of mutual funds (measured through profit and loss) #	6b	1,474.3	-	-	-	1,474.3	1,474.3	-	-
Derivative assets ##	17	15.4	-	-	-	15.4	-	15.4	-
		1,489.7	**0.0**	-	-	**1,489.7**	**1,474.3**	**15.4**	**0.0**
Financial assets carried at amortised cost									
Loans ^	7 & 16	-	-	29.0	-	29.0	-	-	-
Trade receivables*	13	-	-	1,626.2	-	1,626.2	-	-	-
Cash and cash equivalents*	14	-	-	812.8	-	812.8	-	-	-
Bank balances other than cash and cash equivalents*	15	-	-	1,094.3	-	1,094.3	-	-	-
Other financial assets*	8 & 17	-	-	1,060.8	-	1,060.8	-	-	-
		-	-	**4,623.1**	-	**4,623.1**	-	-	-

There have been no transfers among Level 1, Level 2 and Level 3 during the year ended March 31, 2025.

Particulars	Note	FVTPL	FVTOCI	Other financial assets-amortised cost	Other financial liabilities-amortised cost	Total carrying amount	Level 1	Level 2	Level 3
Financial liabilities measured at fair value									
Derivative liabilities ##	26b	-	-	-	-	-	-	-	-
Liability on account of forward commitment [refer note 52] ^	26b	36.0	-	-	-	36.0	-	-	36.0
		36.0	-	-	-	**36.0**	-	-	**36.0**
Financial liabilities carried at amortised cost									
Lease liabilities ^	4b	-	-	-	544.0	544.0	-	-	-
Trade payables*	25	-	-	-	2,698.3	2,698.3	-	-	-
Other financial liabilities *	26a & b	-	-	-	1,766.7	1,766.7	-	-	-
		-	-	-	**5,009.0**	**5,009.0**	-	-	-

There have been no transfers among Level 1, Level 2 and Level 3 during the year ended March 31, 2025.

The following table shows the carrying amounts and fair values of financial assets and financial liabilities as at March 31, 2024 including their Levels in the fair value hierarchy.

Particulars	Note	Carrying amount					Fair Value		
		FVTPL	FVTOCI	Other financial assets-amortised cost	Other financial liabilities-amortised cost	Total carrying amount	Level 1	Level 2	Level 3
Financial assets measured at fair value									
Investments in units of mutual funds (measured through profit and loss) #	6b	2,971.5		-	-	2,971.5	2,971.5	-	-
		-	-	-	-	-	-	-	

Financial assets carried at amortised cost									
Loans ^	7 & 16	-	-	84.0	-	84.0	-	-	-
Trade receivables*	13	-	-	1,685.8	-	1,685.8	-	-	-
Cash and cash equivalents*	14	-	-	395.8	-	395.8	-	-	-
Bank balances other than cash and cash equivalents*	15	-	-	750.0	-	750.0	-	-	-
Other financial assets*	8 & 17	-	-	2,058.2	-	2,058.2	-	-	-
		-	-	**4,973.8**	-	**4,973.8**	-	-	-

There have been no transfers among Level 1, Level 2 and Level 3 during the year ended March 31, 2024.

Financial liabilities measured at fair value									
Derivative liabilities ##	26b	1.1	-	-	-	1.1	-	1.1	-
Liability on account of forward commitment [refer note 52]^	26b	36.0	-	-	-	36.0	-	-	36.0
		37.1	-	-	-	**37.1**	-	**1.1**	**36.0**
Financial liabilities carried at amortised cost									
Lease liabilities ^	4b	-	-	-	594.8	594.8	-	-	-
Borrowings*	22	-	-	-	37.7	37.7	-	-	-
Trade payables*	25	-	-	-	2,316.2	2,316.2	-	-	-
Other financial liabilities *	26a & b	-	-	-	1,347.8	1,347.8	-	-	-
		-	-	-	**4,296.5**	**4,296.6**	-	-	-

There have been no transfers among Level 1, Level 2 and Level 3 during the year ended March 31, 2024.

*The management assessed that fair value of cash and cash equivalents and other bank balances, trade receivables, trade payables, borrowings and other financial assets and liabilities approximate their carrying amounts since the Group does not anticipate that the carrying amount would be significantly different from the values that would eventually be received or settled. 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 liabilities (Forward contracts): Fair value of forward foreign exchange contracts is determined using forward exchange rates as provided by banks to the group, hence they are classified as Level 2 of fair value hierarchy.

Reconciliation of Level 3 fair value measurements of financial assets and financial liabilities is given below

Particulars	For year ended March 31, 2025	For year ended March 31, 2024
Balance as at the beginning of the year	36.0	3,380.2
Issue of shares pursuant to merger (Refer Note 52)	-	(3,344.2)
Balance as at the end of the year	**36.0**	**36.0**

The sensitivity of change in the unobservable inputs used in fair valuation of Level 3 financial assets and liabilities does not have a significant impact in their value for the year ended March 31, 2025 and March 31, 2024.

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49 Financial risk management objectives and policies

The Group'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 Group's operations. The Group'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 Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks. The Group's senior management ensures that the Group's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. There has been no change to the Group'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 Group 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 carrying amount of financial instruments represents the maximum exposure to credit risk.

Trade receivables

Customer credit risk is managed subject to the Group'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 Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivable. Under the simplified approach, the Group 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 Group 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 Group does not hold collateral as security. The Group considers receivables from Group company to be fully recoverable and hence not subject to risk of impairment.

The Group has evaluated credit risk for customers. Any customer related specific information has been factored over and above the probability of default (PD). The Group 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, 2025,March 31, 2024 are as follows:

Ageing	As at March 31, 2025	As at March 31, 2024
Not due	0.1% - 0.6%	-
0-90 Days	0.9% - 2.0%	0% - 1.87%
91-180 Days	5.0% - 11.0%	1.9% - 25.0%
181-365 Days	21.1% -34.4%	41.5% - 50.0%
>365 Days	100.0%	100.0%

Movement in the expected credit loss allowance

	As at March 31, 2025	As at March 31, 2024
As at the beginning of the year	70.7	70.0
Impairment alowance created/(reversed) on trade receivables	(49.7)	0.7
As at the end of the year	**21.1**	**70.7**

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B Liquidity risk

Liquidity risk is defined as the risk that the Group 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 Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

Exposure to liquidity risk

The table below summarises the maturity profile of the Group's financial assets and liabilities at the end of the reporting period based on contractual undiscounted cash flows:

As at March 31, 2025:

	Less than 1 year	1-5 years	More than 5 years	Total
Lease liabilities	129.0	372.3	349.7	851.0
Trade payables	2,698.3	-	-	2,698.3
Other financial liabilities	1,662.5	140.2	-	1,802.7
Total	**4,489.7**	**512.5**	**349.7**	**5,352.0**

As at March 31, 2024:

	Less than 1 year	1-5 years	More than 5 years	Total
Lease liabilities	130.5	428.5	391.1	950.1
Borrowings	-	37.7	-	37.7
Trade payables	2,316.2	-	-	2,316.2
Other financial liabilities	1,304.8	79.0	-	1,383.8
Derivative liabilities	1.1	-	-	1.1
Total	**3,752.6**	**545.2**	**391.1**	**4,687.9**

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 Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. 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 Group 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 (Rs.) of the Group. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the foreign currency import of service, exports of finished goods and borrowing in foreign currency. The currency in which these transactions are primarily denominated as USD, GBP, EURO, NOK, AUD and SGD.

The Group has entered into following outstanding forward exchange contracts as on March 31, 2025 and March 31, 2024 in respect of highly probable exports:

Currency	As at March 31, 2025	As at March 31, 2024
US Dollar (in millions)	12.3	8.6
INR (in millions)	1,072.3	714.7

Exposure to currency risk

The currency profile of financial assets & other assets and financial & other liabilities as at March 31, 2025 and March 31, 2024 are as below.

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Amount receivable / payable in foreign currency on account of following:		Amount in foreign currency (in millions)		Amount in Rupees (in millions)	
		As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Bank balances	USD	0.1	0.3	8.5	26.5
Receivables	GBP	0.0	0.0	4.3	2.4
	USD	0.9	13.4	55.0	1,116.0
Customer advances	USD	0.0	0.0	3.1	1.5
Advance recoverable (including capital advance)	USD	0.0	0.0	0.1	0.2
	EURO	0.0	-	0.3	-
	GBP	-	0.0	-	1.9
Trade and other payables	USD	0.1	0.8	8.3	64.4
	NOK	0.2	2.3	1.8	18.0
	AUD	-	0.1	-	4.0
	SGD	-	0.0	-	0.1
	EURO	0.0	-	0.3	-

Sensitivity analysis*

The following table details the Group's sensitivity to a 5% increase and decrease in the INR against the relevant foreign currencies net of hedge accounting impact. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year-end for a 5% change in foreign currency rates, with all other variables held constant. A positive number below indicates an increase in profit or equity where INR strengthens 5% against the relevant currency. For a 5% weakening of INR against the relevant currency, there would be a comparable impact on profit or equity, and the balances below would be negative.

Currency	For year ended March 31, 2025		For year ended March 31, 2024	
	Increase by 5% (in millions)	Decrease by 5% (in millions)	Increase by 5% (in millions)	Decrease by 5% (in millions)
USD*	-	-	18.1	(18.1)
GBP	0.2	(0.2)	0.2	(0.2)
EURO	0.0	(0.0)	-	-
NOK	(0.1)	0.1	(0.9)	0.9
AUD	-	-	(0.2)	0.2
SGD	-	-	(0.0)	0.0
CAD	(0.0)	0.0	-	-

* For year ending March 31, 2025, the risk on USD exposure is fully hedged by forward contracts.

(b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in market interest rates. The Group 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 Group 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 Group has invested, such price risk is not significant.

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50 Capital management

For the purpose of Group's capital management, capital includes issued capital, securities premium and all other equity reserves attributable to equity holders of the Group. The primary objective of Group'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 Group 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 31,2025.

	As at March 31, 2025	As at March 31, 2024
Net debt (total borrowings, net of cash and cash equivalents)*	-	-
Total equity	24,595.0	28,070.5
Net debt to equity ratio	**0.00%**	**0.00%**

*As at March 31, 2025, the Group's net debt is less than zero.
In order to achieve this overall objective, the Group'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 Group has not defaulted on any loan obligations and there has been no breach of any loan covenants.
The Group is predominantly equity financed as evident from the capital structure table above. Further, the Group has sufficient cash, cash equivalents, current investments and financial assets which are liquid to meet the debts.

51 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 divding 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	As at March 31, 2025	As at March 31, 2024
Number of equity shares at the beginning of the year	13,69,89,230	12,94,13,970
Equity shares issued during the year	-	43,37,610
Weighted average number of equity shares outstanding at the end of the year (A)*	**13,69,89,230**	**13,37,51,580**

	For the year ended March 31, 2025	For the year ended March 31, 2024
Profit attributable to the equity shareholders (B)	**2,556.9**	**2,263.3**
Basic earnings per share (B/A)	18.7	16.9
Diluted earnings per share (B/A)	18.7	16.9

* Subsequent to Balance sheet date, the Company has sub-divided 13,698,923 issued, subscribed & paid-up equity shares of face value of Rs. 10 each into 136,989,230 issued, subscribed & paid-up equity shares of face value of Rs. 1 each. Consequentially weighted average number of shares for the previous periods have been restated during the year considering the impact of split of shares.

There have been no other transactions involving equity shares or potential equity shares between the reporting date and the date of approval of the consolidated financial statements.

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52 **a. Merger of subsidiary Eastern Condiments Private Limited (ECPL) with the Company**

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. 12,743.8, 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.

As per the SPA, it was intended that ECPL shall 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 shall 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, 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 the Company and the Promoters. To execute the above arrangement effectively, the Company will acquire the 32.18% stake through a combination of fixed cash consideration of Rs. 3344.2 and issue of ROCPS for Rs. 2700.

Accordingly, in accordance with Ind AS 32, the fair value of consideration payable in cash amounting to Rs. 3344.2 (on an amortised basis) and Rs. 36.0 payable for the final adjustment to working capital was disclosed as financial liability and the balance amount of Rs. 2700 was disclosed in Consolidated Statement of changes in equity as "Shares pending issuance" for the year ended March 31, 2023.
On November 13, 2021, the Company and ECPL filed with the National Company Law Tribunal ('NCLT') a Scheme of Merger ('Scheme') of ECPL with the Company with an appointed date of April 01, 2021. The NCLT vide its order dated 24th August, 2023, approved the Scheme of Merger of subsidiary ECPL with the Company with appointed date of April 01, 2021, under section 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder. The said Scheme has been effective from September 01, 2023, on compliance of all the conditions precedent mentioned therein. Consequently, above mentioned subsidiary of the Company got merged with the Company w.e.f. April 01, 2021. The above order of merger received subsequent to the year end, before the approval of financial statements was treated as adjusting event in accordance with the guidance in ITFG 14 and the effect of the merger of ECPL with the Company was given effect in standalone financial statements of the Company for the year ended March 31, 2023, as per the accounting treatment included in Scheme approved by NCLT.
In accordance with the above scheme of merger, during the year ended March 31, 2024, the Company has issued 7,57,526 equity shares and 6,11,128 Redeemable Optionally Convertible Preference Shares (ROCPS) to the promoters of ECPL for acquiring the remaining 32.18%. Accordingly, the Company has de-recognised the acquisition liability of Rs. 3,344.2 and shares pending issuance of Rs. 2,700.0 accounted during acquisition and recorded a capital reserve of Rs. 6,030.6 for the difference between the face value of the shares issued of Rs. 13.6 and the acquisition liability of Rs. 3,344.2 and shares pending issuance of Rs. 2,700.0 as per the merger scheme and Ind AS 103 (Appendix C). Out of the aforesaid ROCPS issued, 50% of the shares have been converted into equity shares in ratio of 1:1 during the year ended March 31, 2024 and remaining 50% have been converted during the year ended March 31, 2025.

Further, the authorised share capital of ECPL was included in the authorised share capital of the Company as per the scheme of merger.

b. Merger of Rasoi Magic Foods (India) Private Limited and BAMS Condiments Impex Private Limited., wholly owned subsidiary with the Company
During the year, the Company filed an application along with scheme of merger with the Regional Director (RD) under the provisions of section 233 of the Companies Act, 2013 read with the Rule 25 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 for merger of its wholly owned subsidiaries Rasoi Magic Foods (India) Private Limited (Rasoi) and BAMS Condiments Impex Private Limited (BAMS) with appointed date April 01, 2024. The Regional Director ('RD') vide its order dated March 21, 2025 approved the Scheme of merger of the said subsidiaries with the Company.
The said Scheme has been effective from March 21, 2025, on compliance of all the conditions precedent mentioned therein. Consequently, above mentioned subsidiaries of the Company were merged with the Company w.e.f. April 01, 2024. Since the entities are under common control, the accounting has been done applying Pooling of Interest method as prescribed in Appendix C of Ind AS 103 'Business Combinations' w.e.f the first day of the earliest period presented i.e. April 1, 2023. While applying Pooling of Interest method, the Company has recorded all assets, liabilities and reserves attributable to the wholly owned subsidiaries at their carrying values as appearing in the consolidated financial statements of the Company as per guidance given in ITFG Bulletin 9.

Further, pursuant to the Scheme of Merger, the authorised share capital of the Company has been increased by Rs. 23.0.
The previous year figures of Balance Sheet, Statement of Profit and Loss (including Other Comprehensive Income) and Statement of Cash Flows of the standalone financial statements of the Company have been restated considering that the merger has taken place from the first day of the earliest period presented i.e., April 01, 2023 as required under Appendix C of Ind AS 103. The aforesaid scheme has no impact on the consolidated financial statement of the Group since the scheme of merger was within the parent company and wholly owned subsidiaries.

53 (i) The books of accounts are electronically maintained and are accessible in India at all times. However, the information relating to daily back-up logs for two accounting software is not available for the period April 01, 2024 to August 19, 2024 and April 01, 2024 to October 10, 2024, respectively in case of Holding Company.

(ii) The Holding Company and associate which are companies incorporated in India and whose financial statements have been audited under the Companies Act, 2013 have complied with the requirements of audit trail except for the following:

a. The feature of recording audit trail (edit log) facility was not enabled at the application level for two accounting software in case of Holding Company.

b. The feature of recording audit trail (edit log) facility was not enabled at the database level to log any direct data changes for five accounting software throughout the year and for one accounting software for the period April 01, 2024 to December 31, 2024 used for maintaining the books of account in case of Holding Company.

Further, the audit trail feature has not been tampered with in respect of accounting software where the audit trail has been enabled.

Additionally, based on the requirements of Section 128(5) of the Companies Act, 2013, the Company has preserved the requirements of recording audit trail to the extent it was enabled and recorded in respect of the prior year.

54 **Exceptional items (net)**

	For the year ended March 31, 2025	For the year ended March 31, 2024
Insurance claim receivable written off (refer note (i))	(203.2)	-
Amount received from Promoters of erstwhile subsidiary against the insurance claim receivable (refer note (ii))	223.5	-
Settlement of tax litigations as per SPA and related agreements (refer note (iii))	(356.7)	-
	(336.4)	**0.0**

Note:

S.R. Batliboi & Associates LLP Bengaluru

Orkla India Limited Bengaluru

(i) Pursuant to a fire incident at Them manufacturing plant, ECPL had filed a claim with the insurance company for the losses incurred on account of the damages. Further, ECPL recognised a minimum insurance claim receivable of Rs. 203.2 in prior years. Based on the terms of the SPA, the Promoters of ECPL ("Promoters") had agreed to compensate the Company for the claim receivable from the insurance company, in case the same is not received from the insurance company by December 2024. As per the Settlement Agreement dated March 8, 2025, the Promoters has paid the aforesaid claim to the Company. Accordingly, the Company has written off the insurance claim receivable from the insurance company and recorded a corresponding income against the claim received from the Promoters during the year ended March 31, 2025.

(ii) As at the time of acquisition in March 2021, the Company had adjusted the purchase consideration for certain existing and potential litigations/claims as deemed appropriate. Based on the terms of the SPA, the Company is liable to refund the adjusted amounts to the Promoters in case they receive favourable orders against such litigations within a specified timeline. During the year ended March 31, 2025, the Company has:
(a) received favourable orders in certain tax matters and accordingly paid the net adjusted amount of Rs. 121.7 to the Promoters.
(b) reassessed the open tax litigation matters and based on the merits of the case, provision of Rs. 235 has been created as payable to Promoters.

55 Transfer pricing

Transfer Pricing regulations for computing the taxable income and expenditure from 'international transactions' between 'associated enterprises' on an 'arm's length' basis. These regulations, inter alia, also require the maintenance of prescribed documents and information including furnishing a report from an Accountant within due date of filing the Return of Income. The Group is in the process of updating the Transfer Pricing documentation for the financial year ended March 31, 2025 following a detailed transfer pricing study conducted for the financial year ended March 31, 2024. In the opinion of the Management, the same would not have an impact on these financial statements. Accordingly, these financial statements do not include the effect of the transfer pricing implications, if any.

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S.R. Batliboi & Associates LLP Bengaluru

Orkla India Limited * Bengaluru *

(All amounts are in Rs. million, unless stated otherwise)

56 Additional information required under Schedule III to the Companies Act, 2013

	As at March 31, 2025		For the year ended March 31, 2025					
	Net Assets (total assets minus total liabilities)		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
Name of the entity in the group	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent								
Orkla India Limited	100%	24,571.0	99%	2,539.6	110%	(39.3)	99%	2,500.3
Subsidiaries - Foreign								
Orkla IMEA Trading LLC	0%	38.2	1%	25.9	-1%	0.5	1%	26.4
Associate - Indian (accounted under equity method)								
Pot Ful India Private Limited	0%	(10.3)	-1%	(13.8)	0%	-	-1%	(13.8)
Joint venture - Foreign (accounted under equity method)								
Eastern Condiments Middle East & North Africa FZC, UAE	1%	141.9	0%	9.8	-9%	3.2	1%	13.0
Adjustment arising out of consolidation	-1%	(145.8)	0%	(4.6)	0%	-	0%	(4.5)
Total	**100%**	**24,595.0**	**100%**	**2,556.9**	**100%**	**(35.6)**	**100%**	**2,521.3**

	As at March 31, 2024		For the year ended March 31, 2024					
	Net Assets (total assets minus total liabilities)		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
Name of the entity in the group	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent								
Orkla India Limited	100%	28,075.8	99%	2,239.3	97%	65.2	99%	2,304.5
Subsidiaries - Indian								
Rasoi Magic Foods (India) Private Limited	0%	4.7	1%	17.9	0%	0.4	1%	18.3
BAMS Condiments Impex Private Limited	0%	5.9	0%	(0.8)	-	-	0% -	0.8
Eastern Food Speciality Formulations Private Limited	0%	0.0	0%	0.0	-	-	0%	0.0
Associate - Indian (accounted under equity method)								
Pot Ful India Private Limited	0%	(12.0)	-1%	(12.6)	-	-	-1%	(12.6)
Joint venture - Foreign (accounted under equity method)								
Eastern Condiments Middle East & North Africa FZC, UAE	0%	128.9	2%	34.7	3%	1.7	2%	36.4
Adjustment arising out of consolidation	0%	(132.8)	-1%	(15.2)	0%	-	-1%	(15.2)
Total	**100%**	**28,070.5**	**100%**	**2,263.3**	**100%**	**67.3**	**100%**	**2,330.6**

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S.R. Batliboi & Associates LLP Bengaluru

Orkla India Limited Bengaluru

57 **Other statutory information for the years ended March 31, 2025 and March 31, 2024:**

(i) No proceedings have been initiated or are pending against the Group for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder

(ii) There are no charges or satisfaction which is yet to be registered with ROC beyond the statutory period

(iii) The Group has not traded, invested nor holding any cryptocurrency or virtual currency

(iv) The Group has not granted any loans or advances in the nature of loan or invested funds to any other person(s) 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 Group has not received any fund from any person(s) or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(vi) The Group does not have any such transaction which is not recorded in the books of account 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 Group does not have any transactions with companies struck off under Section 248 of the Companies act, 2013 or Section 560 of Companies act, 1956

(viii) The Group has not been declared as a wilful defaulter by any bank or financial institution or government or any government authority

(ix) The Group has not been sanctioned working capital limits from banks or financial institutions during any point of time of the year on the basis of security of current assets.

58 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. Certain sections of the code came into effect on May 3, 2023. However, the final rules/interpretation have not yet been issued. Based on a preliminary assessment, the Group believes the impact of the change will not be significant.

59 In light of the tariffs imposed by U.S.A, the management has evaluated the likely impact of prevailing uncertainties relating to imposition or enhancement of reciprocal tariffs and believes that there are no material impacts on the financial statements of the Group for the year ended March 31, 2025. However, the management will continue to monitor the situation from the perspective of potential impact on the operations of the Group.

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S.R. Batliboi & Associates LLP Bengaluru

Orkla India Limited Bengaluru

Orkla India Limited (formerly known as Orkla India Private Limited and MTR Foods Private Limited)
CIN: U15136KA1996PLC021007
Notes to consolidated financial statements for the year ended March 31, 2025
(All amounts are in Rs. million, unless stated otherwise)

60 **Events after the reporting period**

(i) The Company is converted from Private Company limited by shares (Orkla India Private Limited) to Public Company limited by shares (Orkla India Limited) on April 25, 2025

(ii) Subsequent to year ended March 31, 2025, the Company has:

(a) Sub-divided 89,300,000 authorised equity shares of face value of Rs. 10 each into 893,000,000 authorised equity shares of face value of Re. 1 each.

(b) Sub-divided 13,698,923 issued, subscribed & paid-up equity shares of face value of Rs. 10 each into 136,989,230 issued, subscribed & paid-up equity shares of face value of Re. 1 each.

As per our report of even date attached herein

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

Chartered Accountants

per Sunil Gaggar
Partner
Membership no.: 104315

Place: Bengaluru
Date: May 27, 2025

S. R. Batliboi & Associates LLP Bengaluru

For and on behalf of the Board of Directors of
Orkla India Limited (formerly known as Orkla India Private Limited and MTR Foods Private Limited)
CIN: U15136KA1996PLC021007

Atle Vidar Nagel Johansen
Chairperson & Director
DIN: 01361367

Place: Oslo, Norway
Date: May 27, 2025

Sanjay Sharma
Managing Director & Chief Executive Officer
DIN: 02581107

Place: Bengaluru
Date: May 27, 2025

Suniana Calapa
Chief Financial Officer

Place: Bengaluru
Date: May 27, 2025

Kaushik Seshadri
Company Secretary
Membership no: A41800

Place: Bengaluru
Date: May 27, 2025

Rashmi Satish Joshi
Independent Director
DIN: 06641898

Place: Mumbai
Date: May 27, 2025

Orkla India Limited Bengaluru

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 29th Annual General Meeting (the "**AGM**") of the Members of Orkla India Limited (formerly known as Orkla India Private Limited and MTR Foods Private Limited) (the "**Company**") will be held on Wednesday, September 24, 2025 at 10:30 A.M. (IST) at the Registered Office of the Company at No.1, 2nd & 3rd Floor, 100 Feet Inner Ring Road, Ejipura, Ashwini Layout, Viveknagar, Bengaluru – 560047, Karnataka, to transact the following businesses:

ORDINARY BUSINESS:

Item No. 01

ADOPTION OF AUDITED STANDALONE FINANCIAL STATEMENTS:

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

"**RESOLVED THAT** the audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2025, comprising the Balance Sheet, Statement of Profit and Loss, notes to accounts and schedules thereon, along with the reports of the Board of Directors and Statutory Auditors thereon, be and are hereby adopted."

Item No. 02

ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS:

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

"**RESOLVED THAT** the audited Consolidated Financial Statements of the Company for the Financial Year ended on March 31, 2025, comprising the Balance Sheet, Statement of Profit and Loss, notes to accounts and schedules thereon, along with the report of the Statutory Auditors thereon, be and are hereby adopted."

Item No. 03

RE-APPOINTMENT OF MR. ATLE VIDAR NAGEL JOHANSEN (DIN: 01361367), AS DIRECTOR LIABLE TO RETIRE BY ROTATION

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

"**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 and rules made thereunder (including any statutory modification and re-enactment thereof) and other applicable provisions, if any of the Companies Act, 2013, Mr. Atle Vidar Nagel Johansen (DIN: 01361367), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

Item No. 04

APPOINTMENT OF M/S. BMP & CO. LLP, PRACTICING COMPANY SECRETARIES, AS SECRETARIAL AUDITOR OF THE COMPANY

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

"**RESOLVED THAT** pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") to the extent applicable and other applicable laws/statutory provisions, if any, as amended from time to time, and based on the recommendation of Audit Committee and approval of Board of Directors of the Company, consent of the Members be and is hereby accorded for appointment of M/s. BMP & Co. LLP, Practicing Company Secretaries (Firm Registration Number: L2017KR003200) as Secretarial Auditor of the Company for first term of 5 (five) consecutive years commencing from financial year 2025-26 till financial year 2029-30, subject to their continuity of fulfilment of the applicable eligibility norms, to conduct Secretarial Audit of the Company.

RESOLVED FURTHER THAT the Board of Directors (including Committee authorised by the Board) of the Company be and are hereby authorised to fix the terms and conditions including the annual remuneration plus applicable taxes, and out of pocket expenses, payable to them during their tenure as the Secretarial Auditors of the Company, as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.

RESOLVED FURTHER THAT any of the Director or Chief Financial Officer or Company Secretary and Compliance Officer of the Company be and is hereby severally authorised to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

Item No. 05

CANCELLATION OF REDEEMABLE OPTIONALLY CONVERTIBLE PREFERENCE SHARES, RECLASSIFICATION OF AUTHORISED SHARE CAPITAL AND CONSEQUENT AMENDMENT TO MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

"**RESOLVED THAT** in accordance with the provisions of Sections 4, 13, 43, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for cancellation of 2,20,00,000 (Two Crore Twenty Lakh) redeemable optionally convertible preference shares ("ROCPS") of face value of INR 10/- (Indian Rupee Ten only) each and for the reclassification of the Authorized Share Capital of the Company as mentioned below:

From INR 1,11,30,00,000/- (Indian Rupees One Hundred and Eleven Crore Thirty Lakhs only) divided into 89,30,00,000 (Eighty Nine Crore Thirty Lakhs) equity shares of face value of INR 1/- (Indian Rupee One only) each and 2,20,00,000 (Two Crore Twenty Lakh) redeemable optionally convertible preference shares of face value of INR 10/- (Indian Rupee Ten only) each.

To INR 1,11,30,00,000/- (Indian Rupees One Hundred and Eleven Crore Thirty Lakhs only) divided into 1,11,30,00,000 (One Hundred and Eleven Crore Thirty Lakhs) equity shares of face value of INR 1/- (Indian Rupee One only) each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act 2013, the existing Clause V of the Memorandum of Association of the company be and is hereby altered by deleting the same and substituting in its place the following as new Clause V:

V. The Authorised Share Capital of the Company is INR 1,11,30,00,000/- (Indian Rupees One Hundred and Eleven Crore Thirty Lakhs only) divided into 1,11,30,00,000 (One Hundred and Eleven Crore Thirty Lakhs) equity shares of face value of INR 1/- (Indian Rupee One only) each.

RESOLVED FURTHER THAT any of the Directors or Chief Financial Officer or Company Secretary and Compliance Officer of the Company be and is hereby severally authorized to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Memorandum of Association and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution including making necessary filings with the Registrar of Companies and execution of any documents on behalf of the company and to represent the company before any governmental authorities as and when necessary."

By order of the Board of Directors
For Orkla India Limited
(Formerly known as "Orkla India Private Limited" and "MTR Foods Private Limited")

Kaushik Seshadri
Company Secretary and Compliance Officer
ICSI Membership No.: A41800
Address: No.1, 2nd & 3rd Floor, 100 Feet Inner Ring Road Ejipura, Ashwini Layout, Viveknagar, Bengaluru-560047, Karnataka, India

Orkla India Limited * Bengaluru *

Date: September 02, 2025
Place: Bengaluru

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts in respect of special businesses set out at Item Nos. 4 and 5 of the Notice, is annexed hereto. Further, details in respect of Item No. 3 is also appended hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Members may note that pursuant to provisions of Section 105 of the Companies Act, 2013 read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. For a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.

3. The instrument appointing a proxy, in order to be effective, should be deposited at the registered office of the Company, duly completed signed and stamped, not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.

4. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

5. Members, Proxies and Authorized Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the AGM.

6. Documents relating with these businesses and the Register of Directors and their shareholding, maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and all other documents referred to in the notice and will be available for inspection by the members of the Company at Registered office of the Company during the Annual General Meeting.

8. A route map providing directions to reach the venue of the AGM is provided in the Notice.

9. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as per the provisions of the Act.

10. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.

11. In compliance with the provisions of MCA vide its circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 and Circular No. 2/2021 dated January 13, 2021, the Notice of the ensuing AGM, is being sent only through electronic mode to those shareholders whose email IDs are available with the Company.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 04:

Pursuant to the provisions of Section 204 and other applicable provisions of the Act, if any, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the company is required to annex with its Board's Report, a Secretarial Audit Report given by a Company Secretary in Practice.

Further pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (to the extent applicable), as amended from time to time, every listed entity shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and the appointment of such Secretarial Auditor shall be approved by the Members of the Company at the Annual General Meeting.

In view of that above, after evaluating and considering various factors such as industry experience, competence of the audit team efficiency in conduct of audit, independence, etc., on recommendation from Audit Committee, the Board of Directors of the Company in its meeting held on September 02, 2025, approved the appointment of M/s. BMP & Co. LLP ("BMP") (Firm registration No. L2017KR003200) Company Secretaries, as the Secretarial Auditor of the Company, for a term of 5 (five) consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30, subject to approval of the shareholders of the Company at the ensuing Annual General Meeting at such remuneration as mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.

BMP is a well-established firm of Practicing Company Secretaries with offices in Bengaluru, Mumbai, and Delhi (NCR). Founded in 2017, the firm specializes in Company Secretarial services. Having undergone peer review, BMP delivers comprehensive consulting and advisory services in corporate law. Their expertise encompasses a wide spectrum, including Corporate Secretarial Services, Secretarial Audit, SEBI compliances, Initial Public Offerings, Foreign Direct Investment and Overseas Direct Investment under FEMA, Mergers & Amalgamations, Business Setup, and Fund Raise compliance. BMP provides services across diverse sectors, including listed corporates, multinational companies, startups, venture capital firms, and esteemed law firms.

M/s. BMP & Co. LLP have consented to their appointment as Secretarial Auditors and has confirmed that their appointment will be in accordance with Section 204 of Companies Act, 2015 read with SEBI Listing Regulations.

The proposed remuneration to be paid to BMP for secretarial audit services for the financial year ending March 31, 2026, is Rs. 3,00,000/- (Rupees Three Lakhs only) plus applicable taxes and out of-pocket expenses. Besides the secretarial audit services, the Company may also obtain certifications from BMP under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors.

Statement containing additional disclosure as required under Regulation 36(5) of the Listing Regulations:

Proposed fees payable to the Secretarial Auditors for the financial year 2025-2026	Rs. 3,00,000/- (Rupees Three Lakhs only) for the financial year 2025-2026. The fees shall exclude Goods and Services Tax and out of pocket expenses, conveyances or incidental expenses as may be incurred from time to time during the audit process
Term of appointment	5 (Five) consecutive years, commencing from financial year 2025-2026 to financial year 2029-2030
Material changes in the fee payable to Secretarial Auditors	No material changes. The increased fees commensurate with the size of the Company, audit coverage and scope of work.
Rationale of change	Not Applicable
Basis of recommendation for appointment including the details in relation to and credentials of the Secretarial Auditors proposed to be appointed	M/s. BMP & Co. LLP are recognised audit firm. Given the scope, size, and distribution of the Company's operations, a competent audit firm is necessary. The recommendations from the Audit Committee and the Board of Directors of the Company meet the eligibility criteria as prescribed under the Act and the applicable rules made thereunder.
Brief Profile of Secretarial Auditors	M/s. BMP & Co. LLP (BMP) is a well-established firm of Practising Company Secretaries with offices in Bengaluru, Mumbai, and Delhi (NCR). Founded in 2017, the firm comprises 5 partners and a dedicated team of 60 employees. Specialising in Company Secretarial services and having undergone peer review, BMP delivers comprehensive consulting and advisory services in corporate law. BMP's expertise encompasses a wide spectrum, including Corporate Secretarial Services, Secretarial Audit, SEBI compliances, Initial Public Offerings (IPO), Foreign Direct Investment (FDI) and Overseas Direct Investment (ODI) under FEMA, Mergers & Amalgamations, Business Setup, and Fund Raise compliance. BMP has earned the trust of industry leaders across diverse sectors, including listed corporates, multinational companies, start-ups, venture capital firms, and esteemed law firms, establishing itself as a trusted partner in the corporate landscape.

The Board of Directors shall approve revisions to the remuneration of BMP for the remaining part of the tenure in such manner and to such extent as may be mutually agreed with BMP.

In view of the above, the consent of the Members is requested to pass an Ordinary Resolution as set out at Item No. 4 of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested financially or otherwise either directly or indirectly, in the Resolution mentioned at Item No. 4 of the Notice.

The Board recommends the Resolution set forth in Item No.4 for the approval of the Members of the Company by way of an Ordinary Resolution.

Item No. 05:

The existing Authorised Share Capital of the Company is INR 1,11,30,00,000/- (Indian Rupees One Hundred and Eleven Crore Thirty Lakhs only) divided into 89,30,00,000 (Eighty Nine Crore Thirty Lakhs) equity shares of face value of INR 1/- (Indian Rupee One only) each and 2,20,00,000 (Two Crore Twenty Lakh) redeemable optionally convertible preference shares ("ROCPS") of face value of INR 10/- (Indian Rupee Ten only) each.

In view of the evolving capital structure and long-term strategic planning of the Company, it is proposed to cancel the ROCPS component and reclassify the Authorised Share Capital by converting the entire ROCPS into equity share capital. Post reclassification, the Authorised Share Capital will consist solely of equity shares aggregating to INR 1,11,30,00,000/- (Indian Rupees One Hundred and Eleven Crore Thirty Lakhs only), divided into 1,11,30,00,000 equity shares of face value INR 1/- (Indian Rupee One only) each.

This reclassification aligns with the Company's current and foreseeable capital requirements. The ROCPS forming part of the existing capital structure has already been converted into equity, and the Company does not envisage issuing further ROCPS in the near term. Accordingly, the proposed reclassification will simplify the capital structure and provide greater flexibility in equity capital management.

Consequently, it is also proposed to amend Clause V of the Memorandum of Association of the Company to reflect the revised composition of the Authorised Share Capital.

In view of the above, the consent of the Members is requested to pass an Ordinary Resolution as set out at Item No. 5 of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested financially or otherwise either directly or indirectly, in the Resolution mentioned at Item No. 5 of the Notice.

The Board recommends the Resolution set forth in Item No. 5 for the approval of the Members of the Company by way of an Ordinary Resolution.

By order of the Board of Directors
For Orkla India Limited
(Formerly known as "Orkla India Private Limited" and "MTR Foods Private Limited")

Kaushik Seshadri
Company Secretary and Compliance Officer
ICSI Membership No.: A41800
Address: No.1, 2nd & 3rd Floor, 100 Feet Inner Ring Road Ejipura, Ashwini Layout, Vivek Nagar, Bangalore, Karnataka- 560047, India

Orkla India Limited * Bengaluru *

Date: September 02, 2025
Place: Bengaluru, India

Annexure to AGM Notice

Details of the Director being re-appointed are set out in Item No. 3 above; pursuant to the Companies Act, 2013 read with Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable.

Name of the Director	ATLE VIDAR NAGEL JOHANSEN
Director Identification Number	01361367
Designation/Category of the Director	Chairman, Non-Executive (Non- Independent) Director
Date of Birth and Age	March 01, 1963 62 years
Date of first appointment	March 17, 2015
Qualifications	Completed the financial analyst study program from Norwegian School of Economics.
Profile, Experience and Expertise in specific functional areas	Mr. Atle Vidar Nagel Johansen has been associated with Orkla group since 1993 and has undertaken various roles and responsibilities in executive capacities across multiple entities within the Orkla Group, including Orkla AS, Saetre AS, Orkla Foods AS, Orkla Foods International, Orkla ASA and Orkla Care. He has over 31 years of experience in finance, marketing and FMCG sectors. Mr. Atle was previously associated with Tandberg Data ASA, Jøtun Funds Ltd and Carl Klerulf & Co Ltd.
Terms and conditions of re-appointment and remuneration	Liable to retire by rotation and being eligible, offers himself for re-appointment
Details of remuneration sought to be paid	NIL
Details of remuneration last drawn	Not Applicable
Shareholding in the Company	NIL
No. of Companies in which the person is already a Director and other Directorships, Membership/ Chairmanship of Committees of other Boards	NIL
Relation with other Directors and Key Managerial Personnel of the Company	He is not related to any other Director and / or Key Managerial Personnel of the Company
Number of meetings attended during the year (FY 2024-2025)	During the Financial Year 2024-25, he has attended all the 6 Board Meetings

ATTENDANCE SLIP FOR ANNUAL GENERAL MEETING

CIN: U15136KA1996PLC021007
Name of the Company: ORKLA INDIA LIMITED
(Formerly known as "Orkla India Private Limited" and "MTR Foods Private Limited")
Day: Wednesday, Date: September 24, 2025, Time: 10:30 A.M.
Venue: No. 1, .2nd & 3rd Floor, 100 Feet Inner Ring Road Ejipura, Ashwini Layout, Vivek Nagar, Bengaluru - 560047, Karnataka, India.

Folio No. / DP ID Client ID No.	
Name of First named Member/Proxy/ Authorised Representative	
Name of Joint Member(s), if any:	
No. of Shares held	

I/we certify that I/we am/are member(s)/proxy for the member(s) of the Company

I/we hereby record my/our presence at the Annual General Meeting of the Company being held on Wednesday, September 24, 2025 at 10:30 A.M. at the Registered Office of the Company at No. 1, 2nd & 3rd Floor, 100 Feet Inner Ring Road Ejipura, Ashwini Layout, Viveknagar, Bengaluru - 560047, Karnataka, India.

....
Signature of First holder/Proxy/Authorised Representative
Signature of 1st Joint holder
Signature of 2nd Joint holder

Notes:
Sign this attendance slip and hand it over at the venue of the meeting.
Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.

<u>**Form No. MGT-11**</u>

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: U15136KA1996PLC021007
Name of the Company: ORKLA INDIA LIMITED
(Formerly known as "Orkla India Private Limited" and "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, 24th September, 2025 at 10.30 A.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	Adoption of audited standalone financial statements.		
2	Adoption of audited consolidated financial statements.		
3	Re-appointment of Mr. Atle Vidar Nagel Johansen (DIN: 01361367), as Director liable to retire by rotation.		
Sl. No.	**Special Business**	**For**	**Against**
4	Appointment of M/s. BMP & Co. LLP, Practicing Company Secretaries, as Secretarial Auditor of the Company		
5	Cancellation of Redeemable Optionally Convertible Preference Shares, reclassification of Authorized Share capital and Consequent Amendment to Memorandum of Association of the Company.		

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.

Route map to the venue of the AGM