

INDEPENDENT AUDITOR'S REPORT

To The Members of Capital Foods Private Limited Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Capital Foods Private Limited (the "Company"), which comprise the Balance Sheet as at March 31, 2024, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and 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 financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

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

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's report, but does not include the financial statements and our auditor's report thereon.
- Our opinion on the 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 financial statements, our responsibility is to read the other information and in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the 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 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 Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 financial statements.

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

- Identify and assess the risks of material misstatement of the 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 financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

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

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

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

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

Reporting on comparatives in case the previous year was audited by the predecessor auditor

The financial statements of the Company for the year ended March 31, 2023, were audited by another auditor who expressed an unmodified opinion on those statements on August 28, 2023.

Our opinion on the financial statements is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except for not keeping backup on a daily basis of such books of account maintained in electronic mode in a server physically located in India (refer Note 54 to the financial statements) and not complying with the requirement of audit trail as stated in (i)(vi) below (refer Note 55 to the financial statements).
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows 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 financial statements comply with the Ind AS specified under Section 133 of the Act.

- e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
- f) The modification relating to the maintenance of accounts and other matters connected therewith, are as stated in paragraph (b) above.
- g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended,

In our opinion and to the best of our information and according to the explanations given to us, no remuneration was paid by the Company to its directors during the period in which provisions of section 197 of the Act was applicable to the Company.

- 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:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its 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, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("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, no funds (which are material either individually or in the aggregate) have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (c) Based on the audit procedures that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
 - v. The Company has not declared or paid any dividend during the year and has not proposed final dividend for the year.

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- vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account which have a feature of recording audit trail (edit log) facility except that audit trail feature was not enabled (i) at the database level for SAP (database MSSQL) to log any direct data changes, (ii) for price master and discount master records.

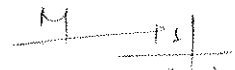
Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with, in respect of accounting software for the period for which the audit trail feature was operating.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the year ended March 31, 2024.

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

For Deloitte Haskins & Sells LLP

Chartered Accountants
(Firm Registration No. 117366W/W-100018)



Mukesh Jain
Partner

(Membership No. 108262)
(UDIN: 24108262BKEWZH1739)

Place: Mumbai
Date: April 18, 2024

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 (g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls with reference to Financial Statements 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 financial statements of **Capital Foods Private Limited** (the "Company") as of March 31, 2024 in conjunction with our audit of the Ind AS 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 with reference to financial statements based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company 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") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 over financial reporting 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 financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls over financial reporting, 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 financial statements.

Meaning of Internal Financial Controls with reference to financial statements

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

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prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

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

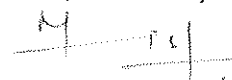
Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2024, based on the criteria for internal financial control with reference to financial statements 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.

For Deloitte Haskins & Sells LLP

Chartered Accountants

(Firm Registration No. 117366W/W-100018)



Mukesh Jain
Partner

(Membership No. 108262)

(UDIN: 24108262BKEWZH1739)

Place: Mumbai

Date: April 18, 2024

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

In terms of the information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- (i) In respect to the Company's Property, Plant and Equipment and Intangible Assets:
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment, capital work-in-progress and relevant details of right-to-use assets.
 - (B) The Company has maintained proper records showing full particulars of intangible assets.
 - (b) The Company has a program of verification of property, plant and equipment and capital work in progress so to cover all the items once every 3 years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, during the year certain Property, Plant and Equipment and capital work in progress were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) Based on the examination of the registered sale deed provided to us, we report that the title deeds of all the immovable properties (other than properties where the Company is the lessee and lease agreements are duly executed in favour of the lessee) disclosed in the financial statements included in property, plant and equipment are held in the name of the Company as at the Balance Sheet date.
 - (d) The Company has not revalued any of its property, plant and equipment (including right-of-use assets) and intangible assets during the year.
 - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii)
 - (a) The inventories, were physically verified during the year by the Management at reasonable intervals. In our opinion and based on information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories, when compared with the books of account.
 - (b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, at points of time during the year, from banks or financial institutions on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the quarterly returns or statements comprising stock statements, statements on ageing analysis of the debtors and creditors, and other stipulated financial information filed by the Company with such banks or financial institutions are in agreement with the unaudited books of account of the Company of the respective quarters.
- (iii) The Company has made investments in, provided guarantee or security and granted loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year, in respect of which:

- (a) The Company has not provided any loans or advances in the nature of loans or stood guarantee, or provided security to any other entity during the year, and hence reporting under clause (iii)(a) of the Order is not applicable.
- (b) The investments made, guarantees provided, security given and the terms and conditions of the grant of all the above-mentioned loans and advances in the nature of loans and guarantees provided, during the year are, in our opinion, prima facie, not prejudicial to the Company's interest.
- (c) In respect of loans granted or advances in the nature of loans provided by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are regular as per stipulation.
- (d) According to information and explanations given to us and based on the audit procedures performed, in respect of loans granted and advances in the nature of loans provided by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
- (e) During the year loans or advances in the nature of loans aggregating to Rs. 183.28 lakhs fell due from a party and were renewed aggregating to Rs. 183.28 lakhs to settle the overdues of existing loans. The details of such loans that fell due and those granted during the year are stated below:

Name of the Party	Due Date	Renewed during the period* (Amount in Rs. Lakhs)	Renewed Due Date	Percentage of the aggregate to the total loans or advances in the nature of loans renewed during the year
In & Out Advertising Pvt. Ltd.	30-Jun-23	62.03	30-Sep-23	100%
	30-Sep-23	39.21	31-Dec-23	100%
	31-Dec-23	40.41	31-Mar-24	100%
	31-Mar-24	41.63	30-Jun-24	100%

*Includes unpaid interest capitalised amounting to Rs. 4.47 lakhs. The same loan with the same party has been renewed multiple times during the year.

- (f) According to information and explanations given to us and based on the audit procedures performed, 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 during the year. Hence, reporting under clause 3(iii)(f) is not applicable.
- (iv) The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.
- (v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause (v) of the Order is not applicable.
- (vi) The maintenance of cost records has not been specified by the Central Government under subsection (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause 3(vi) of the Order is not applicable to the Company.

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(vii) In respect of statutory dues:

(a) In our opinion, the Company has been generally regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Goods and Services Tax, Customs Duty, cess and other material statutory dues applicable to it to the appropriate authorities.

There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Goods and Services Tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, cess and other material statutory dues in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.

(b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2024 on account of disputes are given below:

Name of Statute	Nature of Dues	Forum where Dispute is Pending	Period to which the Amount Relates	Amount Involved (Rs. lakhs)*	Amount Unpaid (Rs. lakhs)
The Gujarat Value Added Tax Act, 2003	VAT	Deputy Commissioner - Commercial Tax	2010-11	466.41	401.41
The Central Sales Tax Act, 1956	CST	Deputy Commissioner - Commercial Tax	2010-11	2,542.24	1,523.78
The Central Sales Tax Act, 1956	CST	Tribunal	2013-14	15.27	15.27
Income Tax Act, 1956	Income Tax	High Court	2007-08	28.21	14.71
Total				3,052.13	1,955.17

*Including penalty and interest

(viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

(ix)

(a) The Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

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

(c) The Company has not taken any term loan during the year and there are no unutilised term loans at the beginning of the year and hence, reporting under clause (ix)(c) of the Order is not applicable.

- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) The Company did not have any subsidiary or associate or joint venture during the year and hence, reporting under clause (ix)(e) of the Order is not applicable.
- (f) The Company does not have any investment in subsidiary or joint venture or associate companies and therefore the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries or joint ventures or associate companies and hence reporting on clause (ix)(f) of the Order is not applicable.
- (x)
 - (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause (x)(a) of the Order is not applicable.
 - (b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence the provisions of Clause 3(x)(b) of the Order is not applicable.
- (xi)
 - (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
 - (b) No report under sub-section (12) of section 143 of the Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
 - (c) There were no whistle blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- (xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv)
 - (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
 - (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year, in determining the nature, timing and extent of our audit procedures.
- (xv) In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with it's directors and hence provisions of section 192 of the Act are not applicable.
- (xvi)
 - (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a), (b) and (c) of the Order is not applicable.
 - (b) There are five Core investment Companies ("CIC") in the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) that are registered with the Reserve Bank of India ("RBI") and two CICs which are not required to be registered with the Reserve Bank of India.

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Haskins & Sells LLP**

- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been resignation of the statutory auditors of the Company during the year and we have taken into consideration the issues, objections or concerns raised by the outgoing auditors.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and 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 which is not mitigated indicating 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) The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there is no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause (xx) of the Order is not applicable for the year.
- (xxi) The Company does not have any investment in subsidiary, joint venture and associate and hence the Company is not required to prepare consolidated financial statements. Therefore, reporting under clause 3(xxi) of the Order is not applicable.

For Deloitte Haskins & Sells LLP

Chartered Accountants

(Firm Registration No. 117366W/W-100018)



Mukesh Jain

Partner

(Membership No. 108262)

(UDIN: 24108262BKEWZH1739)

Place: Mumbai

Date: April 18, 2024

M/S CAPITAL FOODS PRIVATE LIMITED

FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31st MARCH, 2024

*Villa Capital, Sadhana Compound,
S.V. Road, Jogeshwari West,
Mumbai-400 102 (India)
Tel: 022 68822444*

Capital Foods Private Limited
Balance Sheet as at 31st March 2024
(All amounts in Rs. lakhs, unless stated otherwise)

Particulars	Note	As at 31st March 2024	As at 31st March 2023
ASSETS			
Non-current assets			
Property, plant and equipment	3	13,511.18	14,239.33
Intangible assets	3	22.91	39.91
Capital work-in-progress	3	2,168.74	2,120.80
Right-of-use assets	4	2,764.29	3,269.03
Financial assets			
(i) Investments	5	-	0.50
(ii) Other financial assets	6	175.24	227.92
Income tax assets (net)	7	1,742.39	575.85
Other non-current assets	8	1,593.34	1,605.52
Total non-current assets		21,978.09	22,078.86
Current assets			
Inventories	9	3,360.41	3,426.53
Financial assets			
(i) Investments	10	8,353.13	15,949.63
(ii) Trade receivables	11	3,388.40	2,511.79
(iii) Cash and cash equivalents	12	360.46	196.43
(iv) Bank balances other than (iii) above	13	178.05	167.55
(v) Loans	14	41.63	77.96
(vi) Other financial assets	15	39.95	7.57
Other current assets	16	760.82	900.83
Total current assets		16,482.85	23,238.29
Total assets		38,460.94	45,317.15
EQUITY AND LIABILITIES			
Equity			
Equity share capital	17	349.44	349.96
Instruments entirely equity in nature	18	-	-
Other equity	19	26,107.62	30,800.76
Total equity		26,457.06	31,150.72
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	20	512.53	1,263.18
(ii) Lease Liabilities		75.06	421.31
(iii) Other financial liabilities	21	0.50	3.50
Provisions	22	217.06	170.81
Deferred tax Liabilities (net)	23	955.45	1,154.37
Total non-current liabilities		1,760.60	3,013.17
Current liabilities			
Financial liabilities			
(i) Borrowings	24	768.79	757.91
(ii) Lease Liabilities		238.72	383.46
(iii) Trade payables	25		
(a) Total outstanding dues of micro enterprises and small enterprises		283.67	394.87
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		4,775.80	7,526.52
(iv) Other financial liabilities	26	2,898.24	873.60
Provisions	27	161.25	59.32
Current tax liabilities (net)	28	-	383.46
Other current liabilities	29	1,116.81	774.12
Total current liabilities		10,243.28	11,153.26
Total liabilities		12,003.88	14,166.43
Total equity and liabilities		38,460.94	45,317.15

The accompanying notes are an integral part of these financial statements.

As per our report of even date attached

For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm Registration No.117366W/W-100018



Mukesh Jain
Partner
Membership No: 108262
Place: Mumbai
Date: April 18, 2024

For and on behalf of Board of Directors



Sunil D'Souza
Director
DIN : 07194259
Place: Mumbai
Date: April 18, 2024



Abhijit Midha
Director
DIN : 10481897
Place: Mumbai
Date: April 18, 2024



Rakesh Kothari
Chief Financial Officer
Membership No: 048007
Place: Mumbai
Date: April 18, 2024

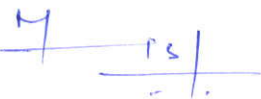
Capital Foods Private Limited
Statement of Profit and Loss for the year ended 31st March 2024
(All amounts in Rs. lakhs, unless stated otherwise)

Particulars		Note	Year ended 31st March 2024	Year ended 31st March 2023
I.	Revenue from operations	30	67,742.87	70,554.70
II.	Other income	31	1,524.90	869.97
III.	Total Revenue (I + II)		69,267.77	71,424.67
IV.	Expenses:			
	Cost of materials consumed	32	30,377.75	33,855.66
	Purchase of Stock in Trade		477.84	127.10
	Changes in inventories of finished goods, stock-in-trade and work-in-progress	33	462.38	7.84
	Employee benefits expense	34	10,970.28	6,436.30
	Finance costs	35	81.54	131.30
	Depreciation and amortization expense	3 & 4	1,394.76	1,469.48
	Other expenses	36	19,750.39	19,251.16
	Total expenses (IV)		63,514.94	61,278.84
V.	Profit before tax (III - IV)		5,752.83	10,145.83
VI.	Tax Expenses:-			
	Current tax	37	1,982.98	2,206.61
	Earlier year tax	37	(76.69)	(2.55)
	Deferred tax	23 & 37	(196.19)	433.94
	Total tax expense / (credit) (VI)		1,710.10	2,638.00
VII.	Profit for the year (V-VI)		4,042.73	7,507.83
VIII.	Other Comprehensive Income			
	Items that will not be reclassified to the statement of profit or loss			
	Gain/(Loss) on remeasurement of the defined benefit plans		(10.85)	64.58
	Income tax on above		2.73	(16.25)
	Total Other Comprehensive Income for the year (VIII)		(8.12)	48.33
IX.	Total Comprehensive Income for the year (VII+VIII)		4,034.61	7,556.16
	Earnings per equity share	50		
	[Nominal value per share: Rs. 10 (31st March 2023: Rs. 10)]			
	Basic (In Rs.)		115.56	214.64
	Diluted (In Rs.)		115.56	211.41

The accompanying notes are an integral part of these financial statements

As per our report of even date attached

For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm Registration No.117366W/W-100018



Mukesh Jain
Partner
Membership No: 108262
Place: Mumbai
Date: April 18, 2024

For and on behalf of Board of Directors



Sunil D'Souza
Director
DIN : 07194259
Place: Mumbai
Date: April 18, 2024



Abhijit Midha
Director
DIN : 10481897
Place: Mumbai
Date: April 18, 2024



Rakesh Kothari
Chief Financial Officer
Membership No: 048007
Place: Mumbai
Date: April 18, 2024

Capital Foods Private Limited
Statement of changes in equity for the year ended 31st March 2024
(All amounts in Rs lakhs, unless stated otherwise)

Particulars	Other Equity							Total equity
	Reserves and Surplus							
	Equity Share Capital	Securities premium	ESOP reserve	Capital Redemption Reserve	Retained earnings	Total Other Equity		
Balance as at 01st April 2022	349.44	13,314.34	2,096.80	-	7,025.49	22,436.63	22,786.07	
Profit for the year	-	-	-	-	7,507.83	7,507.83	7,507.83	
Other comprehensive income for the year	-	-	-	-	48.33	48.33	48.33	
Total comprehensive income for the year	-	-	-	-	7,556.16	7,556.16	7,556.16	
Issue of equity shares	0.52	-	-	-	-	-	0.52	
Premium on issue of shares	-	499.52	-	-	-	499.52	499.52	
Employee share based payment expenses	-	-	308.45	-	-	308.45	308.45	
Balance as at 31st March 2023	349.96	13,813.86	2,405.25	-	14,581.65	30,800.76	31,150.72	
Balance as at 01st April 2023	349.96	13,813.86	2,405.25	-	14,581.65	30,800.76	31,150.72	
Profit for the year	-	-	-	-	4,042.73	4,042.73	4,042.73	
Other comprehensive income for the year	-	-	-	-	(8.12)	(8.12)	(8.12)	
Total comprehensive income for the year	(0.52)	(673.66)	-	0.52	4,034.61	4,034.61	4,034.61	
Buy back of equity shares	-	-	-	-	(0.52)	(0.52)	(0.52)	
Tax on buy back of equity shares	-	-	-	-	(40.57)	(40.57)	(40.57)	
Employee share based payment expenses	-	-	772.28	-	-	772.28	772.28	
Payment towards ESOP	-	-	(3,177.53)	-	(7,494.38)	(10,671.91)	(10,671.91)	
Tax effect of items routed through retained earnings	-	-	-	-	1,886.11	1,886.11	1,886.11	
Balance as at 31st March 2024	349.44	13,140.20	-	0.52	12,966.90	26,107.62	26,457.06	

The accompanying notes are an integral part of these financial statements

As per our report of even date attached

For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm Registration No.117366W/W-100018

Mukesh Jain
Partner
Membership No: 108262
Place: Mumbai
Date: April 18, 2024

For and on behalf of Board of Directors

Sunil D'Souza
Director
DIN : 07194259
Place: Mumbai
Date: April 18, 2024

Abhijit Midha
Director
DIN : 10431897
Place: Mumbai
Date: April 18, 2024

Rakesh Kothari
Chief Financial Officer
Membership No: 048007
Place: Mumbai
Date: April 18, 2024

Capital Foods Private Limited
Cash Flow Statement for the year ended 31st March 2024
(All amounts in Rs lakhs, unless stated otherwise)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
A. Cash Flow from Operating Activities		
Net Profit before tax	5,752.83	10,145.83
Adjustment for:		
Depreciation and amortization expense	1,394.76	1,469.48
Employee share-based payment expense	772.28	308.45
Provision/ (reversal of provision) for doubtful debts	(9.10)	(40.38)
Loss on disposal of assets (Net)	115.94	232.33
Net gain on derecognition/modification of Right of use asset	(11.95)	(123.61)
Net gain arising on financial assets measured at fair value through profit or loss	(285.20)	(533.12)
Net gain on sale of Investments	(990.93)	(144.57)
Finance Cost	81.54	131.30
Interest income	(38.98)	(27.10)
Unwinding of discount on security deposits	(5.00)	(5.08)
Effect of exchange rate changes (Net)	23.43	211.80
Operating Profit before working capital changes	6,799.62	11,625.33
Changes in Working Capital:		
Decrease/ (increase) in Inventories	66.12	452.63
(Increase) /decrease in Trade Receivables	(867.51)	(1,136.38)
Decrease/ (increase) in Loans and Advances	17.75	(12.59)
Decrease/ (increase) in other financial assets	26.38	89.46
Decrease/ (increase) in other assets	143.19	893.74
Increase / (decrease) in Provisions	137.33	41.57
Increase / (decrease) in Trade Payables	(2,861.92)	(1,222.70)
Increase / (decrease) in Other financial liabilities	1,853.06	(16.52)
Increase / (decrease) in other liabilities	342.69	(109.71)
Changes in working capital	(1,142.91)	(1,020.50)
Cash generated from Operations	5,656.71	10,604.83
Direct taxes paid (net)	(1,570.18)	(1,833.25)
Net cash generated from operating activities (A)	4,086.53	8,771.58
B. Cash Flow from Investing Activities		
Purchase of Property, plant and equipment (including capital work- in- progress)	(462.71)	(985.75)
Proceeds from sale of Property, plant and equipment and intangible assets	42.74	90.00
Purchase of investments	(14,500.00)	(8,350.09)
Sale of investments	23,372.64	2,401.47
(Investment) /Proceeds in bank deposits (Net)	(10.50)	(72.16)
Inter corporate deposits matured	24.50	107.22
Interest received	33.06	13.90
Net cash from/(used) in investing activities (B)	8,499.73	(6,795.41)
C. Cash Flow from Financing Activities		
Proceeds from issue of equity shares	-	0.52
Premium received on issue of equity shares	-	499.52
Buy back of equity shares	(674.18)	-
Tax on buy back of equity shares	(40.57)	-
Payment of ESOP	(10,496.60)	-
Repayments of long term borrowings	(763.19)	(739.08)
Short term borrowing taken	-	4,314.78
Short term borrowing paid	-	(5,396.88)
Payment of lease liabilities	(364.91)	(421.11)
Finance costs	(82.78)	(132.20)
Net cash used in financing activities (C)	(12,422.23)	(1,874.45)
Net increase in cash and cash equivalents (A+B+C)	164.03	101.72
Cash and cash equivalents at the beginning of the period (Refer Note 12)	196.43	94.71
Cash and cash equivalents at the end of the period (Refer Note 12)	360.46	196.43



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Capital Foods Private Limited
Cash Flow Statement for the year ended 31st March 2024
 (All amounts in Rs lakhs, unless stated otherwise)

Notes

A) The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS 7) - Statement of Cash Flow.

B) Change in financial liability arising from financing activities :-

Particulars	Year ended 31st March 2024 #	Year ended 31st March 2023 #
Borrowings :-		
Opening balance	2,021.09	3,630.46
Changes from financing cash flows	(763.19)	(1,821.18)
Other changes	23.42	211.81
Closing balance	1,281.32	2,021.09

For movement of lease liabilities, Refer Note 46.

The accompanying notes are an integral part of these financial statements

As per our report of even date attached

For Deloitte Haskins & Sells LLP
 Chartered Accountants

Firm Registration No.117366W/W-100018



Mukesh Jain
 Partner
 Membership No: 108262
 Place: Mumbai
 Date: April 18, 2024

For and on behalf of Board of Directors



Sunil D'Souza
 Director
 DIN : 07194259
 Place: Mumbai
 Date: April 18, 2024



Abhijit Midha
 Director
 DIN : 10481897
 Place: Mumbai
 Date: April 18, 2024



Rakesh Kothari
 Chief Financial Officer
 Membership No: 048007
 Place: Mumbai
 Date: April 18, 2024



1 General information

The Company was incorporated on September 9, 2003 as Capital Foods Private Limited (CFPL) with its registered office in Mumbai (Oshiwara, Jogeshwari). Capital Foods Private Limited belongs to the FMCG sector and is engaged in processed food manufacturing business. Head Office of the company is located in Mumbai. The manufacturing plants are located at Kandla, Nahuli and Nashik. The Company has become a subsidiary of Tata Consumer Products Limited w.e.f. 1st February, 2024.

2 Summary of material accounting policies

This note provides a list of the material accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

a) Basis of preparation

(i) Compliance with Ind AS

The Company has prepared financial statements in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015 (as amended)] and other relevant provisions of the Act.

(ii) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets that is measured at fair value;
- defined benefit plans - plan assets measured at fair value; and
- share-based payments measured at fair value.

(iii) New and amended standards adopted

The Ministry of Corporate Affairs had vide notification dated 31st March, 2023 notified Companies (Indian Accounting Standards) Amendment Rules, 2023 which amended certain accounting standards and are effective 1st April, 2023. These amendments did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods. Specifically, no changes would be necessary as a consequence of amendments made to Ind AS 12 as the Company's accounting policies complies with the now mandatory treatment.

(iv) Operating cycle

Based on the nature of products/ activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

b) Revenue Recognition:

(i) Sale of goods

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, since it is the primary obligor in all of its revenue arrangement, as it has pricing latitude and is exposed to inventory and credit risks. Revenue is stated net of goods and service tax and net of returns, chargebacks, rebates and other similar allowances. These are calculated on the basis of historical experience and the specific terms in the individual contracts.

In determining the transaction price, the Company considers the effects of variable consideration, the existence of significant financing components, noncash consideration, and consideration payable to the customer (if any). The Company estimates variable consideration at contract inception 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 Performance Obligations are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customer terms.

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 that is conditional.

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.

If the goods provided by the Company exceed the payments from customers, a contract asset is recognised. If the payments received exceed the goods provided, a contract liability is recognised (which we refer to as deferred revenue). The Company presents revenue net of Goods and Services Tax (GST) and trade discounts in its Statement of Profit and loss.

Income from duty drawback and premium of sale of import licences is recognised on an accrual basis.

(ii) Financing components

The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Company does not adjust any of the transaction prices for the time value of money.



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c) Property, Plant and Equipment

(i) Measurement

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to statement of profit or loss during the reporting period in which they are incurred.

(ii) Depreciation method, estimated useful lives and residual value

Depreciation is provided on straight line method to allocate the cost of the assets, net of their residual values, over the estimated useful life of each asset. Assets are depreciated as per useful life specified in Part C of the Schedule II of the Act. The useful lives of the assets have been determined based on technical evaluation done by the management's expert and the following asset has a different useful life than prescribed by Schedule II of the Act taking into account the nature of assets, their estimated period of use and the operating conditions.

Asset	Useful life
Office Building	30 years

Leasehold improvements are amortised over the primary lease period.

The useful lives for the assets are in line with the useful lives indicated under Schedule II to the Companies Act, 2013. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. The assets residual value and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting year.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. Net gains and losses are included in the statement of profit and loss within other income/ other expenses.

d) Intangible Assets

Intangible assets are carried at cost less accumulated amortization and impairment losses, if any. The cost of intangible asset comprises its purchase price, other taxes and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates. Subsequent expenditure on intangible asset after its purchase is recognized as an expense when incurred unless it is probable that such expenditure will enable the asset to generate future economic benefits in excess of its originally assessed standards of performance and such expenditure can be measured and attributed to the asset reliably, in which case such expenditure is added to the cost of the asset.

The cost of intangible assets is amortised on a straight line basis over its useful life of 3 years as estimated by the Management.

e) Impairment of Non - financial assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Intangible assets under development are tested for impairment on an annual basis. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less cost of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash in flows from other assets or Companies of assets (cash-generating units). Non- financial assets that have suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

f) Financial instruments

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

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

g) Investments and Other Financial assets

(i) Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost.

The classification depends on entity's business model for managing the financial assets and the contractual terms of the cash flow.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income. The Company reclassifies debt investments when and only when its business model for managing those assets changes.

(ii) Recognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Company commits to purchase or sale the financial asset.



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(iii) **Measurement**

Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. Interest income from these financial assets is included in other income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss. Impairment losses are presented as a separate line item in statement of profit and loss.

Fair value through other comprehensive income (FVOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flow represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in profit and loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to the statement of profit and loss and recognised under other income/ other expenses. Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit or loss (FVPL): Assets that do not meet the criteria for amortized cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognized in profit or loss and presented net in the statement of profit and loss in the period in which it arises. Interest income from these financial assets is included in other income.

Equity instruments

The Company subsequently measures all equity investments at fair value. Where the Company has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments are recognized in profit or loss as other income when the Company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognized in the statement of profit and loss.

(iv) **Impairment of financial assets**

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortised cost. The credit loss is difference between all contractual cashflows that are due to an entity in accordance with the contract and all the cashflows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original effective interest rate. This is assessed on an individual or collective basis after considering all reasonable and supportable information including that which is forward-looking.

For trade receivables, the company applies the simplified approach permitted by IndAS 109 "Financial Instruments", which requires expected lifetime losses to be recognized from initial recognition of the receivables. The losses arising from impairment are recognized in the Statement of Profit and Loss.

(v) **Derecognition of financial assets**

A financial asset is derecognized only when

- the Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cashflows of the financial asset, but assumes a contractual obligation to pay the cashflows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized.

Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized. Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

(vi) **Income recognition**

Interest Income

Interest income from a financial asset at fair value through profit or loss is disclosed as interest income within other income. Interest income on financial assets at amortised cost and financial assets at FVOCI is calculated using effective interest method and is recognised in statement of profit and loss as part of other income.

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial asset the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

h) Financial liabilities

(i) **Classification as liability or equity**

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

(ii) **Initial Recognition and Measurement**

Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit or loss.



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(iii) **Subsequent Measurement**

Financial liabilities are subsequently measured at amortised cost using the effective interest rate method.

(iv) **Derecognition**

A financial liability is derecognized when the obligation specified in the contract is discharged, cancelled or expires.

i) **Trade Payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are usually unsecured. Trade payables are presented as current liabilities unless payment is not due within twelve months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortised cost using the effective interest method.

j) **Provisions and Contingencies**

Provisions are recognized when the Company has a present obligation (legal or constructive) as result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cashflows estimated to settle the present obligation, its carrying amount is the present value of those cashflows (when the effect of the time value of money is material). The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognized as interest expense.

A disclosure for contingent liabilities is made where there is a possible obligation or present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.

k) **Foreign Currency Transactions**

(i) **Functional and presentation currency**

Items included in the financial statements of the entity are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee, which is the Company's functional and presentation currency.

(ii) **Transactions and translations**

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation. A monetary item for which settlement is neither planned nor likely to occur in the foreseeable future is considered as a part of the entity's net investment in that foreign operation.

Foreign exchange differences arising on foreign currency transactions are presented in the statement of profit and loss.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equity instruments held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equity investments classified as at FVOCI are recognised in other comprehensive income.

l) **Earnings per equity share**

(i) **Basic earnings per share**

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

(ii) **Diluted earnings per share**

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

m) **Income taxes**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities. The company measures its tax balances for uncertain tax positions either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.



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Deferred tax assets are recognized for all deductible temporary differences and for unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously within the same jurisdiction.

Current and deferred tax is recognized in statement of profit and loss, except to the extent that it relates to item recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

n) Employee Benefits

(i) Short-term employee benefits

Liabilities for wages and salaries and performance incentives that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(ii) Other long-term employee benefit obligations

The liabilities for earned leave is not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees upto the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations for earned leave are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for atleast twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

(iii) Gratuity obligations (Defined Benefit Plan)

The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lumpsum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment.

The liability or asset recognized in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service cost.

(iv) Defined contribution plans

The Company pays provident fund and pension contributions to publicly administered funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and are recognized as employee benefit expense when they are due. Prepaid contributions are recognized as an asset to the extent that a reduction in the future payments is available.

(v) Share-based payments

Share-based compensation benefits are provided to employees via Employee Stock Option Plans.

The fair value of options granted under the Employee Option Plan is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- a) including any market performance conditions
- b) excluding the impact of any service and non-market performance vesting conditions
- c) including the impact of any non-vesting conditions

The total expense is recognized over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the Company revises its estimates of the number of ESOP that are expected to vest based on the non-market vesting and service conditions. It recognizes the impact of the revision to original estimates, if any, in Statement of profit and loss, with a corresponding adjustment to equity.

o) Cash Flow Statement

Cashflows from operating activities are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses associated with investing or financing cashflows. The cashflows from operating, investing and financing activities of the Company are segregated.

p) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker of the Company is responsible for allocating resources and assessing performance of the operating segments.



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q) Leases

As a lessee

The Company has adopted Ind AS 116, 'Leases'. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognise Right-of-use assets and lease liabilities for all leases with a term of more than twelve months, unless the underlying asset is of a low value.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- a) fixed payments
- b) amount expected to be payable under residual value guarantees
- c) the exercise price of a purchase option if it is reasonably certain that the Company will exercise that option
- d) payments of penalties for terminating the lease, if the lease term reflects the Company exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally, the case for lessees, the lessee's incremental borrowing rate used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Company:

- a) where possible, uses recent third-party financing received as a starting point, adjusted to reflect changes in financing conditions since third party financing was received
- b) uses a build-up approach that starts with a risk free interest rate adjusted for credit risk for leases held by the Company, which does not have recent third party financing, and
- c) makes adjustments specific to the lease, e.g. term, country, currency and security.

If a readily observable amortising loan rate is available to the individual lessee which has a similar payment profile to the lease, then the Company use that rate as a starting point to determine the incremental borrowing rate.

Lease payments are allocated between principal and finance cost. The finance cost is charged in the Statement of profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Variable lease payments are recognised in profit or loss in the period in which the condition that triggers those payment occurs.

Right of use assets are measured at cost comprising the following:

- a) the amount of the initial measurement of lease liability
- b) any lease payments made at or before the commencement date,
- c) any initial direct costs, and
- d) restoration cost

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight line basis. If the company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

The Company recognizes the amount of re-measurement of lease liability as an adjustment to the right-of-use assets. Where the carrying amount of the right-of-use assets is reduced to zero and there is a further reduction in the measurement of the lease liability of the lease liability, the Company recognizes any remaining amount of the re-measurement in the Statement of Profit and Loss.

Payments associated with short term leases and all leases of low value assets are recognised on a straight line basis as an expense in profit or loss. Short term leases are leases where the lease term is 12 months or less.

r) Inventories

Raw materials and stores, work in progress, traded and finished goods are stated at the lower of cost and net realisable value. Cost of raw materials and traded goods comprises cost of purchases. Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory on weighted average basis. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

s) Trade Receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing component, when they are recognised at fair value. The Company holds trade receivable with the objective to collect contractual cashflows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

The Company classifies the right to consideration in exchange for deliverables as either a receivable or as unbilled revenue. A receivable is a right to consideration that is conditional only upon passage of time. Revenue in excess of billings is recorded as unbilled revenue and is classified as a financial asset as only the passage of time is required before the payment is due. Invoicing in excess of earnings are classified as contract liabilities which is disclosed as deferred revenue. Trade receivables and unbilled revenue are presented net of impairment in the Balance Sheet.

t) Cash and cash equivalents

For the purpose of presentation in the statement of cashflows, cash and cash equivalents include cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.



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u) Borrowings

Borrowings are initially recognized at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalized as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in Statement of profit and loss under other expenses.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of material provision of a long term loan arrangement on or before the date of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the Company does not classify the liability as current, if the lender agreed, after the reporting period and before approval of the financial statements for issue, not to demand payment as a consequence of the breach.

v) Borrowing Cost

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

Other borrowing costs are expensed in the period in which they are incurred.

w) Offsetting financial instruments

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

x) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs with two decimals as per the requirement of Schedule III, unless otherwise stated.

y) Critical estimates and judgments

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgment in applying the Company's accounting policies. This note provides an overview of the areas that involved a higher degree of judgment or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates and judgments are:

- (i) Defined benefit obligations - Refer Note No. 2(n)
- (ii) Fair value measurement of financial instruments - Refer Note No. 2(g)
- (iii) Income taxes - Refer Note No. 2(m)
- (iv) Share-based payment transactions - Refer Note No. 2(n)
- (v) Right-of-use assets and lease liability - Refer Note No. 2(q)

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.



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Capital Foods Private Limited

Notes forming part of the Financial Statements as at and for the year ended 31st March 2024
(All amounts in Rs. Lakhs, unless stated otherwise)

Note : 3 : Property, plant and equipment

Sr. No.	Asset Group	Gross Block				Accumulated Depreciation					Net Block	
		Balance as at 01st April 2023	Additions	Disposals	Adjustment/ Transfer	Balance as at 31st March 2024	Balance as at 01st April 2023	Depreciation / Amortization charge for the year	On disposals	Adjustment/ Transfer	Balance as at 31st March 2024	Balance as at 31st March 2024
(i)	Property plant and equipment (At cost or deemed cost)											
	Buildings	6,086.65	18.09	(27.94)	-	6,076.80	449.45	213.60	(6.74)	-	656.31	5,420.49
	Land - Freehold	828.10	-	-	-	828.10	-	-	-	-	-	828.10
	Plant and Equipment	8,255.02	376.07	(157.77)	-	8,473.32	1,585.86	586.23	(47.76)	-	2,124.33	6,348.99
	Vehicles	165.35	-	-	-	165.35	68.25	25.99	-	-	94.24	71.11
	Office equipment	201.15	6.10	(15.59)	-	191.66	82.75	35.52	(11.28)	-	106.99	84.67
	Computers	141.86	9.44	(20.41)	-	130.89	104.62	21.15	(17.13)	-	108.64	22.25
	Furniture and Fixtures	262.21	2.90	(8.77)	-	256.34	61.70	27.52	(3.63)	-	85.59	170.75
	Electrical Installation	817.78	-	(15.13)	-	802.65	166.16	79.62	(7.95)	-	237.83	564.82
	Total	16,758.12	412.60	(245.61)	-	16,925.11	2,518.79	989.63	(94.49)	-	3,413.93	13,511.18
(ii)	Intangible Assets (At cost or deemed cost)											
	Computer software	212.33	-	(1.80)	-	210.53	172.42	15.60	(0.40)	-	187.62	22.91
	Total	212.33	-	(1.80)	-	210.53	172.42	15.60	(0.40)	-	187.62	22.91
Grand Total (i)+(ii)		16,970.45	412.60	(247.41)	-	17,135.64	2,691.21	1,005.23	(94.89)	-	3,601.55	13,534.09

Notes :

- Refer Note 20 for information on property, plant and equipment pledged as security by the Company.
- Refer Note 42 for disclosure of contractual commitments for the acquisition of property, plant and equipment.



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Capital Foods Private Limited

Notes forming part of the Financial Statements as at and for the year ended 31st March 2024
(All amounts in Rs. Lakhs, unless stated otherwise)

Note : 3 : Property, plant and equipment

Sr. No.	Asset Group	Gross Block				Accumulated Depreciation					Net Block	
		Balance as at 01st April 2022	Additions	Disposals	Adjustment/ Transfer	Balance as at 31st March 2023	Balance as at 01st April 2022	Depreciation / Amortization charge for the year	On disposals	Adjustment/ Transfer	Balance as at 31st March 2023	Balance as at 31st March 2023
(i)	Property, plant and equipment (At cost or deemed cost)											
	Buildings	5,304.74	805.32	(23.41)	-	6,086.65	249.41	201.45	(1.41)	-	449.45	5,637.20
	Land - Freehold	828.10	-	-	-	828.10	-	-	-	-	-	828.10
	Plant and Equipment	8,046.72	467.35	(259.05)	-	8,255.02	1,109.60	571.43	(95.17)	-	1,585.86	6,669.16
	Vehicles	133.07	32.28	-	-	165.35	42.68	25.57	-	-	68.25	97.10
	Office equipment	251.11	6.85	(56.81)	-	201.15	72.34	41.23	(30.82)	-	82.75	118.40
	Computers	108.69	9.89	(6.49)	29.77	141.86	88.21	30.96	(4.94)	(9.61)	104.62	37.24
	Furniture and Fixtures	332.29	8.22	(78.30)	-	262.21	49.86	30.04	(18.20)	-	61.70	200.51
	Electrical Installation	784.00	76.35	(42.57)	-	817.78	99.45	78.47	(11.76)	-	166.16	651.62
	Total	15,788.72	1,406.26	(466.63)	29.77	16,758.12	1,711.55	979.15	(162.30)	(9.61)	2,518.79	14,239.33
(ii)	Intangible Assets (At cost or deemed cost)											
	Computer software	242.15	-	(0.05)	(29.77)	212.33	129.46	33.35	-	9.61	172.42	39.91
	Total	242.15	-	(0.05)	(29.77)	212.33	129.46	33.35	-	9.61	172.42	39.91
	Grand Total (i)+(ii)	16,030.87	1,406.26	(466.68)	-	16,970.45	1,841.01	1,012.50	(162.30)	-	2,691.21	14,279.24

Notes:

- Refer Note 20 for information on property, plant and equipment pledged as security by the Company.
- Refer Note 42 for disclosure of contractual commitments for the acquisition of property, plant and equipment.



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Capital Foods Private Limited
Notes forming part of the Financial Statements as at and for the year ended 31st March 2024
(All amounts in Rs. Lakhs, unless stated otherwise)

Note : 3 : Property, plant and equipment

Ageing of Capital work-in-progress

Particulars	As at 31st March 2024	As at 31st March 2023
Projects in progress:-		
Less than 1 year	312.95	483.52
1 - 2 years	205.35	1,618.59
2 - 3 years	1,631.75	18.69
More than 3 years	18.69	-
Total	2,168.74	2,120.80

Completion schedule for projects in Capital work-in-progress, which are overdue or has exceeded its cost compared to its original plan:-

Particulars	As at 31st March 2024	As at 31st March 2023
Projects in progress		
To be completed in :-		
Less than 1 year	1,877.88	1,829.95
1 - 2 years	-	-
2 - 3 years	-	-
More than 3 years	-	-
Total	1,877.88	1,829.95

Note : 4 : Right-of-use assets

Particulars	Lease hold land	Building	Total
As at 01st April 2022	2,553.63	2,999.88	5,553.51
Addition during the year	-	552.66	552.66
Deletion during the year	-	(1,806.57)	(1,806.57)
As at 31st March 2023	2,553.63	1,745.97	4,299.60
Addition during the year	-	-	-
Deletion during the year	-	(558.09)	(558.09)
Modification during the year	-	(341.82)	(341.82)
As at 31st March 2024	2,553.63	846.06	3,399.69
Accumulated Depreciation			
As at 01st April 2022	15.08	1,160.65	1,175.73
Depreciation for the year	26.45	430.53	456.98
Deletion during the year	-	(602.14)	(602.14)
As at 31st March 2023	41.53	989.04	1,030.57
Depreciation for the year	26.45	363.08	389.53
Deletion during the year	-	(558.09)	(558.09)
Modification during the year	-	(226.61)	(226.61)
As at 31st March 2024	67.98	567.42	635.40
Net Right of use assets			
As at 31st March 2023	2,512.10	756.93	3,269.03
As at 31st March 2024	2,485.65	278.64	2,764.29



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Capital Foods Private Limited
Notes forming part of the Financial Statements as at and for the year ended 31st March 2024
(All amounts in Rs. Lakhs, unless stated otherwise)

Note : 5 : Non-current Investments

Particulars	As at 31st March 2024	As at 31st March 2023
Non Trade Investment (Unquoted)		
National Savings Certificate	-	0.50
Total	-	0.50

Aggregate amount of unquoted investments - 0.50
Aggregate amount of impairment in the value of investments -

Note : 6 : Other financial assets (Non - current)

Particulars	As at 31st March 2024	As at 31st March 2023
Security Deposits (unsecured, considered good)	175.24	227.92
Total	175.24	227.92

Note : 7 : Income tax assets (net)

Particulars	As at 31st March 2024	As at 31st March 2023
Advance Income Tax [Net of Provision Rs. 4,470.11 Lakhs, (31st March 2023 - Rs. 2,243.32 Lakhs)]	1,742.39	575.85
Total	1,742.39	575.85

Note : 8 : Other non-current assets

Particulars	As at 31st March 2024	As at 31st March 2023
Unsecured, considered good (unless otherwise stated)		
Capital Advance	31.41	40.88
Deposits with Government Authorities	1,561.93	1,564.64
Total	1,593.34	1,605.52

Note : 9 : Inventories

Particulars	As at 31st March 2024	As at 31st March 2023
Raw materials	1,584.96	1,215.48
Packing materials	705.34	649.99
Work-in-progress	75.02	115.58
Finished goods (includes in transit: Rs. 218.88 Lakhs, 31st March 2023: Rs 40.27 Lakhs)	933.08	1,357.90
Stock in trade	2.99	-
Stores and consumables	59.02	87.58
(All above stocks are valued at Lower of Cost and Net realisable Value)		
Total	3,360.41	3,426.53

Write downs of inventories amounted to Rs. 38.72 Lakhs (31st March 2023: Rs. 695.33 Lakhs). The changes in write downs are recognised as an expense in the Statement of Profit and Loss.

Note : 10 : Current Investments

Particulars	As at 31st March 2024	As at 31st March 2023
Investment in Mutual Funds		
Unquoted (At fair value through profit or loss)		
Aditya Birla Sun Life Liquid Fund - Growth 950,215 Units (as at 31st March 2023 - 950,215 Units)	3,702.80	3,450.07
Aditya Birla Sun Life Savings Fund - Growth 883,458 Units (as at 31st March 2023 - 1,712,597 Units)	4,450.18	8,036.03
ICICI Prudential Savings Fund Growth Direct Nil Units (as at 31st March 2023 - 137,472 Units)	-	635.94
ICICI Prudential Ultra Short Term Fund Growth Direct Nil Units (as at 31st March 2023 - 9,501,577 Units)	-	2,404.02
ICICI Prudential Money Market Fund - Direct Growth Nil Units (as at 31st March 2023 - 438,956 Units)	-	1,423.57
ICICI Prudential Overnight Fund - Direct 15,509 Units (as at 31st March 2023 - Nil Units)	200.15	-
Total	8,353.13	15,949.63



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Capital Foods Private Limited
Notes forming part of the Financial Statements as at and for the year ended 31st March 2024
(All amounts in Rs. Lakhs, unless stated otherwise)

Aggregate amount of quoted investments at market value	-	-
Aggregate amount of unquoted investments	8,353.13	15,949.63
Aggregate amount of impairment in the value of investments	-	-

Note : 11 : Trade receivables

Particulars	As at 31st March 2024	As at 31st March 2023
Unsecured		
Considered good	3,400.43	2,532.92
Credit Impaired	23.70	23.70
	3,424.13	2,556.62
Less: Allowance for expected credit loss	(35.73)	(44.83)
Total	3,388.40	2,511.79

Trade receivables ageing schedule

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
As at 31st March 2024							
i) Undisputed trade receivables- considered good	2,511.85	875.64	0.91	-	-	-	3,388.40
ii) Undisputed trade receivables- considered doubtful	4.45	4.97	0.55	0.27	5.68	19.81	35.73
iii) Disputed trade receivables- considered good	-	-	-	-	-	-	-
iv) Disputed trade receivables- considered doubtful	-	-	-	-	-	-	-
As at 31st March 2023							
i) Undisputed trade receivables- considered good	1,780.24	730.16	1.39	-	-	-	2,511.79
ii) Undisputed trade receivables- considered doubtful	4.88	6.03	1.68	12.25	16.60	3.39	44.83
iii) Disputed trade receivables- considered good	-	-	-	-	-	-	-
iv) Disputed trade receivables- considered doubtful	-	-	-	-	-	-	-

Note : 12 : Cash and cash equivalents

Particulars	As at 31st March 2024	As at 31st March 2023
Cash and cash equivalents		
Balance in current accounts	359.65	196.10
Cash on hand	0.81	0.33
Total	360.46	196.43

Note : 13 : Bank balances other than cash and cash equivalents

Particulars	As at 31st March 2024	As at 31st March 2023
Deposits with maturity of more than three months but less than 12 months ^	178.05	167.55
Total	178.05	167.55

^ Held as security against bank guarantees - Rs. 157.71 lakhs (31st March 2023 : Rs. 153.76 lakhs).

Note : 14 : Loans (Current)

Particulars	As at 31st March 2024	As at 31st March 2023
Unsecured, considered Good		
Inter corporate deposits (ICD) ^	41.63	60.21
Loans to employees	-	17.75
Total	41.63	77.96

^ The Inter corporate deposits (including interest) had fallen due during the year and same has been renewed. The amount is expected to be settled in the financial year 2024-25.



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Capital Foods Private Limited
Notes forming part of the Financial Statements as at and for the year ended 31st March 2024
(All amounts in Rs. Lakhs, unless stated otherwise)

Note : 15 : Other financial assets (current)

Particulars	As at 31st March 2024	As at 31st March 2023
Other Receivables	39.95	7.57
Total	39.95	7.57

Note : 16 : Other current assets

Particulars	As at 31st March 2024	As at 31st March 2023
Unsecured, considered Good		
Balance with Government Authorities	422.57	408.77
Export and modvat benefit receivable	95.07	70.10
Prepaid Expenses	187.71	339.77
Advance to Employees	4.65	5.95
Advance to Suppliers	50.82	76.24
Total	760.82	900.83

Note : 17 : Equity share capital

Particulars	As at 31st March 2024	As at 31st March 2023
Authorised 20,750,000 (31st March 2023: 20,750,000) Equity Shares of Rs. 10 each	2,075.00	2,075.00
Issued, Subscribed and Paid up 3,494,433 (31st March 2023: 3,499,619) Equity Shares of Rs. 10 each	349.44	349.96
Total	349.44	349.96

a. Reconciliation of the number of shares:
Equity Shares

Particulars	As at 31st March 2024		As at 31st March 2023	
	Number of Shares	Rs. In Lakhs	Number of Shares	Rs. In Lakhs
Balance as at the beginning of the year	34,99,619	349.96	34,94,433	349.44
Add: Issued during the year	-	-	5,186	0.52
Less: Bought back during the year	(5,186)	(0.52)	-	-
Balance as at the end of the year	34,94,433	349.44	34,99,619	349.96

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

% of Shareholding	As at 31st March 2024		As at 31st March 2023	
	Number of Shares	% Holding	Number of Shares	% Holding
Equity Shares				
Tata Consumer Products Ltd.	26,20,812	75.00%	-	-
Artal Asia Pte Ltd.	6,98,900	20.00%	13,95,700	39.88%
General Atlantic Singapore CF Pte Ltd	-	-	12,38,203	35.38%
Wildflower Private Trust	1,74,721	5.00%	7,71,430	22.04%

c. Details of shareholding of promoters:

Particulars	Number of equity shares	Percentage of total number of shares	Percentage of change during the year
As at 31st March 2023			
Ajay Kumar Gupta	89,100	2.55%	-
Wildflower Private Trust	7,71,430	22.04%	-
Total	8,60,530	24.59%	
As at 31st March 2024			
Ajay Kumar Gupta	-	0.00%	-2.55%
Wildflower Private Trust	1,74,721	5.00%	-17.04%
Tata Consumer Products Ltd.	26,20,812	75.00%	75.00%
Total	27,95,533	80.00%	



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Capital Foods Private Limited
Notes forming part of the Financial Statements as at and for the year ended 31st March 2024
(All amounts in Rs. Lakhs, unless stated otherwise)

d. Terms/rights attached to equity shares.

The company has only one class of equity shares having a par value of Rs. 10 per share. Each shareholder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

In the event of liquidation of company, the equity shareholders will be entitled to receive remaining assets of the company, after distribution of all preferential amounts, in proportion to their shareholding.

Note : 18 : Instruments entirely equity in nature

Particulars	As at 31st March 2024	As at 31st March 2023
Authorised 20,000,000 (31st March 2023: 20,000,000) 0.1% Non-Cumulative Preference Shares of Rs. 10 each	2,000.00	2,000.00
Issued, Subscribed and Paid up Nil (31st March 2023: Nil) 0.1% Non-Cumulative Preference Shares of Rs. 10 each	-	-
Total	-	-

Note : 19 : Other equity

Particulars	As at 31st March 2024	As at 31st March 2023
Securities premium	13,140.20	13,813.86
Retained earnings	12,966.90	14,581.65
Capital Redemption Reserve	0.52	-
ESOP reserve	-	2,405.25
Total	26,107.62	30,800.76

Refer statement of changes in equity for detailed movement in other equity balance.

Nature and purpose of each reserve :

Securities premium - The amount received in excess of face value of the equity shares is recognised in securities premium. It is utilised in accordance with the provisions of the Companies Act, 2013.

Capital Redemption Reserve - The Company has recognised capital redemption reserve on buyback of equity shares. The amount in capital redemption reserve is equal to nominal amount of the equity shares bought back.

ESOP reserve - This represents the fair value of the stock options granted by the Company under the ESOP Plan accumulated over the vesting period. The reserve will be utilised on exercise or settlement of the options.

Note : 20 : Borrowings (non - current)

Particulars	As at 31st March 2024	As at 31st March 2023
Secured Loans:		
Term Loans from a bank		
Foreign Currency Loans	512.53	1,263.18
Total	512.53	1,263.18

Nature of security and terms of repayment for secured borrowing

Particulars	Terms of Repayment
Foreign Currency Term loan - 3, amounting to Rs. 1,082.68 lakhs # (31st March 2023: Rs. 1,707.77 lakhs #)	Repayable in 60 monthly installments beginning from December 2020, till November 2025. The loan carry fixed interest rate of 1.95% p.a. (31st March 2023: 1.95% p.a.)
Foreign Currency Term loan - 4, amounting to Rs. 198.64 lakhs # (31st March 2023: Rs. 313.32 lakhs #)	Repayable in 60 monthly installments beginning from December 2020, till November 2025 The loan carry fixed interest rate of 1.95% p.a. (31st March 2023: 1.95% p.a.)
The amount mentioned include installments falling due within a year aggregating to Rs 768.79 Lakhs (31st March 2023: Rs 757.91 Lakhs) have been grouped under current maturities of long-term debts under current borrowings (Refer note 24)	
# first and exclusive hypothecation charge on all existing and future current assets and moveable fixed assets including tangible and intangible assets of the Company; and first and exclusive Equitable/ Registered mortgage charge on immoveable properties belonging to the Company (i.e. Land and building at Nashik Plant and Nahuli Plant).	



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Capital Foods Private Limited
Notes forming part of the Financial Statements as at and for the year ended 31st March 2024
(All amounts in Rs. Lakhs, unless stated otherwise)

Note : 21 : Other financial liabilities (non -current)

Particulars	As at 31st March 2024	As at 31st March 2023
Security Deposits (unsecured, considered good)	0.50	3.50
Total	0.50	3.50

Note : 22 : Provisions (non - current)

Particulars	As at 31st March 2024	As at 31st March 2023
Provision for employee benefits		
Gratuity Provision (Refer Note 43)	34.76	-
Compensated Absences (Refer Note 43)	182.30	170.81
Total	217.06	170.81

Note : 23 : Deferred tax Liabilities (Net)

Particulars	Opening balance as at 01st April 2022	Charged/ (credited) to Profit or Loss	Charged/ (credited) to Other Comprehensive Income	Closing balance as at 31st March 2023
Deferred tax liabilities / (asset) in relation to				
Difference between written down value of property, plant and equipment, intangible assets as per books of accounts and income tax	401.54	122.46	-	524.00
Difference in carrying value and tax base of financial assets of investments	361.96	134.18	-	496.14
Right-of-use assets	462.90	(272.40)	-	190.50
Others	368.07	2.95	16.25	387.27
Disallowances under Sections 40(a)(i) and 43B of the Income Tax Act, 1961	(85.16)	15.95	-	(69.21)
Unabsorbed depreciation & business loss	(208.97)	208.97	-	-
Employee share based payment	(94.16)	(77.63)	-	(171.79)
Lease liabilities	(502.00)	299.46	-	(202.54)
Deferred tax liability (Net)	704.18	433.94	16.25	1,154.37

Particulars	Opening balance as at 01st April 2023	Charged/ (credited) to Profit or Loss	Charged/ (credited) to Other Comprehensive Income	Closing balance as at 31st March 2024
Deferred tax liabilities / (asset) in relation to				
Difference between written down value of property, plant and equipment, intangible assets as per books of accounts and income tax	524.00	102.55	-	626.55
Difference in carrying value and tax base of financial assets of investments	496.14	71.78	-	567.92
Right-of-use assets	190.50	(120.38)	-	70.12
Others	387.27	(12.25)	(2.73)	372.29
Disallowances under Sections 40(a)(i) and 43B of the Income Tax Act, 1961	(69.21)	(533.25)	-	(602.46)
Employee share based payment	(171.79)	171.79	-	-
Lease liabilities	(202.54)	123.57	-	(78.97)
Deferred tax liability (Net)	1,154.37	(196.19)	(2.73)	955.45

Note : 24 : Borrowings (current)

Particulars	As at 31st March 2024	As at 31st March 2023
Secured		
Current maturities of long-term debt (Refer note 20)	768.79	757.91
Total	768.79	757.91



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Capital Foods Private Limited
Notes forming part of the Financial Statements as at and for the year ended 31st March 2024
(All amounts in Rs. Lakhs, unless stated otherwise)

Note : 25 : Trade payables

Particulars	As at 31st March 2024	As at 31st March 2023
Trade Payable		
- Total outstanding dues of micro enterprises and small enterprises (Refer Note 47)	283.67	394.87
- Total outstanding dues of creditors other than micro enterprises and small enterprises	4,775.80	7,526.52
Total	5,059.47	7,921.39

Trade payables ageing schedule

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at 31st March 2024						
i) MSME	257.37	26.30	-	-	-	283.67
ii) Others	2,117.67	907.44	20.18	11.99	-	3,057.28
iii) Disputed dues - MSME	-	-	-	-	-	-
iv) Disputed dues - Others	-	-	-	-	-	-
As at 31st March 2023						
i) MSME	381.15	13.72	-	-	-	394.87
ii) Others	3,081.98	975.26	19.42	3.21	-	4,079.87
iii) Disputed dues - MSME	-	-	-	-	-	-
iv) Disputed dues - Others	-	-	-	-	-	-

Unbilled dues are Rs. 1,718.52 Lakhs as on 31st March 2024, (Rs. 3,446.65 Lakhs as on 31st March 2023).

Note : 26 : Other financial liabilities (current)

Particulars	As at 31st March 2024	As at 31st March 2023
Capital Creditors	2.09	7.58
Retention money payable	87.12	67.85
Employee Benefits payable	2,806.88	794.78
Interest accrued but not due on borrowing	2.15	3.39
Total	2,898.24	873.60

Note : 27 : Provisions (current)

Particulars	As at 31st March 2024	As at 31st March 2023
Provision for employee benefits		
Gratuity Provision (Refer Note 43)	133.07	-
Compensated Absences (Refer Note 43)	28.18	59.32
Total	161.25	59.32

Note : 28 : Current tax liabilities (Net)

Particulars	As at 31st March 2024	As at 31st March 2023
Provision for Taxation [Net of Advance Tax Rs. Nil (31st March 2023 - Rs. 1,823.15 Lakhs)]	-	383.46
Total	-	383.46

Note : 29 : Other current liabilities

Particulars	As at 31st March 2024	As at 31st March 2023 #
Statutory Dues	161.77	480.48
Advance received from Customers	955.04	293.64
Total	1,116.81	774.12

Statutory dues includes provident fund contribution payable which is delayed due to inability of few employees to link Aadhar with UAN number in PF portal, consequently the requisite amount for these specific employees remained outstanding as On 31 March 2023 which has been paid subsequently.



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Note : 30 : Revenue from operations

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Revenue from contracts with customers	67,525.42	70,240.03
	67,525.42	70,240.03
Other Operating Revenue		
Scrap Sales	73.65	169.36
Export Incentives	143.80	145.31
Total	67,742.87	70,554.70

Note : 31 : Other income

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Interest Income	38.98	27.10
Unwinding of discount on security deposits	5.00	5.08
Net gain on sale of investments	990.93	144.57
Net gain on derecognition/modification of Right of use asset	11.95	123.61
Net gain arising on financial assets measured at fair value through profit or loss	285.20	533.12
Net gain on foreign currency transaction	131.07	-
Miscellaneous Income	61.77	36.49
Total	1,524.90	869.97

Note : 32 : Cost of materials consumed

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Cost of Raw Material and Packing Material Consumed		
Cost of Raw Material Consumed	21,038.74	22,316.92
Cost of Packing Material Consumed	9,339.01	11,538.74
Total	30,377.75	33,855.66

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

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Work in Progress		
Opening stock of Work in progress	115.58	180.86
Closing stock of Work in progress	75.02	115.58
	40.56	65.28
Finished Goods and Stock-in-trade		
Opening stock of Finished goods and Stock-in-trade	1,357.90	1,300.46
Closing stock of Finished goods and Stock-in-trade	936.08	1,357.90
	421.82	(57.44)
Total	462.38	7.84

Note : 34 : Employee benefits expense

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Salaries, wages and bonus*	9,746.16	5,738.15
Gratuity	190.98	111.88
Contribution to provident & Other funds	166.78	181.42
Staff welfare expenses	94.08	96.40
Employee share-based payment expense	772.28	308.45
Total	10,970.28	6,436.30

*For the year ended 31 March 2024, it includes one time bonus of Rs. 4,500 Lacs to the eligible employees for their past services and as a token of appreciation of their commitment to the success of the company.

Note : 35 : Finance costs

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Interest on borrowings	32.16	64.59
Interest - Others	1.33	0.11
Interest on Lease Liabilities	42.80	66.60
Other borrowing costs	5.25	-
Total	81.54	131.30



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Capital Foods Private Limited
Notes forming part of the Financial Statements as at and for the year ended 31st March 2024
(All amounts in Rs. Lakhs, unless stated otherwise)

Note : 36 : Other expenses

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Power & Fuel	1,124.07	1,493.60
Labour Charges	1,378.05	1,235.62
Consumable Stores	172.21	215.26
Legal and Professional Fees	3,450.69	3,410.21
Rent (Refer Note 46)	72.98	82.88
Rates & Taxes	101.60	4.62
Insurance *	1,316.24	228.41
Repairs and Maintenance	259.95	275.46
Auditor's Remuneration [Refer Note 36 (a)]	136.64	77.25
Loss on Disposal of Assets (Net)	115.94	232.33
Advertisement Expenses	5,355.27	5,189.45
Sales Promotion Expenses	328.74	418.37
Freight Outward	2,963.01	3,566.06
Printing and Stationery	12.86	13.38
Travel and Conveyance	945.96	938.78
Warehousing and handling charges	318.94	215.49
Net loss on foreign currency transaction	-	68.33
Expenditure towards Corporate Social Responsibility (CSR) activities (Refer note 44)	116.50	-
Provision for Doubtful debts	(9.10)	(40.38)
Miscellaneous expenses	1,589.84	1,626.04
Total	19,750.39	19,251.16

* Insurance expenses for the year ended 31 March 2024 includes Rs. 1,087.29 Lacs towards Warranty & Indemnity insurance as part of share purchase agreement.

Note 36 (a) - Auditor's Remuneration

Particulars	Year ended 31st March 2024 #	Year ended 31st March 2023
Statutory Audit Fees	35.00	24.25
Tax Audit Fees	5.00	1.75
Other Services	94.38	49.06
Reimbursement of expenses	2.26	2.19
Total	136.64	77.25

includes payment to predecessor auditor Rs. 85.79 Lacs.

Note : 37 : Tax reconciliation

Income tax expense

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Current tax		
Current tax on profit for the year	1,982.98	2,206.61
Adjustment to current tax of prior periods	(76.69)	(2.55)
Total current tax expenses	1,906.29	2,204.06
Deferred tax expenses/(credit)	(196.19)	433.94
Income tax expense recognised in the Statement of Profit and Loss	1,710.10	2,638.00

Reconciliation of tax expense

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Profit before tax	5,752.83	10,145.83
Income tax expense calculated at 25.168% #	1,447.87	2,553.50
Tax effect on non-deductible expenses	375.68	83.90
Effect of Income which is taxed at special rates	(0.66)	(0.68)
Effect of indexation benefit on Long term capital gains	(22.32)	(12.42)
Earlier year tax adjustment	(76.69)	(2.55)
Others	(13.78)	16.25
Income tax expense recognised in the Statement of Profit and Loss	1,710.10	2,638.00

The tax rate used for reconciliation above is the corporate tax rate at which the Company is liable to pay tax on taxable income under the Indian Tax Law.



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38 Fair Value Measurement**(a) Financial instruments by category :**

Particulars	As at 31st March 2024		As at 31st March 2023	
	Fair value through Profit or Loss	Amortised Cost	Fair value through Profit or Loss	Amortised Cost
Financial assets				
Investments				
- Mutual funds	8,353.13	-	15,949.63	-
- National saving certificate	-	-	-	0.50
Trade receivables	-	3,388.40	-	2,511.79
Cash and cash equivalents	-	360.46	-	196.43
Bank balances other than cash and cash equivalents	-	178.05	-	167.55
Loans	-	41.63	-	77.96
Security deposits	-	175.24	-	227.92
Other receivables	-	39.95	-	7.57
Total	8,353.13	4,183.73	15,949.63	3,189.72
Financial liabilities				
Borrowings	-	1,281.32	-	2,021.09
Lease liabilities	-	313.78	-	804.77
Trade payables	-	5,059.47	-	7,921.39
Security deposits	-	0.50	-	3.50
Capital creditors	-	2.09	-	7.58
Retention money payable	-	87.12	-	67.85
Employee Benefits payable	-	2,806.88	-	794.78
Interest accrued but not due on borrowing	-	2.15	-	3.39
Total	-	9,553.31	-	11,624.35

(b) Fair Value Hierarchy:**Financial assets and liabilities measured at fair value**

Particulars	Level 1	Level 2	Level 3
Financial assets			
Investments			
Mutual Funds			
As at 31st March, 2024	8,353.13	-	-
As at 31st March, 2023	15,949.63	-	-

Level 1: Includes financial instruments measured using market prices. This includes mutual funds that have market price. The mutual funds are valued using the closing NAV.

Level 2: inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly.

Level 3: inputs are unobservable inputs for the asset or liability.

There are no transfers between levels during the year.

The management considers that the carrying amount of financial assets and financial liabilities carried as amortised cost approximates their fair value.

39 Financial risk management

The Company's business activities expose it to a variety of financial risks, namely credit risk, liquidity risk and market risk. The Company's risk management assessment and policies and processes are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities.

A. Credit Risk

Credit risk refers to the risk of default on its obligation by the counter party resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. Trade receivables are typically unsecured and are derived from revenue earned from customers located in various countries.

Credit risk is managed by the Company through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business.

Movement in the expected credit loss allowance on trade receivables

Particulars	Amount
Loss allowance as on 01st April 2022	85.21
Changes in loss allowance	(40.38)
Loss allowance as on 31st March 2023	44.83
Changes in loss allowance	(9.10)
Loss allowance as on 31st March 2024	35.73



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Capital Foods Private Limited
Notes forming part of the Financial Statements as at and for the year ended 31st March 2024
(All amounts in Rs. Lakhs, unless stated otherwise)

Loss allowance as at 31st March 2024 and 31st March 2023 was determined as follows for trade receivables and contract assets under the simplified approach:

As at 31st March 2024	Gross carrying amount – trade receivables	Expected loss rate	Expected credit losses – trade receivables	Carrying amount of trade receivables (net of impairment)
Not due	2,516.30	0.18%	4.45	2,511.85
1-60'	864.44	0.39%	3.33	861.11
61-120	9.68	6.51%	0.63	9.05
121-180	6.49	15.56%	1.01	5.48
181-240	1.30	30.00%	0.39	0.91
241-300	-	0.00%	-	-
301-360	0.16	100.00%	0.16	-
More than 360 days	25.76	100.00%	25.76	-
Total	3,424.13		35.73	3,388.40

As at 31st March 2023	Gross carrying amount – trade receivables	Expected loss rate	Expected credit losses – trade receivables	Carrying amount of trade receivables (net of impairment)
Not due	1,785.12	0.27%	4.88	1,780.24
1-60'	707.47	0.51%	3.62	703.85
61-120	21.80	6.38%	1.39	20.41
121-180	6.92	14.77%	1.02	5.90
181-240	1.64	28.82%	0.47	1.17
241-300	0.56	65.55%	0.37	0.19
301-360	0.87	96.71%	0.84	0.03
More than 360 days	32.24	100.00%	32.24	-
Total	2,556.62		44.83	2,511.79

Credit risk on cash and cash equivalents is limited as the Company generally invest in deposits with banks and financial institutions with good credit ratings. No expected credit loss allowance has been created for security deposits and investments in mutual funds, since the Company considers the lifetime credit risk of these financial assets to be very low.

B. Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation.

The Company has unutilised borrowing facilities from banks of Rs. 2,724.43 Lacs as on March 31, 2024 and Rs. 6,109.25 Lacs as on March 31, 2023

The table below provides details regarding the contractual maturities of significant financial liabilities :

Particulars	As at 31st March 2024			
	Less than 1 year	Between 1 and 3 years	More than 3 years	Total
Non-Derivatives				
Borrowings	768.79	512.53	-	1,281.32
Lease liabilities	238.72	75.06	-	313.78
Trade payables	5,059.47	-	-	5,059.47
Others	2,898.24	-	0.50	2,898.74
	8,965.22	587.59	0.50	9,553.31

Particulars	As at 31st March 2023			
	Less than 1 year	Between 1 and 3 years	More than 3 years	Total
Non-Derivatives				
Borrowings	757.91	1,263.18	-	2,021.09
Lease liabilities	383.46	421.31	-	804.77
Trade payables	7,921.39	-	-	7,921.39
Others	873.60	-	3.50	877.10
	9,936.36	1,684.49	3.50	11,624.35

C. Market Risk
a) Foreign currency risk exposure

The Company's foreign exchange risk arises from its foreign operations, foreign currency revenues and expenses and foreign currency borrowings. To mitigate the risk of changes in exchange rates on foreign currency exposures, the company has natural hedge between foreign currency receivables and payables.



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The company's exposure to foreign currency risk at the end of the reporting period expressed in INR are as follows:

(Rs. in Lakhs)

Particulars	As at 31st March 2024		As at 31st March 2023	
	USD	Others	USD	Others
Financial assets				
Trade receivables	2,694.98	-	1,479.10	-
Cash and cash equivalents	97.35	-	64.64	-
Total	2,792.33	-	1,543.74	-
Financial liabilities				
Borrowings	1,281.32	-	2,021.09	-
Trade payables	25.25	24.06	58.66	26.26
Total	1,306.57	24.06	2,079.75	26.26

Sensitivity

For the years ended March 31, 2024 and March 31, 2023 every 5% strengthening in the exchange rate between the Indian rupee and the respective currencies for the above mentioned financial assets/liabilities would decrease the Company's profit by approximately Rs. 73.09 Lakhs and increase profit by Rs. 28.11 Lakhs respectively. A 5% weakening of the Indian rupee and the respective currencies would lead to an equal but opposite effect. In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

b) Interest rate Risk

The Company has certain loan facilities on floating interest rate, which exposes the Company to risk of changes in interest rates. The Company's Treasury Department monitors the interest rate movement and manages the interest rate risk by evaluating the market / risk perception.

40 Capital Management

The Company's capital management objectives are:

- to ensure the Company's ability to continue as a going concern; and
- to provide an adequate return to shareholders through optimisation of debts and equity balance.

The Company monitors capital on the basis of the carrying amount of debt as presented on the face of the financial statements. The Company's objective for capital management is to maintain an optimum overall financial structure.

Debt equity ratio	As at 31st March 2024	As at 31st March 2023
Net Debt (includes non-current, current borrowings and lease liabilities net off Cash and cash equivalents)	1,234.64	2,629.43
Total equity (including reserves)	26,457.06	31,150.72
Debt equity ratio	0.05	0.08

41 Contingent Liabilities

(To the extent not provided for)

a) Claims against the Company not acknowledged as debt:

Particulars	As at 31st March 2024	As at 31st March 2023
Sales Tax matters#	3,501.54	3,563.03
Income Tax matters*	28.20	28.20
Other matters	0.78	3.28

#The Company has received various demands against Sales tax matters for the financial year 2009-10 to 2013-14 in respect of non submission of statutory forms, classification of products and predetermined interstate sales amounting to Rs. 3,501.54 Lakhs. Future cash flows in respect of the above, if any, is determine only on the receipt of judgements/decisions pending with the relevant authorities.

* The Company has received a favorable order of gross demand of the A.Y. 2008-09, amounting to Rs. 28.20 Lakhs from the ITAT as on 2013. However, the department has filed an appeal in the Bombay High Court against the order.

b) Contingent liability relating to determination of provident fund liability, based on judgement from Hon'ble Supreme Court, is not determinable at present for the period prior to March 2019, due to uncertainty on the impact of the judgement in the absence of further clarification relating to applicability. The Company has paid Provident Fund to employees as applicable with effect from March 2019. The Company will continue to assess any further developments in this matter for their implications on financial statements, if any.

c) There was an ongoing legal case as on March 31, 2023 in respect of termination of contract manufacturing arrangement with a vendor. During the year, Company has entered into a settlement agreement in respect of the aforementioned matter with the vendor and matter stands resolved.

42 Capital commitments

Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:

Particulars	As at 31st March 2024	As at 31st March 2023
Estimated value of contracts in capital account remaining to be executed [Net of Advance of Rs. 31.41 Laes (31st March, 2023: Rs. 30.90 laes)]	59.27	144.64



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43 Employee Benefits Plans**(i) Defined contribution plan**

The Company makes contributions to Provident Fund and Employee's Pension Scheme, 1995. The contributions payable under this scheme by the Company are at rates specified in the rules of the scheme. The Company has no further obligation towards the scheme beyond the aforesaid contributions. The Company has recognised the following amounts in the Statement of Profit and Loss.

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Amount recognised in the statement of profit and loss :-		
(i) Contribution to provident fund	165.11	180.38
(ii) Contribution to ESIC	1.67	1.04

(ii) Defined benefit plan :**A) Gratuity**

In respect of Gratuity, a defined benefit plan, contributions are made to LIC's Recognised Group Gratuity Fund Scheme. It is governed by the Payment of Gratuity Act, 1972. Under the Gratuity Act, employees are entitled to specific benefit at the time of retirement or termination of the employment on completion of five years or death while in employment. The level of benefit provided depends on the member's length of service and salary at the time of retirement/termination age. Provision for Gratuity is based on actuarial valuation done by an independent actuary as at the year end. Each year, the Company reviews the level of funding in gratuity fund.

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Actuarial assumptions for defined benefit plan :-		
Discount rate	7.22% p.a.	7.52% p.a.
Expected return on plan assets	7.22% p.a.	7.52% p.a.
Salary escalation	6.00% p.a.	6.00% p.a.
Attrition rate	4.00% p.a.	4.00% p.a.
Mortality	Indian Assured Lives Mortality (2012-14) Urban	Indian Assured Lives Mortality (2012-14) Urban

The discount rate is based on the prevailing market yields of Government of India securities as at the Balance Sheet date for the estimated term of the obligations.

The estimate of future salary increases considered, takes into account the inflation, seniority, promotion, increments and other relevant factors.

Change in Defined Benefit Obligation (DBO) during the year

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Obligation as at the beginning of the year	409.77	412.57
Current Service cost	63.36	64.48
Interest Cost	30.81	29.83
Past Service Cost	205.71	-
Actuarial (Gains)/Losses		
- due to change in demographic assumptions	-	-
- due to change in financial assumptions	8.90	(8.27)
- due to experience	(2.97)	(62.65)
Benefits paid	(242.43)	(26.19)
Obligation as at the year end	473.15	409.77

Reconciliation of plan assets

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Balance at the beginning of the year	482.39	436.08
Expected return on plan assets	36.28	31.53
Actuarial Gains/ (Losses)	(4.92)	(6.34)
Contribution by the Company	34.00	47.31
Benefits paid	(242.43)	(26.19)
Balance at the end of the year	305.32	482.39

Net Liability / (Asset) recognised in Balance Sheet

Particulars	As at 31st March 2024	As at 31st March 2023
Present Value of Obligation	473.15	409.77
Fair Value of Plan Assets	305.32	409.77
Liability /(Asset) recognised in the Balance Sheet ^	167.83	-
(i) Current	133.07	-
(ii) Non Current	34.76	-

^ Excess of fair value of plan asset over present value of obligation amounting to Rs. 72.62 Lakhs had been expensed of to the Statement of Profit and Loss upto 31 March 2023 has been utilised towards obligation for the current year.



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Expense recognised in Statement of Profit and Loss

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Current Service Cost	63.36	64.48
Past Service Cost	205.71	-
Interest Cost	30.81	29.83
Expected return of Plan Assets	(36.28)	(31.53)
Expenses recognised	263.60	62.78

Remeasurement of defined benefit obligation recognised in Other Comprehensive Income

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Actuarial (Gain)/Loss on defined benefit obligation	5.93	(70.92)
Actuarial (Gain)/Loss on plan assets	4.92	6.34
Total amount recognised in other comprehensive income	10.85	(64.58)

Major Category of Plan Assets

The defined benefit plan of the Company is funded and the Company makes contribution to recognised funds (Insurance funds) in India.

Insurance Fund 100% 100%

Sensitivity Analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Delta Effect of +1% Change in Rate of Discounting	(28.37)	(26.10)
Delta Effect of -1% Change in Rate of Discounting	32.45	30.00
Delta Effect of +1% Change in Rate of Salary Increase	32.52	29.14
Delta Effect of -1% Change in Rate of Salary Increase	(28.93)	(26.12)
Delta Effect of +1% Change in Rate of Employee Turnover	1.32	1.92
Delta Effect of -1% Change in Rate of Employee Turnover	(1.61)	(2.29)

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

The sensitivity analysis presented above may not be representative of the actual change in the Defined Benefit Obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the Defined Benefit Obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the Defined Benefit Obligation as recognised in the balance sheet. There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

Risk Exposure

a) Interest rate risk : A fall in the discount rate which is linked to the G.Sec. Rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increases the mark to market value of the assets depending on the duration of asset.

b) Salary Risk : The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.

c) Investment Risk: The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.

d) Asset Liability Matching Risk: The plan faces the ALM risk as to the matching cash flow. Since the plan is invested in lines of Rule 101 of Income Tax Rules, 1962, this generally reduces ALM risk.

e) Mortality risk: Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

f) Concentration Risk: Plan is having a concentration risk as all the assets are invested with the insurance company.

Maturity analysis of projected benefit obligation

Particulars	As at 31st March 2024	As at 31st March 2023
Year 1	95.18	84.40
Year 2	27.88	20.58
Year 3	30.34	25.43
Year 4	22.04	28.38
Year 5	79.11	25.76
Year 6-10	187.03	194.65
Year 11 and above	426.84	430.01

B) Compensated absence

Particulars	As at 31st March 2024	As at 31st March 2023
Amount recognised in the balance sheet:		
Non-current	182.30	170.81
Current	28.18	59.32



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44 Corporate Social Responsibility Expenditure (CSR)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Amount required to be spent by the Company	116.49	-
Amount spent by the Company	-	-
i) Construction / acquisition of any asset	-	-
ii) On purpose other than (i) above	60.40	56.10
Set off available carried forward from last year and utilised	56.10	-
Amount of shortfall	-	-
Amount of cumulative shortfall	-	-
Excess amount spent for the financial year	-	56.10
Amount available for set off in succeeding financial years	-	56.10
Nature of CSR activities		
Contribution for educational purposes	60.40	56.10

45 Revenue from contract with customers

The reconciling items of revenue recognised in the statement of profit and loss with the contracted price are as follows :-

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Revenue as per contracted price, net of returns	73,187.63	74,871.92
Less:-		
Provision for sales return	1,400.01	2,072.43
Rebates, discounts, claims and others	4,262.20	2,559.46
Revenue from contract with customers	67,525.42	70,240.03

Particulars	As at 31st March 2024	As at 31st March 2023
Contract balances		
Trade receivables	3,388.40	2,511.79
Contract liabilities	955.04	293.64

Contract assets are initially recognised for revenue from sale of goods. Contract liabilities are on account of the upfront revenue received from customer for which performance obligation has not yet been completed.

The performance obligation is satisfied when control of the goods or services are transferred to the customers based on the contractual terms. Payment terms with customers vary depending upon the contractual terms of each contract.

The Company has recognized revenue of Rs. 293.64 Lakhs (31st March 2023: Rs. 662.79 Lakhs) from the amounts included under advance received from customers at the beginning of the year.

46 Leases

The Company has applied Ind AS 116 "Leases" to all lease contracts using the modified retrospective method. Accordingly, the Company has recognised a lease liability measured at the present value of the remaining lease payments, and right-of-use (ROU) asset at an amount equal to lease liability (adjusted for any related prepayments). Management has exercised judgement in determining whether extension and termination options are reasonably certain to be exercised. Expenses relating to short-term leases and low-value assets for year ended 31st March 2024 is Rs. 11.07 Lakhs (31st March 2023 : Rs. 21.30 Lakhs).

Particulars	As at 31st March 2024	As at 31st March 2023
Lease liabilities - maturity analysis - contractual undiscounted cashflows		
Not later than one year	251.78	427.46
Later than one year and not later than five years	76.70	440.19
Later than five years	-	-
	328.48	867.65

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Movement of lease liabilities		
Opening balance	804.77	1,994.62
Add:- Addition	-	545.38
Add:- Interest on lease liabilities	42.80	66.60
Less:- Deletion	-	1,314.11
Less:- Modification	126.08	-
Less:- Payment towards lease liabilities	407.71	487.72
Closing balance	313.78	804.77

47 Disclosure as required by the Micro, Small & Medium Enterprises Development Act, 2006 are as under

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The information regarding Micro and Small Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. The disclosures pursuant to the said MSMED Act are as follows:



A. M. Singh

Capital Foods Private Limited
Notes forming part of the Financial Statements as at and for the year ended 31st March 2024
(All amounts in Rs. Lakhs, unless stated otherwise)

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	280.94	394.24
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	2.73	0.63
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	187.21	217.98
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
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	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	2.73	0.63
Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act	-	-

48 Segment Reporting

The Chief Operating Decision Maker ('CODM') evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by reportable segments. The Company's reportable segments are "Within India" and "Outside India". The reportable segments derives their revenues from the sale of "Processed Foods".

Particulars	Year ended 31st March 2024		Year ended 31st March 2023	
	Within India	Outside	Within India	Outside
Revenue from Operations	53,999.71	13,743.16	58,472.55	12,082.15
Carrying amount of segment assets *	36,295.98	-	44,332.53	-
Capital Expenditure	460.54	-	688.99	-

* Excluding Advance income tax and Balance with government authorities

49 Related party disclosures
Names of related parties and nature of relationship

Promoter of Holding Company	Tata Sons Private Limited (wef 1st February 2024)
Holding Company	Tata Consumer Products Limited (wef 1st February 2024)
Subsidiaries of Promoter of the Holding Company with whom the Company had transactions	Tata Teleservices Limited Tata Teleservices (Maharashtra) Limited Innovative Retail Concepts Private Limited
Entities having a significant influence	Artal Asia Pte Ltd.* General Atlantic Singapore CF Pte Ltd* (upto 31st January 2024) Wildflower Private Trust* (upto 31st January 2024)
Key Management Personnel (KMP)	Ajay Kumar Gupta, Chairman and Whole Time Director (upto 31st January 2024) Raghunandan Sathyanarayan Rao, Chief Executive Officer (CEO) [he has been CEO upto 31st March 2023]

* There are no transactions with the parties

Disclosure of transactions with related parties during the year and outstanding balance as at the year end:

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
A) Transactions during the year		
Revenue from contracts with customers		
Tata Consumer Products Limited	8,568.03	-
(Net off reimbursement claims of Rs. 592.75 Lacs attributable to sales)		
Receiving of services		
Tata Consumer Products Limited	50.63	-
Administrative and other expenses		
Tata Teleservices (Maharashtra) Limited	1.42	-
Tata Teleservices Limited	0.24	-



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Capital Foods Private Limited
Notes forming part of the Financial Statements as at and for the year ended 31st March 2024
(All amounts in Rs. Lakhs, unless stated otherwise)

Issue of equity shares Raghunandan Sathyanarayan Rao	-	500.03
Remuneration to KMP Ajay Gupta	962.05	759.02
Others	-	498.73
B) Balance outstanding as at the end of the year		
Receivables Tata Consumer Products Limited	640.10	-
Innovative Retail Concepts Private Limited	1.20	-
Payables Tata Teleservices (Maharashtra) Limited	0.02	-

50 Earnings Per Share

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Earnings/ (Loss) Per Share:		
Basic		
Profit after tax	4,042.73	7,507.83
Nominal value of shares outstanding	10.00	10.00
Weighted average number of shares outstanding	34,98,400	34,97,886
Basic (In Rs.)	115.56	214.64
Diluted		
Profit after tax	4,042.73	7,507.83
Nominal value of shares outstanding	10.00	10.00
Weighted average number of shares outstanding	34,98,400	34,97,886
Add: Weighted average number of potential equity shares on account of employee stock options	-	53,470
Weighted average number of shares outstanding for diluted Earning Per Shares	34,98,400	35,51,356
Diluted (In Rs.)	115.56	211.41

51 Financial Ratios

Ratios and Formulae	31st March 2024	31st March 2023	% Variance	Reason for variance
(i) Current Ratio = (Current assets / Current liabilities)	1.61	2.08	-22.60%	Change due to realisation of current investments during the year.
(ii) Debt-equity ratio = (Total debt/ Shareholder's equity)	0.05	0.06	-16.67%	
(iii) Debt service coverage ratio = (Profit before tax + Depreciation + Interest on long term loans) / (Finance cost + Principal repayments made during the period for long term debt)	9.03	14.86	-39.23%	Change due to reduction in profit.
(iv) Return on equity ratio % = (Net profit after tax/ Average shareholder's equity)	14.04%	27.84%	49.58%	Change due to reduction in profit.
(v) Inventory turnover ratio = (Cost of goods sold / Average inventory)	9.23	9.31	-0.86%	
(vi) Trade receivables turnover ratio = (Net sales / Average trade receivables)	22.89	36.52	-37.32%	Change due to decrease in sales and increase in average trade receivables.
(vii) Trade payables turnover ratio = (Net purchases / Average trade payables)	11.57	11.64	-0.60%	
(viii) Net capital turnover ratio = (Net sales / Average working capital)	7.37	9.32	-20.92%	
(ix) Net profit ratio margin % = (Net profit after tax / Revenue from operations)	5.97%	10.64%	43.92%	Change due to reduction in profit.
(x) Return on capital employed % = [(Earning before interest and tax) / (Capital Employed)] (Capital Employed = Total assets - Current liabilities)	20.68%	30.08%	31.27%	Change due to reduction in profit.
(xi) Return on investment % = [(Net profit after tax) / (Capital invested)] (Capital invested = Debt+Equity)	14.57%	22.63%	35.61%	Change due to reduction in profit.



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52 Share based payments

Capital Foods Employee Stock Option Plan 2019 (ESOP 2019): The shareholders by its resolution dated October, 9, 2019 approved ESOP 2019 plans for granting Employee Stock Options to eligible employees. Each Option entitles holder to one equity share (of face value Rs. 10 each) of the Company. In terms of resolutions Board was authorised to formulate the schemes and decide the criteria for grant of options. Board by its resolution dated 18 November 2019 and other relevant resolutions, formulated the various schemes, and identified the eligible employees for grant.

Capital Foods Employee Stock Option Plan 2020 (ESOP 2020): The shareholders by its resolution dated December, 28, 2020 approved ESOP 2020 plans for granting Employee Stock Options to eligible employees. Each Option entitles holder to one equity share (of face value Rs. 10 each) of the Company. In terms of resolutions Board was authorised to formulate the schemes and decide the criteria for grant of options. Board by its resolution dated 21 January 2021, formulated the various schemes, and identified the eligible employees for grant.

Particulars	ESOP 2019		ESOP 2020	
	No of options	Date of Grant	No of options	Date of Grant
Date of Grant	1,11,078	18-Nov-19	54,646	29-Jan-21
	4,984	03-Dec-19	29,550	22-Jan-21
	9,092	20-Jan-20	1,000	25-Mar-21
	22,612	05-Oct-20	2,000	02-Jun-21
	900	07-Oct-20	4,180	16-Nov-21
	3,001	04-Nov-20		
	3,500	22-Jan-21		
	1,121	16-Nov-21		
	39,250	13-Sep-22		
Number of Options Granted	1,95,538		91,376	
Exercise Period	A period of 7 years from the date of listing of Shares on the stock exchange for Continuing Employee or Deceased Employee and a period of 3 years from the date of listing of Shares on the stock ex-change for Ex-Employees, unless the Board decides otherwise.			
Exercise Price (Rs.)	5,765.47		7,489.20	

Particulars	As at March 31, 2024		As at March 31, 2023	
	Average exercise price per share option (Rs)	Number of options	Average exercise price per share option (Rs)	Number of options
Opening Balance (ESOP 2019)	-	1,32,823	-	1,10,518
Opening Balance (ESOP 2020)	-	8,809	-	24,235
Granted during the year (ESOP 2019)	-	-	9,642.00	39,250
Granted during the year (ESOP 2020)	-	-	-	-
Exercised during the year	-	-	-	-
Forfeited during the year (ESOP 2019)	9,439.51	14,282	5,484.93	16,945
Forfeited during the year (ESOP 2020)	8,535.39	1,213	7,824.74	15,426
Settled during the year (ESOP 2019)	5,776.95	1,18,541	-	-
Settled during the year (ESOP 2020)	7,552.91	7,596	-	-
Closing Balance (ESOP 2019)	-	-	-	1,32,823
Closing Balance (ESOP 2020)	-	-	-	8,809
Vested and exercisable (ESOP 2019)	-	-	4,600.41	87,063
Vested and exercisable (ESOP 2020)	-	-	7,413.52	4,753

All options were settled during the current year.

Share options outstanding at the end of the year have the following expiry date and exercise prices:

ESOP 2019				
Grant Date	Expiry Date	Exercise Price (Rs)	Number of options as at 31 March 2024	Number of options as at 31 March 2023
18-Nov-19	31-Mar-31	4,115.97	-	68,266
03-Dec-19	31-Mar-31	3,864.44	-	4,984
20-Jan-20	31-Mar-31	4,444.11	-	3,056
05-Oct-20	31-Mar-31	7,370.00	-	12,390
07-Oct-20	31-Mar-31	7,370.00	-	662
04-Nov-20	31-Mar-31	7,370.00	-	725
22-Jan-21	31-Mar-31	7,386.00	-	2,619
16-Nov-21	31-Mar-31	9,642.00	-	871
13-Sep-22	31-Mar-31	9,642.00	-	39,250
Total			-	1,32,823
Weighted average remaining contractual life of options outstanding at end of period			-	8.00

ESOP 2020				
Grant Date	Expiry Date	Exercise Price (Rs)	Number of options as at 31 March 2024	Number of options as at 31 March 2023
29-Jan-21	31-Mar-31	7,386.00	-	-
22-Jan-21	31-Mar-31	7,386.00	-	7,104
25-Mar-21	31-Mar-31	7,386.00	-	500
02-Jun-21	31-Mar-31	7,386.00	-	25
16-Nov-21	31-Mar-31	9,642.00	-	1,180
Total			-	8,809
Weighted average remaining contractual life of options outstanding at end of period			-	8.00

Fair value of options granted:-

There were no options granted during the year ended 31st March 2024. The fair value at grant date of options granted during the year ended 31 March 2023 was Rs. 4,380.44 per option. The fair value at grant date is independently determined using the Black-Scholes Model which takes into account the exercise price, the term of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the option.

The model inputs for options granted during the year ended 31 March 2023 included:

- Exercise price - Rs. 9,642
- Grant date - as disclosed above in the table.
- Expiry date - 31 March 2031
- Share price at grant date - Rs. 9,642
- Expected price volatility of the company's shares - 48.42%
- Expected dividend yield - Nil
- Risk-free interest rate - 6.96%

The expected price volatility is based on the peer volatility.

Effect of Share-based payment plan on the Balance Sheet and Statement of Profit and Loss:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Expense arising from employee share-based payment plan (Charged to Statement of Profit and Loss)	772.28	308.45
Expense arising from employee share-based payment plan (Routed through Retained Earnings)	7,494.38	-



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53 Additional regulatory information required by schedule III

- i) The Company does not have any benami property. No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.
 - ii) The Company has not been declared wilful defaulter by any bank or financial institution or other lender or government or any government authority.
 - iii) Requirement with respect to number of layers as prescribed under section 2(87) of the Companies Act, 2013 read with the Companies (Restriction on number of layers) Rules, 2017 - Not applicable to the Company.
 - iv) Utilisation of borrowed funds and share premium
 - I. The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - (b) Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
 - II. The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
 - v) There is no income surrendered or disclosed as income during the year in tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
 - vi) The Company has not traded or invested in crypto currency or virtual currency during the year.
 - vii) The Company does not have any charges or satisfaction of charges which is yet to be registered with Registrar of Companies beyond the statutory period.
 - viii) The Company has not revalued its Property, plant and equipment (Including Right of use assets) and intangible assets during the year / previous year.
 - ix) The Company has not entered into any scheme of arrangement during current year / previous year which has an accounting impact.
 - x) The Company has not given any loans and advances to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013).
 - xi) The Company has borrowings from bank on the basis of security of current assets. The quarterly returns or statements of current assets filed by the Company with bank are in agreement with the books of accounts.
 - xii) The title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), as disclosed in the financial statements, are held in the name of the company.
 - xiii) The borrowings obtained by the company from banks and financial institutions have been applied for the purposes for which such loans were taken.
 - xiv) The Company do not have any transactions with companies struck off as per Section 248 of the Companies Act, 2013 and Section 560 of the Companies Act, 1956.
- 54 As per the Companies (Accounts) Rules, 2022, as amended, the books of account and other relevant books and papers maintained by a company in electronic mode shall remain accessible in India, at all times. Further, the back-up of the books of account and other books and papers of the company maintained in electronic mode, shall be kept in servers physically located in India on daily basis. The books of account and other relevant books and papers maintained by the Company in electronic mode are readily accessible in India at all times. However, the back-up of the books of account and other books and papers of the Company maintained in electronic mode, are kept in servers physically located outside India.
- 55 As per the Rule 3(1) of Companies (Accounts) Rules, 2022, as amended, requires the companies which use accounting software for maintaining their books of account, to use only such accounting software which has audit trail feature. For the purpose of this Rule, SAP and ZingHR accounting softwares have been identified as books of accounts. These accounting softwares have the feature of recording audit trail (edit log) facility except that audit trail feature was not enabled (i) at the database level for SAP (database MSSQL) to log any direct data changes, (ii) for maintenance of price and discount master records.
- 56 Previous year figures have been reclassified / regrouped, wherever necessary, to conform to this year's classification.

For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm Registration No.117366W/W-100018



Mukesh Jain
Partner
Membership No: 108262
Place: Mumbai
Date: April 18, 2024

For and on behalf of Board of Directors



Sunil D'Souza
Director
DIN : 07194259
Place: Mumbai
Date: April 18, 2024



Abhijit Midha
Director
DIN : 10481897
Place: Mumbai
Date: April 18, 2024



Rakesh Kothari
Chief Financial Officer
Membership No: 048007
Place: Mumbai
Date: April 18, 2024

